### UNITED STATES BANKRUPTCY COURT

#### In re Northshore Mainland Services, Inc.

Debtor

Case No. 15-11402 Reporting Period: October 31, 2015

### MONTHLY OPERATING REPORT

File with Court and submit copy to United States Trustee within 20 days after end of month

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	X		
Schedule of Professional Fees Paid	MOR-1b	X		
Copies of bank statements				
Cash disbursements journals				
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4	X		
Copies of IRS Form 6123 or payment receipt				3
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Signature of Joint Debtor

Signature of Authorized Indvidual\*

J. MEIIALY

Printed Name of Authorized Individua

Date

Date

Date Date

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

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#### SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be per the debtor's books, not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM IR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CON'T)]

		BANK ACC	COUNTS		CURRENT	MONTH	CUMULATIVE F	FILING TO DATE
	OPER.	PAYROLL	TAX	OTHER	ACTUAL	PROJECTED	ACTUAL	PROJECTED
CASH BEGINNING OF MONTH	368,981.68	0.00	0.00	0.00	368,981.68	2,038,000.00	92,020.09	0.00
RECEIPTS	-	l – T	I		·		г <u> </u>	
CASH SALES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ACCOUNTS RECEIVABLE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
LOANS AND ADVANCES	0.00	0.00	0.00	0.00	0.00	0.00	4,917,194.96	0.00
SALE OF ASSETS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
OTHER (ATTACH LIST)	0.00	0.00	0.00	0.00	0.00	0.00	50,742.01	0.00
TRANSFERS (FROM DIP ACCTS)	0.00	0.00	0.00	0.00	0.00	9,172,000.00	14,936,000.00	45,108,000.00
TOTAL RECEIPTS	0.00	0.00	0.00	0.00	0.00	9,172,000.00	19,903,936.97	45,108,000.00
DISBURSEMENTS					·			
NET PAYROLL	43,946.17	0.00	0.00	0.00	43,946.17	1,288,500.00	1,576,972.90	14,471,500.00
PAYROLL TAXES & BENEFITS	0.00	0.00	0.00	0.00	0.00	0.00	291,580.54	6,575,000.00
SALES, USE, & OTHER TAXES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INVENTORY PURCHASES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SECURED/ RENTAL/ LEASES	0.00	0.00	0.00	0.00	0.00	0.00	130,691.93	0.00
INSURANCE	0.00	0.00	0.00	0.00	0.00	1,900,000.00	0.00	3,800,000.00
ADMINISTRATIVE	14,842.53	0.00	0.00	0.00	14,842.53	1,379,500.00	333,255.05	4,789,500.00
SELLING	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
OTHER (ATTACH LIST)	0.00	0.00	0.00	0.00	0.00	475,000.00	11,568,896.59	2,565,000.00
OWNER DRAW *	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TRANSFERS (TO DIP ACCTS)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PROFESSIONAL FEES	0.00	0.00	0.00	0.00	0.00	3,670,000.00	5,778,192.07	10,410,000.00
U.S. TRUSTEE QUARTERLY FEES	0.00	0.00	0.00	0.00	0.00	0.00	6,175.00	0.00
COURT COSTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL DISBURSEMENTS	58,788.70	0.00	0.00	0.00	58,788.70	8,713,000.00	19,685,764.08	42,611,000.00
NET CASH FLOW								
(RECEIPTS LESS DISBURSEMENTS)	-58,788.70	0.00	0.00	0.00	-58,788.70	459,000.00	218,172.89	2,497,000.00
CASH - END OF MONTH	310,192.98	0.00	0.00	0.00	310,192.98	2,497,000.00	310,192.98	2,497,000.00

\* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE

### THE FOLLOWING SECTION MUST BE COMPLETED

DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)			
TOTAL DISBURSEMENTS	58,788.70		
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	0.00		
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	0.00		
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	58,788.70		

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## SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS - Supporting Schedules

BREAKDOWN OF "OTHER" CATEGORY	Month	Cumulative Filing to Date
Other Receipts		
Bank Charge Adjustment	0.00	742.01
Refund of Professional Fee Deposit	0.00	50,000.00
Total Other Disbursements	0.00	50,742.01
Other Items		
	0.00	0.00

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## SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS - Supporting Schedules

BREAKDOWN OF "OTHER" CATEGORY	Month	Cumulative Filing to Date
04 811 4		
Other Disbursements		
On behalf of Baha Mar		0.40.005.40
AON Canada	0.00	949,605.43
Baha Mar Ltd Payroll	0.00	2,200,000.00
Black Mountain HK	0.00	21,908.01
Brady Linen Services	0.00	375,000.00
Individual Name Redacted for Privacy	0.00	10,000.00
Employee Expense Reports	0.00	1,651.64
Microsoft	0.00	26,296.00
Port 23 Solutions	0.00	15,620.00
Revelex Corporation	0.00	50,000.00
Individual Name Redacted for Privacy	0.00	1,620.55
Transfers to Chapter 11 Trust	0.00	7,917,194.96
Total Other Disbursements	0.00	11,568,896.59
Other Items		
	0.00	0.00

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## BANK RECONCILIATIONS

Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The debtor's bank reconciliation may be substituted for this page.

		erating		yroll		Tax		Other
	#XXXX2182		#		#		#	
BALANCE PER BOOKS		310,192.98						
BANK BALANCE		310,601.37						
(+) DEPOSITS IN TRANSIT (ATTACH LIST)								
(-) OUTSTANDING CHECKS (ATTACH LIST)		(408.39)		-		-		-
OTHER (ATTACH EXPLANATION)								
ADJUSTED BANK BALANCE *		310,192.98		-		-		-
* Adjusted bank balance must equal								
balance per books								
DEPOSITS IN TRANSIT	Date	Amount	Date	Amount	Date	Amount	Date	Amount
None								
None								
CHECKS OUTSTANDING	Ck. #	Amount	Ch. #	Amount	Ck. #	Amount	Ck. #	Amount
Florida Dept of State	1002	300.00						
Frank Playo	1140	108.39						
							ļ	
	+ +	400.00						
TOTALS	H +	408.39		-		-	ļ	-
	+ +							
OTHER	+							
	<b> </b>							
<u> </u>	F +							
							1	

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### SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month

	Period	Amount		Che	eck	Amou	Int Paid	Year-To	-Date
Payee	Covered	Approved	Payor	Number	Date	Fees	Expenses	Fees	Expenses
Castellammare Advisors LLC		10,000.00	Northshore	Wire	9/11/2015	10,000.00		10,000.00	
Fried, Frank, Harris, et al		221,533.39	Northshore	Wire	6/4/2015	221,533.39		221,533.39	
Oliston Outpating OlDrian		500.000.00	Northoboro	\\/¦ne	0/04/0045	500.000.00			
Glinton Sweeting O'Brien Glinton Sweeting O'Brien		500,000.00 685,500.00		Wire Wire	8/24/2015 8/27/2015	500,000.00 685,500.00			
Glinton Sweeting O'Brien		202,479.58		Wire	9/16/2015	202,479.58			
Glinton Sweeting O'Brien			Northshore	Wire	9/16/2015	69,239.81		1,457,219.39	
Clinton Sweeting C Brieff		09,209.01	Normanore	VVIIC	3/10/2013	09,239.01		1,407,219.09	
Johnson & Co Ltd		128,703.42	Northshore	Wire	8/27/2015	128,703.42		128,703.42	
		120,100.42	Northonore	WIIC	0/21/2010	120,700.42		120,700.42	
Kekst & Company		506,852.16	Northshore	Wire	8/14/2015	506,852.16			
Kekst & Company		225,566.80		Wire	9/16/2015	225,566.80		732,418.96	
Kobre & Kim LLP		537,500.00		Wire	8/14/2015	537,500.00			
Kobre & Kim LLP		537,500.00		Wire	8/14/2015	537,500.00			
Kobre & Kim LLP		535,000.00	Northshore	Wire	9/16/2015	535,000.00		1,610,000.00	
Milbank		1,000,000.00	Northshore	Wire	8/24/2015	1,000,000.00		1,000,000.00	
		1=0.000.00				(=0.000.00		(=0.000.00	
Milstein & Co		150,000.00	Northshore	Wire	8/14/2015	150,000.00		150,000.00	
Dashulaki Stang at al		350,000.00	Northoboro	Wire	0/11/0015	250,000,00		250,000,00	
Pachulski Stang et al		350,000.00	Northshore	vvire	8/14/2015	350,000.00		350,000.00	
Prime Clerk, LLC		66 197 06	Northshore	Wire	8/14/2015	66,197.06		66,197.06	
		00,107.00		Wild	0/14/2010	00,107.00		00,107.00	
				1					
							_		

### Case No. 15-11402 Reporting Period: October 31, 2015

### STATEMENT OF OPERATIONS

(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

REVENUES	Month			Cumulative Filing to Date
Gross Revenues		296,001.19		3,024,277.41
Less: Returns and Allowances		0.00		0.00
Net Revenue	\$	296,001.19	\$	3,024,277.41
COST OF GOODS SOLD				
Beginning Inventory		0.00		0.00
Add: Purchases		0.00		0.00
Add: Cost of Labor		0.00		0.00
Add: Other Costs (attach schedule)		0.00		0.00
Less: Ending Inventory		0.00		0.00
Cost of Goods Sold		0.00		0.00
Gross Profit	\$	296,001.19	\$	3,024,277.41
OPERATING EXPENSES	Ψ		Ŷ	0,021,27711
Advertising		0.00	1	0.00
Auto and Truck Expense		0.00		0.00
Bad Debts		0.00		0.00
Contributions		0.00		0.00
Employee Benefits Programs		105,833.91		521,359.19
Insider Compensation*		0.00		0.00
Insurance		0.00		0.00
Management Fees/Bonuses		0.00		0.00
Office Expense		29,988.40		90,636.51
Pension & Profit-Sharing Plans		0.00		0.00
Repairs and Maintenance		0.00		0.00
Rent and Lease Expense		99,897.86		251,441.71
Salaries/Commissions/Fees		39,196.54		1,408,287.82
Supplies		0.00		0.00
Taxes - Payroll		0.00		35,681.06
Taxes - Real Estate		0.00		0.00
Taxes - Other		0.00		0.00
Travel and Entertainment		928.61		26,999.50
Utilities		3,048.83		12,516.57
Other (attach schedule)		90.32		21,220.44
Total Operating Expenses Before Depreciation	\$	278,984.47	\$	2,368,142.80
Depreciation/Depletion/Amortization	Ŷ	2,100.88	Ŷ	11,041.76
Net Profit (Loss) Before Other Income & Expenses	\$	14,915.84	\$	645,092.85
OTHER INCOME AND EXPENSES	φ	14,915.04	φ	045,092.05
	-	0.00	•	0.00
Other Income (attach schedule)		0.00 (135,329.00)		0.00 (214,006.00)
Interest Expense Other Expense (attach schedule)		(135,529.00)		(214,006.00)
	¢		¢	
Net Profit (Loss) Before Reorganization Items	\$	(120,413.16)	\$	431,086.85
REORGANIZATION ITEMS	-		T	
Professional Fees	_	0.00		(12,118,043.80)
U. S. Trustee Quarterly Fees		0.00		0.00
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)	_	0.00		0.00
Gain (Loss) from Sale of Equipment		0.00		0.00
Other Reorganization Expenses (attach schedule)		0.00		0.00
Total Reorganization Expenses	_	0.00		0.00
Income Taxes	4	0.00		0.00
Net Profit (Loss)	\$	(120,413.16)	\$	(11,686,956.95)

\*"Insider" is defined in 11 U.S.C. Section 101(31).

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In re Northshore Mainland Services, Inc.

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## STATEMENT OF OPERATIONS - Suplemental Schedule

T	
90.32	21,220.44
90.32	21,220.44
	,
0.00	0.00
	90.32

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In re\_Northshore Mainland Services, Inc.\_\_\_

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### **BALANCE SHEET**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
CURRENT ASSETS		(With Amendments * )
Unrestricted Cash and Equivalents	310,192.98	92,020.09
Restricted Cash and Cash Equivalents (see continuation sheet)	0.00	0.00
Accounts Receivable (Net)	4,190,681.34	1,166,403.94
Notes Receivable	0.00	0.00
Inventories	0.00	0.00
Prepaid Expenses	143,223.42	188,165.98
Professional Retainers	0.00	0.00
Other Current Assets (attach schedule)	7,093,115.61	0.00
TOTAL CURRENT ASSETS	\$ 11,737,213.35	\$ 1,446,590.01
PROPERTY AND EQUIPMENT		
Real Property and Improvements	0.00	0.00
Machinery and Equipment	0.00	0.00
Furniture, Fixtures and Office Equipment	111,833.83	104,324.00
Leasehold Improvements	0.00	0.00
Vehicles	0.00	0.00
Less Accumulated Depreciation	(13,894.35)	(6,168.33)
Intangibles	0.00	0.00
Less Accumulated Amortization	0.00	0.00
TOTAL PROPERTY & EQUIPMENT	\$ 97,939.48	\$ 98,155.67
OTHER ASSETS		
Loans to Insiders*	0.00	0.00
Other Assets (attach schedule)	0.00	0.00
TOTAL OTHER ASSETS	\$ 0.00	\$ 0.00
TOTAL ASSETS	\$ 11,835,152.83	\$ 1,544,745.68

	BOOK VALUE AT END OF	BOOK VALUE ON	
LIABILITIES AND OWNER EQUITY	CURRENT REPORTING MONTH	PETITION DATE	
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable	199,928.09		0.00
Taxes Payable (refer to FORM MOR-4)	0.00		0.00
Wages Payable	0.00		0.00
Notes Payable	0.00		0.00
Rent / Leases - Building/Equipment	0.00		0.00
Secured Debt / Adequate Protection Payments	0.00		0.00
Professional Fees	0.00		0.00
Amounts Due to Insiders*	0.00		0.00
Other Postpetition Liabilities (attach schedule)	21,756,055.44		0.00
TOTAL POSTPETITION LIABILITIES	\$ 21,955,983.53	\$	0.00
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt	0.00		0.00
Priority Debt	0.00		0.00
Unsecured Debt	1,838,994.70		1,829,733.75
TOTAL PRE-PETITION LIABILITIES	\$ 1,838,994.70	\$ 1	829,733.75
TOTAL LIABILITIES	\$ 23,794,978.23	\$ 1	829,733.75
OWNER EQUITY			
Capital Stock	1.00		1.00
Additional Paid-In Capital	600,000.00		600,000.00
Partners' Capital Account	0.00		0.00
Owner's Equity Account	0.00		0.00
Retained Earnings < Deficit> - Pre-Petition	(894,250.02)		(884,989.07)
Retained Earnings < Deficit> - Postpetition	(11,665,576.38)		0.00
Adjustments to Owner Equity (attach schedule)	0.00		0.00
Postpetition Contributions (Distributions) (Draws) (attach schedule)	0.00		0.00
NET OWNER EQUITY	\$ (11,959,825.40)	\$	(284,988.07)
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 11,835,152.83	\$ 1	,544,745.68

\$

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\*"Insider" is defined in 11 U.S.C. Section 101(31).

Amendments since initial filing:

Double posted item
 Uncollectable account from closed company

3 - Correction to pre-petition depreciation

6 - Correction of posting error
 5 - Net impact of #1 & #4; \$9,260.90 of additional pre-petition AP recorded

6 - Net impact of #2, #3 & #5

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## **BALANCE SHEET - continuation sheet**

ASSETS Other Current Assets	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Intercompany AR - Baha Mar Ltd	7,093,115.61	0.00
Other Assets	7,093,115.61	0.00
None		
LIABILITIES AND OWNER EQUITY Other Postpetition Liabilities	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Working Capital Advances from BML Ltd Debtor in Possession Loan Advances	6,606,049.44	0.00
Accrued Interest on DIP Loan Advances	14,936,000.00 214,006.00	0.00
	214,000.00	0.00
	21,756,055.44	0.00
Adjustments to Owner Equity		
None		
Postpetition Contributions (Distributions) (Draws)		
rostpention Contributions (Distributions) (Diaws)		
None		

Restricted Cash is cash that is restricted for a specific use and not available to fund operations. Typically, restricted cash is segregated into a separate account, such as an escrow account.

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### STATUS OF POSTPETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero. Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes. Attach photocopies of any tax returns filed during the reporting period.

	Beginning	Amount				Ending
	Tax	Withheld or	Amount	Date	Check No.	Tax
	Liability	Accrued	Paid	Paid	or EFT	Liability
Federal						
Withholding	0.00	0.00	0.00	n/a	n/a	0.00
FICA-Employee	0.00	0.00	0.00	n/a	n/a	0.00
FICA-Employer	0.00	0.00	0.00	n/a	n/a	0.00
Unemployment	0.00	0.00	0.00	n/a	n/a	0.00
Income	0.00	0.00	0.00	n/a	n/a	0.00
Other:	0.00	0.00	0.00	n/a	n/a	0.00
Total Federal Taxes	0.00	0.00	0.00	n/a	n/a	0.00
State and Local						
Withholding	0.00	0.00	0.00	n/a	n/a	0.00
Sales	0.00	0.00	0.00	n/a	n/a	0.00
Excise	0.00	0.00	0.00	n/a	n/a	0.00
Unemployment	0.00	0.00	0.00	n/a	n/a	0.00
Real Property	0.00	0.00	0.00	n/a	n/a	0.00
Personal Property	0.00	0.00	0.00	n/a	n/a	0.00
Other:	0.00	0.00	0.00	n/a	n/a	0.00
Total State and Local	0.00	0.00	0.00	n/a	n/a	0.00
Total Taxes	0.00	0.00	0.00	n/a	n/a	0.00

### SUMMARY OF UNPAID POSTPETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due					
	Current	0-30	31-60	61-90	Over 90	Total
Accounts Payable	9,363.65	26,545.95	7,541.06	17,525.24	9,050.66	70,026.56
Wages Payable	0.00	0.00	0.00	0.00	0.00	0.00
Taxes Payable	0.00	0.00	0.00	0.00	0.00	0.00
Rent/Leases-Building	16,745.07	34,681.92	0.00	0.00	0.00	51,426.99
Rent/Leases-Equipment	8,478.30	69,996.24	0.00	0.00	0.00	78,474.54
Secured Debt/Adequate Protection Payments	0.00	0.00	0.00	0.00	0.00	0.00
Professional Fees	0.00	0.00	0.00	0.00	0.00	0.00
Amounts Due to Insiders*	0.00	0.00	0.00	0.00	0.00	0.00
Other:	0.00	0.00	0.00	0.00	0.00	0.00
Other:	0.00	0.00	0.00	0.00	0.00	0.00
Other:	0.00	0.00	0.00	0.00	0.00	0.00
Total Postpetition Debts	34,587.02	131,224.11	7,541.06	17,525.24	9,050.66	199,928.09

Explain how and when the Debtor intends to pay any past-due postpetition debts.

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## ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount	
Total Accounts Receivable at the beginning of the reporting period		3,894,680.15
+ Amounts billed during the period	296,001.19	
- Amounts collected during the period	-	
Total Accounts Receivable at the end of the reporting period		4,190,681.34
Accounts Receivable Aging	Amount	
0 - 30 days old		296,001.19
31 - 60 days old		1,854,340.47
61 - 90 days old		503,412.30
91+ days old		1536927.38
Total Accounts Receivable		4,190,681.34
Amount considered uncollectible (Bad Debt)		-
Accounts Receivable (Net)		4,190,681.34

## **DEBTOR QUESTIONNAIRE**

Must be completed each month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business		
this reporting period? If yes, provide an explanation below.		Х
2. Have any funds been disbursed from any account other than a debtor in possession		
account this reporting period? If yes, provide an explanation below.		Х
3. Have all postpetition tax returns been timely filed? If no, provide an explanation		
below.	Х	
4. Are workers compensation, general liability and other necessary insurance		
coverages in effect? If no, provide an explanation below.	Х	
5. Has any bank account been opened during the reporting period? If yes, provide		
documentation identifying the opened account(s). If an investment account has been opened		
provide the required documentation pursuant to the Delaware Local Rule 4001-3.		Х