

**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 THIRTEENTH  
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 February 24, 2013 through March 23, 2013.

Dated: New York, New York  
February 19, 2013

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 3/23/13

(\$'s in 000's)	2/24/13	3	4	4	4	4 Weeks Ending 3/23/13
	3/17/13	Forecast 2/24/13 3/2/13	Forecast 3/3/13 3/9/13	Forecast 3/10/13 3/16/13	Forecast 3/17/13 3/23/13	
<b>Receipts</b>						
Proceeds from Exits		\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas		-	-	-	-	-
Management Fees		-	172	-	-	172
Yield from Deal Companies		-	-	-	-	-
All Other		-	-	-	-	-
<b>Total Receipts</b>		-	172	-	-	172
<b>Disbursements</b>						
<b>G&amp;A Expenses</b>						
Atlanta		56	60	6	213	336
Bahrain		1,169	204	508	770	2,651
Hong Kong		-	-	-	-	-
London		300	12	335	106	753
Singapore		55	7	198	17	276
Point Park Properties		150	150	150	150	600
<b>Total G&amp;A Expenses</b>		1,730	432	1,198	1,257	4,616
<b>Staff Expenses</b>						
Atlanta		177	-	144	33	354
Bahrain		137	-	-	833	971
Hong Kong		-	-	-	-	-
London		18	11	-	304	333
Singapore		-	-	-	266	266
Point Park Properties		-	-	-	-	-
<b>Total Staff Expenses</b>		333	11	144	1,436	1,924
<b>Other Expenses</b>						
AHQ Payments		-	-	-	-	-
Other		53	20	-	-	73
<b>Total Other Expenses</b>		53	20	-	-	73
<b>Deal Funding &amp; Expenses</b>						
Private Equity		68	-	-	-	68
Real Estate		25,305	729	-	-	26,034
Infrastructure		-	-	-	800	800
Venture Capital		-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>		25,372	729	-	800	26,902
<b>Total Disbursements</b>		27,488	1,193	1,342	3,493	33,515
<b>Operating Cash Flow</b>		(27,488)	(1,021)	(1,342)	(3,493)	(33,344)
<b>Restructuring</b>						
Restructuring Fees		9,174	6,158	-	32	15,364
Critical / Foreign Vendor Payments		-	-	-	-	-
Ordinary Course Professionals		-	-	-	-	-
Payroll Adjustments		3,477	-	-	542	4,019
Other Restructuring Costs		-	-	-	-	-
<b>Total Restructuring</b>		12,651	6,158	-	574	19,383
<b>Debt Service</b>						
Financing Cost - SCB		61	500	-	-	561
DIP Interest & Fees		-	-	1,064	250	1,314
DIP (Receipts)/Payments		-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-
<b>Total Debt Service</b>		61	500	1,064	250	1,875
<b>Net Cash Flow</b>		(40,200)	(7,679)	(2,406)	(4,317)	(54,602)
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)		12,831	500	-	3,689	17,020
Cash Outflows (Use of Cash)		12,831	500	-	3,689	17,020
<b>Total Intercompany Transfers</b>		-	-	-	-	-
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance		153,649	113,448	105,770	103,364	153,649
Net Receipts, Disbursements & Transfers		(40,200)	(7,679)	(2,406)	(4,317)	(54,602)
<b>Ending Book Balance</b>		113,448	105,770	103,364	99,047	99,047
Float/Foreign Exchange		500	500	500	500	500
Interbank Transfers		-	-	-	-	-
Less: Placements Held at Banks		(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
<b>Ending Bank Balance</b>		\$ 80,360	\$ 72,682	\$ 70,276	\$ 65,959	\$ 65,959



**Cash Flow Forecast - TOTAL DEBTOR**  
For the Period Ending 3/23/13

(\$'s in 000's)	2/24/13	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 3/23/13
	3/17/13	2/24/13	3/3/13	3/10/13	3/17/13	
		3/2/13	3/9/13	3/16/13	3/23/13	
<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		1,169	204	508	770	2,651
Total G&A Expenses		1,169	204	508	770	2,651
Staff Expenses						
Bahrain		137	-	-	833	971
Total Staff Expenses		137	-	-	833	971
Other Expenses						
AHQ Payments		-	-	-	-	-
Other		53	20	-	-	73
Total Other Expenses		53	20	-	-	73
Deal Funding & Expenses						
Private Equity		68	-	-	-	68
Real Estate		25,305	729	-	-	26,034
Infrastructure		-	-	-	800	800
Venture Capital		-	-	-	-	-
Total Deal Funding & Expenses		25,372	729	-	800	26,902
<b>Total Disbursements</b>		<b>26,732</b>	<b>953</b>	<b>508</b>	<b>2,403</b>	<b>30,596</b>
<b>Operating Cash Flow</b>		<b>(26,732)</b>	<b>(953)</b>	<b>(508)</b>	<b>(2,403)</b>	<b>(30,596)</b>
<b>Restructuring</b>						
Restructuring Fees		9,174	6,158	-	32	15,364
Critical / Foreign Vendor Payments		-	-	-	-	-
Payroll Adjustments		1,597	-	-	274	1,871
Other Restructuring Costs		-	-	-	-	-
<b>Total Restructuring</b>		<b>10,770</b>	<b>6,158</b>	<b>-</b>	<b>307</b>	<b>17,235</b>
<b>Debt Service</b>						
Financing Cost - SCB		61	500	-	-	561
DIP Interest & Fees		-	-	1,064	250	1,314
DIP Receipts/Payments		-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-
<b>Total Debt Service</b>		<b>61</b>	<b>500</b>	<b>1,064</b>	<b>250</b>	<b>1,875</b>
<b>Net Cash Flow</b>		<b>(37,563)</b>	<b>(7,611)</b>	<b>(1,572)</b>	<b>(2,960)</b>	<b>(49,706)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)		10,000	-	-	2,000	12,000
Cash Outflows (Use of Cash)		12,831	500	-	3,689	17,020
<b>Total Intercompany Transfers</b>		<b>(2,831)</b>	<b>(500)</b>	<b>-</b>	<b>(1,689)</b>	<b>(5,020)</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance		151,084	110,690	102,579	101,006	151,084
Net Receipts, Disbursements & Transfers		(40,394)	(8,111)	(1,572)	(4,649)	(54,727)
<b>Ending Book Balance</b>		<b>110,690</b>	<b>102,579</b>	<b>101,006</b>	<b>96,357</b>	<b>96,357</b>
Float/Foreign Exchange		400	400	400	400	400
Interbank Transfers		-	-	-	-	-
Less: Placements Held at Banks		(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
<b>Ending Bank Balance</b>		<b>\$ 77,502</b>	<b>\$ 69,391</b>	<b>\$ 67,819</b>	<b>\$ 63,169</b>	<b>\$ 63,169</b>



**Cash Flow Forecast - NON-DEBTOR**  
For the Period Ending 3/23/13

(\$'s in 000's)	2/24/13	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending
	3/17/13	2/24/13	3/3/13	3/10/13	3/17/13	
		3/2/13	3/9/13	3/16/13	3/23/13	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	172	-	-	-	172
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
<b>Total Receipts</b>		<b>172</b>				<b>172</b>
<b>Disbursements</b>						
<b>G&amp;A Expenses</b>						
Atlanta	56	60	6	213		336
Hong Kong	-	-	-	-	-	-
London	300	12	335	106		753
Singapore	55	7	198	17		276
Point Park Properties	150	150	150	150		600
<b>Total G&amp;A Expenses</b>	<b>561</b>	<b>228</b>	<b>689</b>	<b>487</b>		<b>1,965</b>
<b>Staff Expenses</b>						
Atlanta	177	-	144	33		354
Hong Kong	-	-	-	-		-
London	18	11	-	304		333
Singapore	-	-	-	266		266
Point Park Properties	-	-	-	-		-
<b>Total Staff Expenses</b>	<b>195</b>	<b>11</b>	<b>144</b>	<b>603</b>		<b>954</b>
<b>Other Expenses</b>						
Other	-	-	-	-		-
<b>Total Other Expenses</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>Total Disbursements</b>	<b>756</b>	<b>240</b>	<b>834</b>	<b>1,089</b>		<b>2,919</b>
<b>Operating Cash Flow</b>	<b>(756)</b>	<b>(68)</b>	<b>(834)</b>	<b>(1,089)</b>		<b>(2,747)</b>
<b>Restructuring</b>						
Payroll Adjustments	1,881	-	-	267		2,148
Other	-	-	-	-		-
<b>Total Restructuring</b>	<b>1,881</b>	<b>-</b>	<b>-</b>	<b>267</b>		<b>2,148</b>
<b>Debt Service</b>						
Financing Cost - SCB	-	-	-	-		-
DIP Interest	-	-	-	-		-
DIP Receipts/Payments	-	-	-	-		-
Restructuring Accrual / Completion Fees Adjustment	-	-	-	-		-
<b>Total Debt Service</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>
<b>Net Cash Flow</b>	<b>(2,637)</b>	<b>(68)</b>	<b>(834)</b>	<b>(1,357)</b>		<b>(4,895)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)	2,831	500	-	1,689		5,020
Cash Outflows (Use of Cash)	-	-	-	-		-
<b>Total Intercompany Transfers</b>	<b>2,831</b>	<b>500</b>	<b>-</b>	<b>1,689</b>		<b>5,020</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance	2,565	2,759	3,191	2,357		2,565
Net Receipts, Disbursements & Transfers	194	432	(834)	333		125
<b>Ending Book Balance</b>	<b>2,759</b>	<b>3,191</b>	<b>2,357</b>	<b>2,690</b>		<b>2,690</b>
Float/Foreign Exchange	100	100	100	100		100
Interbank Transfers	-	-	-	-		-
Less: Placements Held at Banks	-	-	-	-		-
<b>Ending Bank Balance</b>	<b>\$ 2,859</b>	<b>\$ 3,291</b>	<b>\$ 2,457</b>	<b>\$ 2,790</b>		<b>\$ 2,790</b>



**Cash Flow Forecast - DEBTOR (Bahrain)**  
For the Period Ending 3/23/13

(\$'s in 000's)	2/24/13	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending
	3/17/13	2/24/13	3/3/13	3/10/13	3/17/13	
<b>Receipts</b>						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
<b>Total Receipts</b>		-	-	-	-	-
<b>Disbursements</b>						
G&A Expenses						
Bahrain		1,169	204	508	770	2,651
Total G&A Expenses		1,169	204	508	770	2,651
Staff Expenses						
Bahrain		137	-	-	833	971
Total Staff Expenses		137	-	-	833	971
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>1,306</b>	<b>204</b>	<b>508</b>	<b>1,603</b>	<b>3,622</b>
<b>Operating Cash Flow</b>		<b>(1,306)</b>	<b>(204)</b>	<b>(508)</b>	<b>(1,603)</b>	<b>(3,622)</b>
<b>Restructuring</b>						
Restructuring Fees		5,232	6,158	-	32	11,422
Critical / Foreign Vendor Payments		-	-	-	-	-
Payroll Adjustments		1,597	-	-	274	1,871
Other		-	-	-	-	-
<b>Total Restructuring</b>		<b>6,829</b>	<b>6,158</b>	<b>-</b>	<b>307</b>	<b>13,293</b>
<b>Debt Service</b>						
Financing Cost - SCB		-	-	-	-	-
DIP Interest & Fees		-	-	-	-	-
DIP Receipts/Payments		-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-
<b>Total Debt Service</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>		<b>(8,136)</b>	<b>(6,361)</b>	<b>(508)</b>	<b>(1,910)</b>	<b>(16,915)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)		10,000	-	-	2,000	12,000
Cash Outflows (Use of Cash)		66	-	-	266	332
<b>Total Intercompany Transfers</b>		<b>9,934</b>	<b>-</b>	<b>-</b>	<b>1,734</b>	<b>11,668</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance		42,440	44,238	37,877	37,369	42,440
Net Receipts, Disbursements & Transfers		1,799	(6,361)	(508)	(176)	(5,247)
<b>Ending Book Balance</b>		<b>44,238</b>	<b>37,877</b>	<b>37,369</b>	<b>37,193</b>	<b>37,193</b>
Float/Foreign Exchange		400	400	400	400	400
Interbank Transfers		-	-	-	-	-
Less: Placements Held at Banks		(33,588)	(33,588)	(33,588)	(33,588)	(33,588)
<b>Ending Bank Balance</b>		<b>\$ 11,050</b>	<b>\$ 4,689</b>	<b>\$ 4,181</b>	<b>\$ 4,005</b>	<b>\$ 4,005</b>



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

For the Period Ending 3/23/13

(\$'s in 000's)	2/24/13	Forecast	Forecast	Forecast	Forecast	4 Weeks Ending 3/23/13
	3/17/13	2/24/13	3/3/13	3/10/13	3/17/13	
		3/2/13	3/9/13	3/16/13	3/23/13	
<b>Receipts</b>						
Proceeds from Exits	\$	-	\$	-	\$	-
Deal Company Murabahas		-	-	-	-	-
Management Fees		-	-	-	-	-
Yield from Deal Companies		-	-	-	-	-
All Other		-	-	-	-	-
<b>Total Receipts</b>		-	-	-	-	-
<b>Disbursements</b>						
<b>G&amp;A Expenses</b>						
Total G&A Expenses		-	-	-	-	-
<b>Staff Expenses</b>						
Total Staff Expenses		-	-	-	-	-
<b>Other Expenses</b>						
Other		53	20	-	-	73
Total Other Expenses		53	20	-	-	73
<b>Deal Funding &amp; Expenses</b>						
Private Equity		68	-	-	-	68
Real Estate		25,305	729	-	-	26,034
Infrastructure		-	-	-	800	800
Venture Capital		-	-	-	-	-
Total Deal Funding & Expenses		25,372	729	-	800	26,902
<b>Total Disbursements</b>		<b>25,426</b>	<b>749</b>	<b>-</b>	<b>800</b>	<b>26,975</b>
<b>Operating Cash Flow</b>		<b>(25,426)</b>	<b>(749)</b>	<b>-</b>	<b>(800)</b>	<b>(26,975)</b>
<b>Restructuring</b>						
Restructuring Fees		3,941	-	-	-	3,941
Critical / Foreign Vendor Payments		-	-	-	-	-
Ordinary Course Professionals		-	-	-	-	-
Payroll Adjustments		-	-	-	-	-
Other		-	-	-	-	-
<b>Total Restructuring</b>		<b>3,941</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,941</b>
<b>Debt Service</b>						
Financing Cost - SCB		61	500	-	-	561
DIP Interest & Fees		-	-	1,064	250	1,314
DIP Receipts/Payments		-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-
<b>Total Debt Service</b>		<b>61</b>	<b>500</b>	<b>1,064</b>	<b>250</b>	<b>1,875</b>
<b>Net Cash Flow</b>		<b>(29,428)</b>	<b>(1,249)</b>	<b>(1,064)</b>	<b>(1,050)</b>	<b>(32,791)</b>
<b>Intercompany Transfers</b>						
Cash Inflows (Source of Cash)		-	-	-	-	-
Cash Outflows (Use of Cash)		12,765	500	-	3,424	16,688
<b>Total Intercompany Transfers</b>		<b>(12,765)</b>	<b>(500)</b>	<b>-</b>	<b>(3,424)</b>	<b>(16,688)</b>
<b>Balances &amp; Liquidity</b>						
Beginning Book Balance		108,644	66,451	64,702	63,638	108,644
Net Receipts, Disbursements & Transfers		(42,193)	(1,749)	(1,064)	(4,474)	(49,480)
<b>Ending Book Balance</b>		<b>66,451</b>	<b>64,702</b>	<b>63,638</b>	<b>59,164</b>	<b>59,164</b>
Float/Foreign Exchange		-	-	-	-	-
Interbank Transfers		-	-	-	-	-
Less: Placements Held at Banks		-	-	-	-	-
<b>Ending Bank Balance</b>		<b>\$ 66,451</b>	<b>\$ 64,702</b>	<b>\$ 63,638</b>	<b>\$ 59,164</b>	<b>\$ 59,164</b>