

**GIBSON, DUNN & CRUTCHER LLP**

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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>
	:	
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**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 July 1, 2012 through August 4, 2012.

Dated: New York, New York  
June 25, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

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ATTORNEYS FOR THE DEBTORS AND  
DEBTORS IN POSSESSION



Cash Flow Forecast - CONSOLIDATED

For the Period Ending 8/4/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 8/4/12
	7/1/12 7/7/12	7/8/12 7/14/12	7/15/12 7/21/12	7/22/12 7/28/12	7/29/12 8/4/12	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	748	-	125	-	-	873
Yield from Deal Companies	-	-	-	-	-	-
All Other	19	-	-	-	19	39
<b>Total Receipts</b>	<b>767</b>	<b>-</b>	<b>125</b>	<b>-</b>	<b>19</b>	<b>912</b>
<b>Disbursements</b>						
<b>G&amp;A Expenses</b>						
Atlanta	167	9	152	59	102	489
Bahrain	250	205	332	417	292	1,496
Hong Kong	49	7	2	1	7	66
London	16	38	22	500	867	1,442
Singapore	208	152	49	8	8	425
Point Park Properties	180	180	180	180	126	847
<b>Total G&amp;A Expenses</b>	<b>870</b>	<b>591</b>	<b>739</b>	<b>1,165</b>	<b>1,401</b>	<b>4,765</b>
<b>Staff Expenses</b>						
Atlanta	-	151	47	-	151	349
Bahrain	1,784	-	124	838	6	2,753
Hong Kong	-	-	-	7	-	7
London	11	8	27	339	-	386
Singapore	-	-	187	-	-	187
Point Park Properties	-	-	-	-	-	-
<b>Total Staff Expenses</b>	<b>1,795</b>	<b>159</b>	<b>385</b>	<b>1,185</b>	<b>157</b>	<b>3,682</b>
<b>Other Expenses</b>						
AHQ Payments	-	-	-	-	-	-
Other	40	-	-	-	-	40
<b>Total Other Expenses</b>	<b>40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>40</b>
<b>Deal Funding &amp; Expenses</b>						
Private Equity	-	-	-	-	-	-
Real Estate	1,875	720	225	-	-	2,820
Infrastructure	135	993	-	-	-	1,128
Venture Capital	-	-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>	<b>2,010</b>	<b>1,713</b>	<b>225</b>	<b>-</b>	<b>-</b>	<b>3,948</b>
<b>Total Disbursements</b>	<b>4,715</b>	<b>2,463</b>	<b>1,348</b>	<b>2,350</b>	<b>1,558</b>	<b>12,435</b>
<b>Operating Cash Flow</b>	<b>(3,947)</b>	<b>(2,463)</b>	<b>(1,223)</b>	<b>(2,350)</b>	<b>(1,539)</b>	<b>(11,523)</b>
<b>Restructuring</b>						
Restructuring Fees	224	2,690	-	2,727	44	5,686
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	4,326	4,326
Other Restructuring Costs	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>224</b>	<b>2,690</b>	<b>-</b>	<b>2,727</b>	<b>4,370</b>	<b>10,011</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-	-	-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(4,171)</b>	<b>(5,153)</b>	<b>(1,223)</b>	<b>(5,077)</b>	<b>(5,909)</b>	<b>(21,534)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	705	200	187	7	1,851	2,950
Cash Outflows (Use of Cash)	705	200	187	7	1,851	2,950
<b>Total Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	118,402	114,230	109,077	107,854	102,777	118,402
Net Receipts, Disbursements & Transfers	(4,171)	(5,153)	(1,223)	(5,077)	(5,909)	(21,534)
<b>Ending Book Balance</b>	<b>114,230</b>	<b>109,077</b>	<b>107,854</b>	<b>102,777</b>	<b>96,867</b>	<b>96,867</b>
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)
<b>Ending Bank Balance</b>	<b>\$ 79,730</b>	<b>\$ 74,577</b>	<b>\$ 73,354</b>	<b>\$ 68,277</b>	<b>\$ 62,367</b>	<b>\$ 62,367</b>



**Cash Flow Forecast - TOTAL DEBTOR**  
For the Period Ending 8/4/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 8/4/12
	7/1/12	7/8/12	7/15/12	7/22/12	7/29/12	
	7/7/12	7/14/12	7/21/12	7/28/12	8/4/12	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	748	-	-	-	-	748
Yield from Deal Companies	-	-	-	-	-	-
All Other	19	-	-	-	19	39
<b>Total Receipts</b>	<b>767</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19</b>	<b>787</b>
<b>Disbursements</b>						
G&A Expenses						
Bahrain	250	205	332	417	292	1,496
Total G&A Expenses	250	205	332	417	292	1,496
Staff Expenses						
Bahrain	1,784	-	124	838	6	2,753
Total Staff Expenses	1,784	-	124	838	6	2,753
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	40	-	-	-	-	40
Total Other Expenses	40	-	-	-	-	40
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	1,875	720	225	-	-	2,820
Infrastructure	135	993	-	-	-	1,128
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	2,010	1,713	225	-	-	3,948
<b>Total Disbursements</b>	<b>4,084</b>	<b>1,918</b>	<b>681</b>	<b>1,255</b>	<b>298</b>	<b>8,237</b>
<b>Operating Cash Flow</b>	<b>(3,317)</b>	<b>(1,918)</b>	<b>(681)</b>	<b>(1,255)</b>	<b>(279)</b>	<b>(7,450)</b>
<b>Restructuring</b>						
Restructuring Fees	224	2,690	-	2,727	44	5,686
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	2,377	2,377
Other Restructuring Costs	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>224</b>	<b>2,690</b>	<b>-</b>	<b>2,727</b>	<b>2,421</b>	<b>8,062</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-	-	-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(3,541)</b>	<b>(4,608)</b>	<b>(681)</b>	<b>(3,982)</b>	<b>(2,700)</b>	<b>(15,513)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	-	-	-	-	-	-
Cash Outflows (Use of Cash)	705	200	187	7	1,851	2,950
<b>Total Intercompany Transfers</b>	<b>(705)</b>	<b>(200)</b>	<b>(187)</b>	<b>(7)</b>	<b>(1,851)</b>	<b>(2,950)</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	110,761	106,516	101,707	100,839	96,850	110,761
Net Receipts, Disbursements & Transfers	(4,246)	(4,808)	(868)	(3,989)	(4,551)	(18,463)
<b>Ending Book Balance</b>	<b>106,516</b>	<b>101,707</b>	<b>100,839</b>	<b>96,850</b>	<b>92,298</b>	<b>92,298</b>
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)
<b>Ending Bank Balance</b>	<b>\$ 71,916</b>	<b>\$ 67,107</b>	<b>\$ 66,239</b>	<b>\$ 62,250</b>	<b>\$ 57,698</b>	<b>\$ 57,698</b>



**Cash Flow Forecast - NON-DEBTOR**  
For the Period Ending 8/4/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 8/4/12
	7/1/12	7/8/12	7/15/12	7/22/12	7/29/12	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	125	-	-	125
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
<b>Total Receipts</b>	<b>-</b>	<b>-</b>	<b>125</b>	<b>-</b>	<b>-</b>	<b>125</b>
<b>Disbursements</b>						
<b>G&amp;A Expenses</b>						
Atlanta	167	9	152	59	102	489
Hong Kong	49	7	2	1	7	66
London	16	38	22	500	867	1,442
Singapore	208	152	49	8	8	425
Point Park Properties	180	180	180	180	126	847
<b>Total G&amp;A Expenses</b>	<b>619</b>	<b>386</b>	<b>407</b>	<b>748</b>	<b>1,109</b>	<b>3,269</b>
<b>Staff Expenses</b>						
Atlanta	-	151	47	-	151	349
Hong Kong	-	-	-	7	-	7
London	11	8	27	339	-	386
Singapore	-	-	187	-	-	187
Point Park Properties	-	-	-	-	-	-
<b>Total Staff Expenses</b>	<b>11</b>	<b>159</b>	<b>260</b>	<b>347</b>	<b>151</b>	<b>929</b>
<b>Other Expenses</b>						
Other	-	-	-	-	-	-
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deal Funding &amp; Expenses</b>						
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>Total Disbursements</b>	<b>631</b>	<b>545</b>	<b>667</b>	<b>1,095</b>	<b>1,260</b>	<b>4,198</b>
<b>Operating Cash Flow</b>	<b>(631)</b>	<b>(545)</b>	<b>(542)</b>	<b>(1,095)</b>	<b>(1,260)</b>	<b>(4,073)</b>
<b>Restructuring</b>						
Payroll Adjustments	-	-	-	-	1,949	1,949
Other	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,949</b>	<b>1,949</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-	-	-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(631)</b>	<b>(545)</b>	<b>(542)</b>	<b>(1,095)</b>	<b>(3,209)</b>	<b>(6,022)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	705	200	187	7	1,851	2,950
Cash Outflows (Use of Cash)	-	-	-	-	-	-
<b>Total Intercompany Transfers</b>	<b>705</b>	<b>200</b>	<b>187</b>	<b>7</b>	<b>1,851</b>	<b>2,950</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	7,640	7,715	7,370	7,015	5,927	7,640
Net Receipts, Disbursements & Transfers	74	(345)	(355)	(1,088)	(1,358)	(3,071)
<b>Ending Book Balance</b>	<b>7,715</b>	<b>7,370</b>	<b>7,015</b>	<b>5,927</b>	<b>4,569</b>	<b>4,569</b>
Float/Foreign Exchange	100	100	100	100	100	100
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
<b>Ending Bank Balance</b>	<b>\$ 7,815</b>	<b>\$ 7,470</b>	<b>\$ 7,115</b>	<b>\$ 6,027</b>	<b>\$ 4,669</b>	<b>\$ 4,669</b>



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

For the Period Ending 8/4/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 8/4/12
	7/1/12	7/8/12	7/15/12	7/22/12	7/29/12	
	7/7/12	7/14/12	7/21/12	7/28/12	8/4/12	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-
All Other	19	-	-	-	19	39
<b>Total Receipts</b>	<b>19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19</b>	<b>39</b>
<b>Disbursements</b>						
G&A Expenses	-	-	-	-	-	-
Total G&A Expenses	-	-	-	-	-	-
Staff Expenses	-	-	-	-	-	-
Total Staff Expenses	-	-	-	-	-	-
Other Expenses	-	-	-	-	-	-
Other	40	-	-	-	-	40
Total Other Expenses	40	-	-	-	-	40
Deal Funding & Expenses	-	-	-	-	-	-
Private Equity	-	-	-	-	-	-
Real Estate	1,875	720	225	-	-	2,820
Infrastructure	135	993	-	-	-	1,128
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	2,010	1,713	225	-	-	3,948
<b>Total Disbursements</b>	<b>2,050</b>	<b>1,713</b>	<b>225</b>	<b>-</b>	<b>-</b>	<b>3,988</b>
<b>Operating Cash Flow</b>	<b>(2,031)</b>	<b>(1,713)</b>	<b>(225)</b>	<b>-</b>	<b>19</b>	<b>(3,949)</b>
<b>Restructuring</b>						
Restructuring Fees	-	913	-	-	-	913
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>-</b>	<b>913</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>913</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-	-	-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(2,031)</b>	<b>(2,626)</b>	<b>(225)</b>	<b>-</b>	<b>19</b>	<b>(4,862)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	-	-	-	-	-	-
Cash Outflows (Use of Cash)	-	-	-	-	-	-
<b>Total Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	6,604	4,573	1,947	1,722	1,722	6,604
Net Receipts, Disbursements & Transfers	(2,031)	(2,626)	(225)	-	19	(4,862)
<b>Ending Book Balance</b>	<b>4,573</b>	<b>1,947</b>	<b>1,722</b>	<b>1,722</b>	<b>1,741</b>	<b>1,741</b>
Float/Foreign Exchange	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
<b>Ending Bank Balance</b>	<b>\$ 4,573</b>	<b>\$ 1,947</b>	<b>\$ 1,722</b>	<b>\$ 1,722</b>	<b>\$ 1,741</b>	<b>\$ 1,741</b>



**Cash Flow Forecast - DEBTOR (Bahrain)**  
For the Period Ending 8/4/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 8/4/12
	7/1/12	7/8/12	7/15/12	7/22/12	7/29/12	
	7/7/12	7/14/12	7/21/12	7/28/12	8/4/12	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	748	-	-	-	-	748
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
<b>Total Receipts</b>	<b>748</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>748</b>
<b>Disbursements</b>						
G&A Expenses						
Bahrain	250	205	332	417	292	1,496
Total G&A Expenses	250	205	332	417	292	1,496
Staff Expenses						
Bahrain	1,784	-	124	838	6	2,753
Total Staff Expenses	1,784	-	124	838	6	2,753
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-
<b>Total Disbursements</b>	<b>2,034</b>	<b>205</b>	<b>456</b>	<b>1,255</b>	<b>298</b>	<b>4,249</b>
<b>Operating Cash Flow</b>	<b>(1,286)</b>	<b>(205)</b>	<b>(456)</b>	<b>(1,255)</b>	<b>(298)</b>	<b>(3,501)</b>
<b>Restructuring</b>						
Restructuring Fees	224	1,777	-	2,727	44	4,773
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	2,377	2,377
Other	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>224</b>	<b>1,777</b>	<b>-</b>	<b>2,727</b>	<b>2,421</b>	<b>7,149</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-	-	-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(1,510)</b>	<b>(1,982)</b>	<b>(456)</b>	<b>(3,982)</b>	<b>(2,719)</b>	<b>(10,650)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	-	-	-	-	-	-
Cash Outflows (Use of Cash)	705	200	187	7	1,851	2,950
<b>Total Intercompany Transfers</b>	<b>(705)</b>	<b>(200)</b>	<b>(187)</b>	<b>(7)</b>	<b>(1,851)</b>	<b>(2,950)</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	104,158	101,943	99,760	99,117	95,127	104,158
Net Receipts, Disbursements & Transfers	(2,215)	(2,182)	(643)	(3,989)	(4,570)	(13,601)
<b>Ending Book Balance</b>	<b>101,943</b>	<b>99,760</b>	<b>99,117</b>	<b>95,127</b>	<b>90,557</b>	<b>90,557</b>
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)
<b>Ending Bank Balance</b>	<b>\$ 67,343</b>	<b>\$ 65,160</b>	<b>\$ 64,517</b>	<b>\$ 60,527</b>	<b>\$ 55,957</b>	<b>\$ 55,957</b>