

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**

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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 TWELFTH 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 January 20, 2013 through February 23, 2013.

Dated: New York, New York
January 14, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

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New York, New York 10166-0193

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Facsimile: (212) 351-4035

ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION



Cash Flow Forecast - CONSOLIDATED

For the Period Ending 2/23/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		Forecast		5 Weeks Ending 2/23/13
	1/20/13 2/17/13	1/20/13 1/26/13	1/27/13 2/2/13	2/3/13 2/9/13	2/10/13 2/16/13	2/17/13 2/23/13					
Receipts											
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-	-	-	-
Total Receipts											
Disbursements											
G&A Expenses											
Atlanta		6	110	6	84	75					282
Bahrain		333	933	229	519	235					2,249
Hong Kong		-	-	-	-	-					-
London		12	316	27	14	12					381
Singapore		512	47	26	147	15					748
Point Park Properties		200	200	200	200	150					950
Total G&A Expenses		1,063	1,606	488	966	487					4,610
Staff Expenses											
Atlanta		33	151	-	144	33					361
Bahrain		869	1	-	200	802					1,873
Hong Kong		-	-	-	-	-					-
London		346	-	11	-	304					661
Singapore		-	-	-	190	-					190
Point Park Properties		-	-	-	-	-					-
Total Staff Expenses		1,249	152	11	534	1,139					3,085
Other Expenses											
AHQ Payments		-	-	-	-	-					-
Other		-	-	-	50	20					70
Total Other Expenses		-	-	-	50	20					70
Deal Funding & Expenses											
Private Equity		82	-	39	-	3,300					3,421
Real Estate		1,084	8,431	486	-	-					10,001
Infrastructure		-	4,055	-	-	-					4,055
Venture Capital		-	-	-	-	-					-
Total Deal Funding & Expenses		1,166	12,486	526	-	3,300					17,477
Total Disbursements		3,478	14,245	1,025	1,549	4,946					25,242
Operating Cash Flow		(3,478)	(14,245)	(1,025)	(1,549)	(4,946)					(25,242)
Restructuring											
Restructuring Fees		1	131	6,531	-	32					6,696
Critical / Foreign Vendor Payments		-	-	-	-	-					-
Ordinary Course Professionals		-	-	-	-	-					-
Payroll Adjustments		2,146	-	1,110	-	573					3,828
Other Restructuring Costs		-	-	-	-	-					-
Total Restructuring		2,146	131	7,642	-	605					10,524
Debt Service											
Financing Cost - SCB		-	500	-	-	-					500
DIP Interest & Fees		-	-	-	1,178	-					1,178
DIP (Receipts)/Payments		-	-	-	-	-					-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-					-
Total Debt Service		-	500	-	1,178	-					1,678
Net Cash Flow		(5,624)	(14,876)	(8,666)	(2,727)	(5,551)					(37,444)
Intercompany Transfers											
Cash Inflows (Source of Cash)		6,583	-	5,477	1,190	5,981					19,230
Cash Outflows (Use of Cash)		6,583	-	5,477	1,190	5,981					19,230
Total Intercompany Transfers		-	-	-	-	-					-
Balances & Liquidity											
Beginning Book Balance		157,650	152,026	137,150	128,484	125,756					157,650
Net Receipts, Disbursements & Transfers		(5,624)	(14,876)	(8,666)	(2,727)	(5,551)					(37,444)
Ending Book Balance		152,026	137,150	128,484	125,756	120,206					120,206
Float/Foreign Exchange		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)
Ending Bank Balance		\$ 118,938	\$ 104,062	\$ 95,396	\$ 92,668	\$ 87,118					\$ 87,118



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 2/23/13

(\$'s in 000's)	1/20/13	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 2/23/13
	2/17/13	1/20/13	1/27/13	2/3/13	2/10/13	2/17/13	
		1/26/13	2/2/13	2/9/13	2/16/13	2/23/13	
Receipts							
Proceeds from Exits		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas		-	-	-	-	-	-
Management Fees		-	-	-	-	-	-
Yield from Deal Companies		-	-	-	-	-	-
All Other		-	-	-	-	-	-
Total Receipts		-	-	-	-	-	-
Disbursements							
G&A Expenses							
Bahrain		333	933	229	519	235	2,249
Total G&A Expenses		333	933	229	519	235	2,249
Staff Expenses							
Bahrain		869	1	-	200	802	1,873
Total Staff Expenses		869	1	-	200	802	1,873
Other Expenses							
AHQ Payments		-	-	-	-	-	-
Other		-	-	-	50	20	70
Total Other Expenses		-	-	-	50	20	70
Deal Funding & Expenses							
Private Equity		82	-	39	-	3,300	3,421
Real Estate		1,084	8,431	486	-	-	10,001
Infrastructure		-	4,055	-	-	-	4,055
Venture Capital		-	-	-	-	-	-
Total Deal Funding & Expenses		1,166	12,486	526	-	3,300	17,477
Total Disbursements		2,368	13,420	754	769	4,357	21,669
Operating Cash Flow		(2,368)	(13,420)	(754)	(769)	(4,357)	(21,669)
Restructuring							
Restructuring Fees		1	131	6,531	-	32	6,696
Critical / Foreign Vendor Payments		-	-	-	-	-	-
Payroll Adjustments		863	-	833	-	492	2,188
Other Restructuring Costs		-	-	-	-	-	-
Total Restructuring		863	131	7,364	-	524	8,883
Debt Service							
Financing Cost - SCB		-	500	-	-	-	500
DIP Interest & Fees		-	-	-	1,178	-	1,178
DIP Receipts/Payments		-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-	-
Total Debt Service		-	500	-	1,178	-	1,678
Net Cash Flow		(3,231)	(14,052)	(8,119)	(1,948)	(4,881)	(32,230)
Intercompany Transfers							
Cash Inflows (Source of Cash)		5,000	-	5,000	-	5,000	15,000
Cash Outflows (Use of Cash)		6,583	-	5,477	1,190	5,981	19,230
Total Intercompany Transfers		(1,583)	-	(477)	(1,190)	(981)	(4,230)
Balances & Liquidity							
Beginning Book Balance		154,768	149,954	135,902	127,306	124,169	154,768
Net Receipts, Disbursements & Transfers		(4,814)	(14,052)	(8,596)	(3,137)	(5,862)	(36,461)
Ending Book Balance		149,954	135,902	127,306	124,169	118,307	118,307
Float/Foreign Exchange		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)
Ending Bank Balance		\$ 116,766	\$ 102,714	\$ 94,118	\$ 90,981	\$ 85,119	\$ 85,119



Cash Flow Forecast - NON-DEBTOR
For the Period Ending 2/23/13

(\$'s in 000's)	1/20/13	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending
	2/17/13	1/20/13	1/27/13	2/3/13	2/10/13	2/17/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-
Disbursements							
G&A Expenses							
Atlanta	6	110	6	84	75	282	
Hong Kong	-	-	-	-	-	-	-
London	12	316	27	14	12	381	
Singapore	512	47	26	147	15	748	
Point Park Properties	200	200	200	200	150	950	
Total G&A Expenses	730	673	259	446	252	2,361	
Staff Expenses							
Atlanta	33	151	-	144	33	361	
Hong Kong	-	-	-	-	-	-	-
London	346	-	11	-	304	661	
Singapore	-	-	-	190	-	190	
Point Park Properties	-	-	-	-	-	-	-
Total Staff Expenses	379	151	11	334	337	1,212	
Other Expenses							
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-
Total Disbursements	1,110	824	271	780	589	3,573	
Operating Cash Flow	(1,110)	(824)	(271)	(780)	(589)	(3,573)	
Restructuring							
Payroll Adjustments	1,283	-	277	-	81	1,641	
Other	-	-	-	-	-	-	-
Total Restructuring	1,283	-	277	-	81	1,641	
Debt Service							
Financing Cost - SCB	-	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	
Net Cash Flow	(2,393)	(824)	(548)	(780)	(669)	(5,214)	
Intercompany Transfers							
Cash Inflows (Source of Cash)	1,583	-	477	1,190	981	4,230	
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-
Total Intercompany Transfers	1,583	-	477	1,190	981	4,230	
Balances & Liquidity							
Beginning Book Balance	2,882	2,072	1,248	1,177	1,587	2,882	
Net Receipts, Disbursements & Transfers	(810)	(824)	(71)	410	311	(984)	
Ending Book Balance	2,072	1,248	1,177	1,587	1,898	1,898	
Float/Foreign Exchange	100	100	100	100	100	100	
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-
Ending Bank Balance	\$ 2,172	\$ 1,348	\$ 1,277	\$ 1,687	\$ 1,998	\$ 1,998	



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 2/23/13

(\$'s in 000's)	1/20/13	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 2/23/13	
	2/17/13	1/20/13	1/27/13	2/3/13	2/10/13	2/17/13		
		1/26/13	2/2/13	2/9/13	2/16/13	2/23/13		
Receipts								
Proceeds from Exits	\$	-	\$	-	\$	-	\$	-
Deal Company Murabahas		-	-	-	-	-	-	-
Management Fees		-	-	-	-	-	-	-
Yield from Deal Companies		-	-	-	-	-	-	-
All Other		-	-	-	-	-	-	-
Total Receipts		-	-	-	-	-	-	-
Disbursements								
G&A Expenses								
Bahrain		333	933	229	519	235		2,249
Total G&A Expenses		333	933	229	519	235		2,249
Staff Expenses								
Bahrain		869	1	-	200	802		1,873
Total Staff Expenses		869	1	-	200	802		1,873
Other Expenses								
AHQ Payments		-	-	-	-	-		-
Other		-	-	-	-	-		-
Total Other Expenses		-	-	-	-	-		-
Deal Funding & Expenses								
Private Equity		-	-	-	-	-		-
Real Estate		-	-	-	-	-		-
Infrastructure		-	-	-	-	-		-
Venture Capital		-	-	-	-	-		-
Total Deal Funding & Expenses		-	-	-	-	-		-
Total Disbursements		1,202	934	229	719	1,037		4,122
Operating Cash Flow		(1,202)	(934)	(229)	(719)	(1,037)		(4,122)
Restructuring								
Restructuring Fees		1	131	5,738	-	32		5,903
Critical / Foreign Vendor Payments		-	-	-	-	-		-
Payroll Adjustments		863	-	833	-	492		2,188
Other		-	-	-	-	-		-
Total Restructuring		863	131	6,571	-	524		8,090
Debt Service								
Financing Cost - SCB		-	-	-	-	-		-
DIP Interest & Fees		-	-	-	-	-		-
DIP Receipts/Payments		-	-	-	-	-		-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-		-
Total Debt Service		-	-	-	-	-		-
Net Cash Flow		(2,065)	(1,066)	(6,800)	(719)	(1,561)		(12,212)
Intercompany Transfers								
Cash Inflows (Source of Cash)		5,000	-	5,000	-	5,000		15,000
Cash Outflows (Use of Cash)		57	-	-	190	-		246
Total Intercompany Transfers		4,943	-	5,000	(190)	5,000		14,754
Balances & Liquidity								
Beginning Book Balance		36,463	39,341	38,275	36,475	35,566		36,463
Net Receipts, Disbursements & Transfers		2,878	(1,066)	(1,800)	(909)	3,439		2,542
Ending Book Balance		39,341	38,275	36,475	35,566	39,005		39,005
Float/Foreign Exchange		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)
Ending Bank Balance		\$ 6,153	\$ 5,087	\$ 3,287	\$ 2,378	\$ 5,817		\$ 5,817



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 2/23/13

(\$'s in 000's)	1/20/13	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 2/23/13
	2/17/13	1/20/13	1/27/13	2/3/13	2/10/13	2/17/13	
		1/26/13	2/2/13	2/9/13	2/16/13	2/23/13	
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		-	-	-	50	20	70
Total Other Expenses		-	-	-	50	20	70
Deal Funding & Expenses							
Private Equity		82	-	39	-	3,300	3,421
Real Estate		1,084	8,431	486	-	-	10,001
Infrastructure		-	4,055	-	-	-	4,055
Venture Capital		-	-	-	-	-	-
Total Deal Funding & Expenses		1,166	12,486	526	-	3,300	17,477
Total Disbursements		1,166	12,486	526	50	3,320	17,547
Operating Cash Flow		(1,166)	(12,486)	(526)	(50)	(3,320)	(17,547)
Restructuring							
Restructuring Fees		-	-	793	-	-	793
Critical / Foreign Vendor Payments		-	-	-	-	-	-
Ordinary Course Professionals		-	-	-	-	-	-
Payroll Adjustments		-	-	-	-	-	-
Other		-	-	-	-	-	-
Total Restructuring		-	-	793	-	-	793
Debt Service							
Financing Cost - SCB		-	500	-	-	-	500
DIP Interest & Fees		-	-	-	1,178	-	1,178
DIP Receipts/Payments		-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-	-
Total Debt Service		-	500	-	1,178	-	1,678
Net Cash Flow		(1,166)	(12,986)	(1,319)	(1,228)	(3,320)	(20,018)
Intercompany Transfers							
Cash Inflows (Source of Cash)		-	-	-	-	-	-
Cash Outflows (Use of Cash)		6,526	-	5,477	1,000	5,981	18,984
Total Intercompany Transfers		(6,526)	-	(5,477)	(1,000)	(5,981)	(18,984)
Balances & Liquidity							
Beginning Book Balance		118,305	110,613	97,627	90,832	88,603	118,305
Net Receipts, Disbursements & Transfers		(7,692)	(12,986)	(6,796)	(2,228)	(9,301)	(39,002)
Ending Book Balance		110,613	97,627	90,832	88,603	79,303	79,303
Float/Foreign Exchange		-	-	-	-	-	-
Interbank Transfers		-	-	-	-	-	-
Less: Placements Held at Banks		-	-	-	-	-	-
Ending Bank Balance		\$ 110,613	\$ 97,627	\$ 90,832	\$ 88,603	\$ 79,303	\$ 79,303