

**GIBSON, DUNN & CRUTCHER LLP**

Michael A. Rosenthal (MR-7006)  
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	:	
	:	
<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 June 1, 2012 through June 30, 2012.

Dated: New York, New York  
May 30, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

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

101298636.1



**Cash Flow Forecast - CONSOLIDATED**  
For the Period Ending 6/30/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 6/30/12
	6/1/12 6/9/12	6/10/12 6/16/12	6/17/12 6/23/12	6/24/12 6/30/12	
<b>Receipts</b>					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	250	250
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>250</b>	<b>250</b>
<b>Disbursements</b>					
G&A Expenses					
Atlanta	154	167	149	9	479
Bahrain	605	352	145	570	1,671
Hong Kong	36	1	1	2	39
London	43	21	67	826	957
Singapore	286	70	38	7	400
Point Park Properties	263	263	263	263	1,053
<b>Total G&amp;A Expenses</b>	<b>1,387</b>	<b>874</b>	<b>663</b>	<b>1,677</b>	<b>4,600</b>
Staff Expenses					
Atlanta	-	275	47	275	597
Bahrain	3	-	1,291	32	1,326
Hong Kong	-	-	73	4	77
London	11	-	507	32	550
Singapore	13	-	240	-	253
Point Park Properties	-	-	-	-	-
<b>Total Staff Expenses</b>	<b>27</b>	<b>275</b>	<b>2,158</b>	<b>343</b>	<b>2,802</b>
Other Expenses					
AHQ Payments	-	-	-	-	-
Other	-	-	-	-	-
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Deal Funding & Expenses					
Private Equity	-	-	-	-	-
Real Estate	32,268	585	-	-	32,853
Infrastructure	92	384	-	-	476
Venture Capital	1,000	-	-	-	1,000
<b>Total Deal Funding &amp; Expenses</b>	<b>33,360</b>	<b>969</b>	<b>-</b>	<b>-</b>	<b>34,329</b>
<b>Total Disbursements</b>	<b>34,773</b>	<b>2,118</b>	<b>2,821</b>	<b>2,019</b>	<b>41,731</b>
<b>Operating Cash Flow</b>	<b>(34,773)</b>	<b>(2,118)</b>	<b>(2,821)</b>	<b>(1,769)</b>	<b>(41,481)</b>
<b>Restructuring</b>					
Restructuring Fees	1,369	-	-	1,675	3,044
Critical / Foreign Vendor Payments	-	-	547	-	547
Ordinary Course Professionals	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-
Other Restructuring Costs	-	-	-	-	-
<b>Total Restructuring</b>	<b>1,369</b>	<b>-</b>	<b>547</b>	<b>1,675</b>	<b>3,592</b>
<b>Net Cash Flow</b>	<b>(36,142)</b>	<b>(2,118)</b>	<b>(3,368)</b>	<b>(3,445)</b>	<b>(45,073)</b>
<b>Intercompany Transfers</b>					
Cash Inflows (Source of Cash)	2,390	-	313	4	2,707
Cash Outflows (Use of Cash)	2,390	-	313	4	2,707
<b>Total Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances &amp; Liquidity</b>					
Beginning Book Balance	161,807	125,665	123,548	120,179	161,807
Net Receipts, Disbursements & Transfers	(36,142)	(2,118)	(3,368)	(3,445)	(45,073)
<b>Ending Book Balance</b>	<b>125,665</b>	<b>123,548</b>	<b>120,179</b>	<b>116,734</b>	<b>116,734</b>
Float/Foreign Exchange	500	500	500	500	500
Interbank Transfers	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
<b>Ending Bank Balance</b>	<b>\$ 91,165</b>	<b>\$ 89,048</b>	<b>\$ 85,679</b>	<b>\$ 82,234</b>	<b>\$ 82,234</b>



**Cash Flow Forecast - TOTAL DEBTOR**

For the Period Ending 6/30/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 6/30/12
	6/1/12 6/9/12	6/10/12 6/16/12	6/17/12 6/23/12	6/24/12 6/30/12	
<b>Receipts</b>					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disbursements</b>					
G&A Expenses					
Bahrain	605	352	145	570	1,671
Total G&A Expenses	605	352	145	570	1,671
Staff Expenses					
Bahrain	3	-	1,291	32	1,326
Total Staff Expenses	3	-	1,291	32	1,326
Other Expenses					
AHQ Payments	-	-	-	-	-
Other	-	-	-	-	-
Total Other Expenses	-	-	-	-	-
Deal Funding & Expenses					
Private Equity	-	-	-	-	-
Real Estate	32,268	585	-	-	32,853
Infrastructure	92	384	-	-	476
Venture Capital	1,000	-	-	-	1,000
Total Deal Funding & Expenses	33,360	969	-	-	34,329
<b>Total Disbursements</b>	<b>33,967</b>	<b>1,321</b>	<b>1,436</b>	<b>602</b>	<b>37,326</b>
<b>Operating Cash Flow</b>	<b>(33,967)</b>	<b>(1,321)</b>	<b>(1,436)</b>	<b>(602)</b>	<b>(37,326)</b>
<b>Restructuring</b>					
Restructuring Fees	1,369	-	-	1,675	3,044
Critical / Foreign Vendor Payments	-	-	547	-	547
Payroll Adjustments	-	-	-	-	-
Other Restructuring Costs	-	-	-	-	-
<b>Total Restructuring</b>	<b>1,369</b>	<b>-</b>	<b>547</b>	<b>1,675</b>	<b>3,592</b>
<b>Net Cash Flow</b>	<b>(35,336)</b>	<b>(1,321)</b>	<b>(1,983)</b>	<b>(2,277)</b>	<b>(40,918)</b>
<b>Intercompany Transfers</b>					
Cash Inflows (Source of Cash)	2,000	-	-	-	2,000
Cash Outflows (Use of Cash)	2,390	-	313	4	2,707
<b>Total Intercompany Transfers</b>	<b>(390)</b>	<b>-</b>	<b>(313)</b>	<b>(4)</b>	<b>(707)</b>
<b>Balances &amp; Liquidity</b>					
Beginning Book Balance	152,086	116,359	115,039	112,742	152,086
Net Receipts, Disbursements & Transfers	(35,726)	(1,321)	(2,297)	(2,281)	(41,625)
<b>Ending Book Balance</b>	<b>116,359</b>	<b>115,039</b>	<b>112,742</b>	<b>110,461</b>	<b>110,461</b>
Float/Foreign Exchange	400	400	400	400	400
Interbank Transfers	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
<b>Ending Bank Balance</b>	<b>\$ 81,759</b>	<b>\$ 80,439</b>	<b>\$ 78,142</b>	<b>\$ 75,861</b>	<b>\$ 75,861</b>



**Cash Flow Forecast - NON-DEBTOR**

For the Period Ending 6/30/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 6/30/12
	6/1/12 6/9/12	6/10/12 6/16/12	6/17/12 6/23/12	6/24/12 6/30/12	
<b>Receipts</b>					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	250	250
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>250</b>	<b>250</b>
<b>Disbursements</b>					
G&A Expenses					
Atlanta	154	167	149	9	479
Hong Kong	36	1	1	2	39
London	43	21	67	826	957
Singapore	286	70	38	7	400
Point Park Properties	263	263	263	263	1,053
<b>Total G&amp;A Expenses</b>	<b>782</b>	<b>522</b>	<b>518</b>	<b>1,107</b>	<b>2,929</b>
Staff Expenses					
Atlanta	-	275	47	275	597
Hong Kong	-	-	73	4	77
London	11	-	507	32	550
Singapore	13	-	240	-	253
Point Park Properties	-	-	-	-	-
<b>Total Staff Expenses</b>	<b>24</b>	<b>275</b>	<b>867</b>	<b>310</b>	<b>1,476</b>
Other Expenses					
Other	-	-	-	-	-
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</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>Total Disbursements</b>	<b>806</b>	<b>797</b>	<b>1,385</b>	<b>1,417</b>	<b>4,405</b>
<b>Operating Cash Flow</b>	<b>(806)</b>	<b>(797)</b>	<b>(1,385)</b>	<b>(1,167)</b>	<b>(4,155)</b>
<b>Restructuring</b>					
Payroll Adjustments	-	-	-	-	-
Other	-	-	-	-	-
<b>Total Restructuring</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(806)</b>	<b>(797)</b>	<b>(1,385)</b>	<b>(1,167)</b>	<b>(4,155)</b>
<b>Intercompany Transfers</b>					
Cash Inflows (Source of Cash)	390	-	313	4	707
Cash Outflows (Use of Cash)	-	-	-	-	-
<b>Total Intercompany Transfers</b>	<b>390</b>	<b>-</b>	<b>313</b>	<b>4</b>	<b>707</b>
<b>Balances &amp; Liquidity</b>					
Beginning Book Balance	9,721	9,306	8,509	7,437	9,721
Net Receipts, Disbursements & Transfers	(415)	(797)	(1,072)	(1,164)	(3,448)
<b>Ending Book Balance</b>	<b>9,306</b>	<b>8,509</b>	<b>7,437</b>	<b>6,274</b>	<b>6,274</b>
Float/Foreign Exchange	100	100	100	100	100
Interbank Transfers	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-
<b>Ending Bank Balance</b>	<b>\$ 9,406</b>	<b>\$ 8,609</b>	<b>\$ 7,537</b>	<b>\$ 6,374</b>	<b>\$ 6,374</b>



**Cash Flow Forecast - AIHL (DEBTOR)**

For the Period Ending 6/30/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 6/30/12
	6/1/12	6/10/12	6/17/12	6/24/12	
	6/9/12	6/16/12	6/23/12	6/30/12	
<b>Receipts</b>					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disbursements</b>					
G&A Expenses					
Total G&A Expenses	-	-	-	-	-
Staff Expenses					
Total Staff Expenses	-	-	-	-	-
Other Expenses					
Other	-	-	-	-	-
Total Other Expenses	-	-	-	-	-
Deal Funding & Expenses					
Private Equity	-	-	-	-	-
Real Estate	1,824	585	-	-	2,409
Infrastructure	92	384	-	-	476
Venture Capital	1,000	-	-	-	1,000
Total Deal Funding & Expenses	2,916	969	-	-	3,885
<b>Total Disbursements</b>	<b>2,916</b>	<b>969</b>	<b>-</b>	<b>-</b>	<b>3,885</b>
<b>Operating Cash Flow</b>	<b>(2,916)</b>	<b>(969)</b>	<b>-</b>	<b>-</b>	<b>(3,885)</b>
<b>Restructuring</b>					
Restructuring Fees	1,237	-	-	-	1,237
Critical / Foreign Vendor Payments	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-
Other	-	-	-	-	-
<b>Total Restructuring</b>	<b>1,237</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,237</b>
<b>Net Cash Flow</b>	<b>(4,152)</b>	<b>(969)</b>	<b>-</b>	<b>-</b>	<b>(5,121)</b>
<b>Intercompany Transfers</b>					
Cash Inflows (Source of Cash)	2,000	-	-	-	2,000
Cash Outflows (Use of Cash)	-	-	-	-	-
<b>Total Intercompany Transfers</b>	<b>2,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,000</b>
<b>Balances &amp; Liquidity</b>					
Beginning Book Balance	9,664	7,512	6,543	6,543	9,664
Net Receipts, Disbursements & Transfers	(2,152)	(969)	-	-	(3,121)
<b>Ending Book Balance</b>	<b>7,512</b>	<b>6,543</b>	<b>6,543</b>	<b>6,543</b>	<b>6,543</b>
Float/Foreign Exchange	-	-	-	-	-
Interbank Transfers	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-
<b>Ending Bank Balance</b>	<b>\$ 7,512</b>	<b>\$ 6,543</b>	<b>\$ 6,543</b>	<b>\$ 6,543</b>	<b>\$ 6,543</b>



**Cash Flow Forecast - DEBTOR (Bahrain)**

For the Period Ending 6/30/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 6/30/12
	6/1/12 6/9/12	6/10/12 6/16/12	6/17/12 6/23/12	6/24/12 6/30/12	
<b>Receipts</b>					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disbursements</b>					
G&A Expenses					
Bahrain	605	352	145	570	1,671
<b>Total G&amp;A Expenses</b>	<b>605</b>	<b>352</b>	<b>145</b>	<b>570</b>	<b>1,671</b>
Staff Expenses					
Bahrain	3	-	1,291	32	1,326
<b>Total Staff Expenses</b>	<b>3</b>	<b>-</b>	<b>1,291</b>	<b>32</b>	<b>1,326</b>
Other Expenses					
AHQ Payments	-	-	-	-	-
Other	-	-	-	-	-
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Deal Funding & Expenses					
Private Equity	-	-	-	-	-
Real Estate	30,444	-	-	-	30,444
Infrastructure	-	-	-	-	-
Venture Capital	-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>	<b>30,444</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30,444</b>
<b>Total Disbursements</b>	<b>31,052</b>	<b>352</b>	<b>1,436</b>	<b>602</b>	<b>33,441</b>
<b>Operating Cash Flow</b>	<b>(31,052)</b>	<b>(352)</b>	<b>(1,436)</b>	<b>(602)</b>	<b>(33,441)</b>
<b>Restructuring</b>					
Restructuring Fees	132	-	-	1,675	1,807
Critical / Foreign Vendor Payments	-	-	547	-	547
Payroll Adjustments	-	-	-	-	-
Other	-	-	-	-	-
<b>Total Restructuring</b>	<b>132</b>	<b>-</b>	<b>547</b>	<b>1,675</b>	<b>2,355</b>
<b>Net Cash Flow</b>	<b>(31,184)</b>	<b>(352)</b>	<b>(1,983)</b>	<b>(2,277)</b>	<b>(35,796)</b>
<b>Intercompany Transfers</b>					
Cash Inflows (Source of Cash)	-	-	-	-	-
Cash Outflows (Use of Cash)	2,390	-	313	4	2,707
<b>Total Intercompany Transfers</b>	<b>(2,390)</b>	<b>-</b>	<b>(313)</b>	<b>(4)</b>	<b>(2,707)</b>
<b>Balances &amp; Liquidity</b>					
Beginning Book Balance	142,421	108,848	108,496	106,199	142,421
Net Receipts, Disbursements & Transfers	(33,574)	(352)	(2,297)	(2,281)	(38,503)
<b>Ending Book Balance</b>	<b>108,848</b>	<b>108,496</b>	<b>106,199</b>	<b>103,918</b>	<b>103,918</b>
Float/Foreign Exchange	400	400	400	400	400
Interbank Transfers	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
<b>Ending Bank Balance</b>	<b>\$ 74,248</b>	<b>\$ 73,896</b>	<b>\$ 71,599</b>	<b>\$ 69,318</b>	<b>\$ 69,318</b>