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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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	:	
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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**SECOND AMENDED 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 20, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

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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 3/17/13	3	4	4	4	4 Weeks Ending 3/23/13
		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	
Receipts						
Proceeds from Exits		\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas		-	-	-	-	-
Management Fees		-	172	-	-	172
Yield from Deal Companies		-	-	-	-	-
All Other		-	-	-	-	-
Total Receipts		-	172	-	-	172
Disbursements						
G&A Expenses						
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
Total G&A Expenses		1,730	432	1,198	1,257	4,616
Staff Expenses						
Atlanta		177	-	144	33	354
Bahrain		137	-	-	833	971
Hong Kong		-	-	-	-	-
London		18	11	-	304	333
Singapore		-	-	-	266	266
Point Park Properties		-	-	-	-	-
Total Staff Expenses		333	11	144	1,436	1,924
Other Expenses						
AHQ Payments		-	-	-	-	-
Other		53	20	-	-	73
Total Other Expenses		53	20	-	-	73
Deal Funding & Expenses						
Private Equity		68	-	-	-	68
Real Estate		25,485	729	-	-	26,214
Infrastructure		-	-	-	800	800
Venture Capital		-	-	-	-	-
Total Deal Funding & Expenses		25,552	729	-	800	27,082
Total Disbursements		27,668	1,193	1,342	3,493	33,695
Operating Cash Flow		(27,668)	(1,021)	(1,342)	(3,493)	(33,524)
Restructuring						
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		-	-	-	-	-
Total Restructuring		12,651	6,158	-	574	19,383
Debt Service						
Financing Cost - SCB		61	500	-	-	561
DIP Interest & Fees		-	-	1,064	250	1,314
DIP (Receipts)/Payments		-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-
Total Debt Service		61	500	1,064	250	1,875
Net Cash Flow		(40,380)	(7,679)	(2,406)	(4,317)	(54,782)
Intercompany Transfers						
Cash Inflows (Source of Cash)		12,831	500	-	3,689	17,020
Cash Outflows (Use of Cash)		12,831	500	-	3,689	17,020
Total Intercompany Transfers		-	-	-	-	-
Balances & Liquidity						
Beginning Book Balance		153,649	113,268	105,590	103,184	153,649
Net Receipts, Disbursements & Transfers		(40,380)	(7,679)	(2,406)	(4,317)	(54,782)
Ending Book Balance		113,268	105,590	103,184	98,867	98,867
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)
Ending Bank Balance		\$ 80,180	\$ 72,502	\$ 70,096	\$ 65,779	\$ 65,779



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 3/23/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		4 Weeks Ending 3/23/13
	2/24/13 3/17/13	2/24/13 3/2/13	3/3/13 3/9/13	3/10/13 3/16/13	3/10/13 3/16/13	3/17/13 3/23/13	3/17/13 3/23/13		
Receipts									
Proceeds from Exits		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas		-	-	-	-	-	-	-	-
Management Fees		-	-	-	-	-	-	-	-
Yield from Deal Companies		-	-	-	-	-	-	-	-
All Other		-	-	-	-	-	-	-	-
Total Receipts		-	-	-	-	-	-	-	-
Disbursements									
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		25,485	729	-	-				26,214
Infrastructure		-	-	-	800				800
Venture Capital		-	-	-	-				-
Total Deal Funding & Expenses		25,552	729	-	800				27,082
Total Disbursements		26,912	953	508	2,403				30,776
Operating Cash Flow		(26,912)	(953)	(508)	(2,403)				(30,776)
Restructuring									
Restructuring Fees		9,174	6,158	-	32				15,364
Critical / Foreign Vendor Payments		-	-	-	-				-
Payroll Adjustments		1,597	-	-	274				1,871
Other Restructuring Costs		-	-	-	-				-
Total Restructuring		10,770	6,158	-	307				17,235
Debt Service									
Financing Cost - SCB		61	500	-	-				561
DIP Interest & Fees		-	-	1,064	250				1,314
DIP Receipts/Payments		-	-	-	-				-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-				-
Total Debt Service		61	500	1,064	250				1,875
Net Cash Flow		(37,743)	(7,611)	(1,572)	(2,960)				(49,886)
Intercompany Transfers									
Cash Inflows (Source of Cash)		10,000	-	-	2,000				12,000
Cash Outflows (Use of Cash)		12,831	500	-	3,689				17,020
Total Intercompany Transfers		(2,831)	(500)	-	(1,689)				(5,020)
Balances & Liquidity									
Beginning Book Balance		151,084	110,510	102,399	100,826				151,084
Net Receipts, Disbursements & Transfers		(40,574)	(8,111)	(1,572)	(4,649)				(54,907)
Ending Book Balance		110,510	102,399	100,826	96,177				96,177
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)
Ending Bank Balance		\$ 77,322	\$ 69,211	\$ 67,639	\$ 62,989				\$ 62,989



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

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



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 3/23/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		4 Weeks Ending 3/23/13
	2/24/13 3/17/13	2/24/13 3/2/13	3/3/13 3/9/13	3/10/13 3/16/13	3/17/13 3/23/13	3/17/13 3/23/13	3/17/13 3/23/13		
Receipts									
Proceeds from Exits		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas		-	-	-	-	-	-	-	-
Management Fees		-	-	-	-	-	-	-	-
Yield from Deal Companies		-	-	-	-	-	-	-	-
All Other		-	-	-	-	-	-	-	-
Total Receipts		-	-	-	-	-	-	-	-
Disbursements									
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		-	-	-	-				-
Total Disbursements		1,306	204	508	1,603				3,622
Operating Cash Flow		(1,306)	(204)	(508)	(1,603)				(3,622)
Restructuring									
Restructuring Fees		5,232	6,158	-	32				11,422
Critical / Foreign Vendor Payments		-	-	-	-				-
Payroll Adjustments		1,597	-	-	274				1,871
Other		-	-	-	-				-
Total Restructuring		6,829	6,158	-	307				13,293
Debt Service									
Financing Cost - SCB		-	-	-	-				-
DIP Interest & Fees		-	-	-	-				-
DIP Receipts/Payments		-	-	-	-				-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-				-
Total Debt Service		-	-	-	-				-
Net Cash Flow		(8,136)	(6,361)	(508)	(1,910)				(16,915)
Intercompany Transfers									
Cash Inflows (Source of Cash)		10,000	-	-	2,000				12,000
Cash Outflows (Use of Cash)		66	-	-	266				332
Total Intercompany Transfers		9,934	-	-	1,734				11,668
Balances & Liquidity									
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)
Ending Book Balance		44,238	37,877	37,369	37,193				37,193
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)
Ending Bank Balance		\$ 11,050	\$ 4,689	\$ 4,181	\$ 4,005				\$ 4,005



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 3/23/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		4 Weeks Ending 3/23/13
	2/24/13 3/17/13	2/24/13 3/2/13	3/3/13 3/9/13	3/10/13 3/16/13	3/17/13 3/23/13	3/17/13 3/23/13	3/17/13 3/23/13		
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		53	20	-	-	-	-	-	73
Total Other Expenses		53	20	-	-	-	-	-	73
Deal Funding & Expenses		-	-	-	-	-	-	-	-
Private Equity		68	-	-	-	-	-	-	68
Real Estate		25,485	729	-	-	-	-	-	26,214
Infrastructure		-	-	-	-	800	-	-	800
Venture Capital		-	-	-	-	-	-	-	-
Total Deal Funding & Expenses		25,552	729	-	-	800	-	-	27,082
Total Disbursements		25,606	749	-	-	800	-	800	27,155
Operating Cash Flow		(25,606)	(749)	-	-	(800)	-	(800)	(27,155)
Restructuring									
Restructuring Fees		3,941	-	-	-	-	-	-	3,941
Critical / Foreign Vendor Payments		-	-	-	-	-	-	-	-
Ordinary Course Professionals		-	-	-	-	-	-	-	-
Payroll Adjustments		-	-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-	-
Total Restructuring		3,941	-	-	-	-	-	-	3,941
Debt Service									
Financing Cost - SCB		61	500	-	-	-	-	-	561
DIP Interest & Fees		-	-	-	1,064	250	-	-	1,314
DIP Receipts/Payments		-	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-	-	-	-
Total Debt Service		61	500	-	1,064	250	-	-	1,875
Net Cash Flow		(29,608)	(1,249)	(1,064)	(1,050)	(1,050)	(1,050)	(1,050)	(32,971)
Intercompany Transfers									
Cash Inflows (Source of Cash)		-	-	-	-	-	-	-	-
Cash Outflows (Use of Cash)		12,765	500	-	-	3,424	-	-	16,688
Total Intercompany Transfers		(12,765)	(500)	-	-	(3,424)	-	(3,424)	(16,688)
Balances & Liquidity									
Beginning Book Balance		108,644	66,271	64,522	63,458	63,458	63,458	63,458	108,644
Net Receipts, Disbursements & Transfers		(42,373)	(1,749)	(1,064)	(4,474)	(4,474)	(4,474)	(4,474)	(49,660)
Ending Book Balance		66,271	64,522	63,458	58,984	58,984	58,984	58,984	58,984
Float/Foreign Exchange		-	-	-	-	-	-	-	-
Interbank Transfers		-	-	-	-	-	-	-	-
Less: Placements Held at Banks		-	-	-	-	-	-	-	-
Ending Bank Balance		\$ 66,271	\$ 64,522	\$ 63,458	\$ 58,984	\$ 58,984	\$ 58,984	\$ 58,984	\$ 58,984