

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

In Re:  
Dots, LLC, et al.<sup>i</sup>  
Debtors

Chapter 11  
Case Number: 14-11016 (DHS)  
Jointly Administered  
Hon. Donald H. Steckroth

**Monthly Operating Report  
For the Period August 3, 2014 through August 31, 2014**

Required Documents	Form No.	Documents Complete	Explanation Attached	Debtors' Statement
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 and Expenses Paid	MOR-1b	X		
Copies of bank statements Cash disbursements journals				
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Post-Petition Taxes	MOR-4			X
Summary of Unpaid Post-Petition 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 the information contained in this monthly operating report (including attached schedules) is true and correct to the best of my knowledge, information and belief.



Edward Bond  
Director  
Dots, LLC

Date 09/22/2014

**Notes:**

<sup>i</sup> Includes IPC/Dots LLC Case No. 14-11017 (DHS) and Dots Gift LLC Case No. 14-11018 (DHS), non-operating Debtor entities. On February 28, 2014, the Debtors completed the court-approved sale of its inventory to Gordon Brothers Retail Partners, LLC ("GB"). During the period March through May, the Debtors completed the court-approved assignment and transfer of certain unexpired leases of non-residential real property to Rainbow Southeast Leasing, Inc.; Duluth (Gwinnett) SSR LLC; Charlotte (Archdale) UY, LLC; Greenville (Woodruff) WMB, LLC; RPAI Southwest Management LLC; RPAI US Management LLC; RioCan Austin Southpark Meadows II Limited Partnership; and RioCan Grand Prairie Southwest Crossing Limited Partnership. In addition, during the period March through June, the Debtors completed various sales of furniture and fixtures owed at corporate headquarters and store locations. The financial information contained herein reflects the impact of the sale to the best of the Debtors' knowledge, pending final reconciliation and further adjustments.

The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee. All information contained herein is unaudited and is subject to future adjustment. Certain assumptions have been made as noted herein. The unaudited consolidated financial statements presented herein have been derived from the Debtors' books and records. Certain financial information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with US GAAP, and upon the application of such procedures, the Debtors believe that the financial information could be subject to further changes, and these changes could be material. Nothing contained in this Monthly Operating Report shall constitute a waiver of any of the Debtors' rights or an admission with respect to their Chapter 11 Proceedings (as defined herein), including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of Title 11 of the United States Code (the "Bankruptcy Code") and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

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**MOR-1**

**Dots, LLC, et al.[1]**

**Schedule of Cash Receipts and Disbursements[2]**

**For the Period August 3, 2014 through August 31, 2014**

	8/3/2014 8/31/2014	Cumulative Filing to Date
<b><u>Receipts</u></b>		
Cash Sales	-	29,397,449
Inventory Liquidation Proceeds	-	25,929,437
Collection of GOB Sale Taxes	-	3,813,422
Lease Sale Proceeds	-	2,071,115
GB Reimbursements	-	17,539,635
Other	52,169	469,516
<b>Total Receipts</b>	<b>52,169</b>	<b>79,220,575</b>
<b><u>Disbursements</u></b>		
Merchandise - Pre-petition	-	504,342
Merchandise - Post-petition	-	11,799,285
Post-petition AP Reserve	-	-
Non-Merchandise / Miscellaneous	-	3,950,563
Rent	-	3,119,700
Payroll	-	10,472,090
Sales Taxes	-	6,626,845
Cigna Med & Flex	30,088	1,502,839
CC Fees / Tax Distros / Other	1,030	21,270
Less: Checks Written	-	(18,004,090)
Plus: Checks Cleared	-	18,044,224
Post-Liquidation GB-Reimbursed Costs	-	16,936,457
Corporate/DC Occupancy Costs	6,061	930,171
<b>Total Operating Disbursements</b>	<b>37,179</b>	<b>55,903,695</b>
Paydown of DIP	-	21,328,904
Cash Interest	81,166	955,493
DIP Fees	-	431,570
Deposits	-	1,116,105
KEIP	-	-
Professional Fee Escrow	-	1,388,750
Morgan Lewis (Salus Counsel)	-	544,865
GRL (Lender Agent)	-	158,299
GUC Escrow	-	262,500
UST/Other Professionals	75,650	446,300
<b>Total Non-Operating Disbursements</b>	<b>156,816</b>	<b>26,632,786</b>
<b>Total Disbursements</b>	<b>193,995</b>	<b>82,536,481</b>
<b><u>Net Cash Flow</u></b>	<b><u>(141,826)</u></b>	<b><u>(3,315,906)</u></b>

[1] Includes IPC/Dots LLC and Dots Gift LLC, non-operating Debtor Entities.

[2] This consolidated statement of cash flows has been presented in a manner consistent with the Debtors' current external financial reporting and would be unduly burdensome for the Estate to produce in a different or modified format.

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**MOR-1a**

**Debtors Statement with respect to Bank Account Reconciliations, Bank Statements and Cash Disbursements Journal  
For the Period August 2, 2014 through August 31, 2014**

Bank Account Reconciliations & Cash Disbursement Journals

The Debtors affirm that bank reconciliations have been prepared for all open and active bank accounts to the Debtor's books as of July 5, 2014 without exception. The Debtors affirm that within its financial accounting records, check registers and/or disbursement journals are maintained for each disbursement account.

Bank Statements

The Debtors affirm that bank statements for all open and active bank accounts are retained by the Debtors and will be available upon request. The list of bank accounts and balances are as follows:

**Dots LLC Bank Accts**

Bank	Account Number	8/31/2014
Citibank	XXXXXX4093	225,581
IBC Bank	XXXXXX5883	319,928
JP Morgan Chase - Flex	XXXXXX7399	1,161
JP Morgan Chase - Medical	XXXXXX7372	118,083
Key Bank - Dots Gift	XXXXXXXX2492	1,440
Key Bank - GUC	XXXXXXXX1224	262,500
Key Bank - Operating	XXXXXXXX0417	100,215
Key Bank - Sales Tax	XXXXXXXX1216	202,550
Key Bank - Utility Deposits	XXXXXXXX1174	160,882
Key Bank - Letter of Credit	XXXXXXXX8924	15,271
Cash escrow held outside sources		1,210,501

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**MOR-1b**

**Schedule of Professional Fees and Expenses Paid  
For the Period August 3, 2014 through August 31, 2014**

August 2014

Professional	Amounts Paid This Period			Cumulative Amounts Paid Since Petition Date		
	Fees	Expenses	Total	Fees	Expenses	Total **
Lowenstein Sandler LLP	-	-	-	762,050	14,571	776,621
Lowenstein Sandler LLP	(90,000)	-	(90,000)	*		
PricewaterhouseCoopers LLP	-	-	-	493,663	27,587	521,250
Donlin Recano & Company	40,000	-	40,000	130,000	-	130,000
FTI Consulting, Inc.	-	-	-	90,419	237	90,656
Otterbourg Steindler Houston & Rosen PC	50,000	-	50,000	168,175	3,669	171,844
<b>Total Professional Fees and Expenses</b>	-	-	-	<b>1,644,307</b>	<b>46,064</b>	<b>1,690,371</b>

\* Payment to escrow of professional fees, \$40,000 to Donlin Recano and \$50,000 to the Creditors Committee, paid from the escrow August 6, 2014, from the payment to Lowenstein Sandler LLP in July, 2014



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**MOR-2**

**Dots, LLC, et al.[1]**

**Statement of Operations[2]**

**For the Period August 3, 2014 through August 31, 2014**

**Dots, LLC Operating Results**

**Jan 21 - Aug 31, 2014**

	<b>8/3/14 - 8/31/14</b>	<b>Cumulative Filing to Date</b>
Net Sales	-	25,340,982
COGS	-	15,853,593
<b>Gross Margin</b>	-	<b>9,487,389</b>
Shrink	-	578,223
DC Expenses	-	494,815
Payroll	-	6,998,425
Payroll Taxes and Benefits	34,212	1,438,491
Supplies	-	100,656
Repairs and Maintenance	-	157,732
Utilities	-	973,987
Trash Removal	-	99,989
Marketing	-	270,209
Security	-	45,740
Employee Activities	-	2,668
Travel & Entertainment	-	130,308
Employee Procurement	-	-
Purchased Services	-	407,561
Merchandising Costs	-	4,900
MIS Costs	-	-
Controllable Other	-	97,037
Rent	-	3,408,181
Rent Extras	-	974,223
Lease Expense	-	-
Insurance	-	171,544
Non-Controllable Other	5,849	94,855
Cash/Banking Fees	1,012	304,059
Overhead Allocation	-	-
Other Income	-	(1,349,094)
Other Expenses	-	357,758
Taxes	-	33,760
Interest Expense	81,166	727,910
Depreciation & Amortization	-	1,329,661
Reorganization Items	19,252	34,292,254
<b>Total Operating Expenses</b>	<b>141,491</b>	<b>52,145,852</b>
<b>Net Income (Loss)</b>	<b>(141,491)</b>	<b>(42,658,463)</b>

[1] Includes IPC/Dots LLC and Dots Gift LLC, non-operating Debtor Entities.

[2] This consolidated statement of cash flows has been presented in a manner consistent with the Debtors' current external financial reporting and would be unduly burdensome for the Estate to produce in a different or modified format.

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**MOR-3**  
**Dots, LLC, et al.[1]**  
**Balance Sheet[2]**  
**As of August 31, 2014**

	8/31/2014
<b>ASSETS</b>	
Cash & Equivalents	\$ 2,618,112
Merchandise Inventory	-
Inventory Reserve	-
Prepaid Merchandise	-
Gordon Brothers Receivable	-
Other Current Assets	3,649,022
<b>Current Assets</b>	<b>6,267,134</b>
<b>Property &amp; Equipment, Net</b>	<b>-</b>
Goodwill	-
Intangible Assets	-
Other Assets	122,685
<b>Total Assets</b>	<b>\$ 6,389,819</b>
<b>LIABILITIES</b>	
DIP Financing	9,075,071
Merchandise Payables	2,420,273
Expense Payables	982,695
Accrued Expenses	82,687
Gordon Brothers Payable	-
<b>Current Liabilities</b>	<b>12,560,725</b>
Liabilities Subject to Compromise- Secured	17,100,818
Liabilities Subject to Compromise- Unsecured	37,683,381
<b>Long-Term Liabilities</b>	<b>54,784,199</b>
<b>Total Liabilities</b>	<b>67,344,924</b>
<b>MEMBERS' EQUITY</b>	
Stock	56,609,310
Retained Earnings	(117,564,413)
<b>Total Members' Equity</b>	<b>(60,955,105)</b>
<b>Total Liabilities &amp; Members' Equity</b>	<b>\$ 6,389,819</b>

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**MOR-4**  
**Debtors' Statement with respect to Status of Post-Petition Taxes**  
**As of August 31, 2014**

The Debtors have received approval to pay prepetition tax and fee obligations, including, without limitation, sales, use and excise taxes, franchise taxes, real and property taxes, and certain other taxes due in the normal course of business through certain First Day Motions. As such, the applicable taxes had been paid when due except for amounts that are in dispute, if any. The Debtors have filed their 2013 Federal and State income tax returns. All other post-petition tax obligations to the proper taxing authorities are current. No post-petition tax returns were required to be filed during the current period.

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**MOR-4 (cont.)**

**Consolidated Summary of Unpaid Post-Petition Accounts Payable  
As of August 31, 2014**

**AP Aging - August 31, 2014**

	Age				TOTAL
	0-30	31-60	61-90	91 & Over	
Merchandise Payables	-	-	-	2,420,273	<b>2,420,273</b>
Expense Payables	-			982,695	<b>982,695</b>
	%	0%	0%	0%	100%
		0%		100%	100%



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**MOR-5**  
**Consolidated Trade Accounts Receivable and Aging**  
**August 31, 2014**

Accounts Receivable Reconciliation			Amount
Total Accounts Receivable at the beginning of the reporting period		-	-
+ Amounts billed during the period		-	-
- Amounts collected during the period		-	-
Total Accounts Receivable at the end of the reporting period		-	-
Accounts Receivable Aging			Amount
0 - 30 days old		-	-
31 - 60 days old		-	-
61 - 90 days old		-	-
91+ days old		-	-
Total Accounts Receivable		-	-
Amount considered uncollectible (Bad Debt)		-	-
Accounts Receivable (Net)		-	-

\* Note: credit card A/R has been included in "Cash & Equivalents" on the balance sheet.

**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.	X	
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.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	N/A	N/A
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an	X	
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	X	

[1] On February 28, 2014, the Debtors completed the court-approved sale of its inventory to Gordon Brothers Retail Partners, LLC ("GB"). During the period March through May, the Debtors completed the court-approved assignment and transfer of certain unexpired leases of non-residential real property to Rainbow Southeast Leasing, Inc.; Duluth (Gwinnett) SSR LLC; Charlotte (Archdale) UY, LLC; Greenville (Woodruff) WMB, LLC; RPAI Southwest Management LLC; RPAI US Management LLC; RioCan Austin Southpark Meadows II Limited Partnership; and RioCan Grand Prairie Southwest Crossing Limited Partnership. In addition, during the period March through June, the Debtors completed various sales of furniture and fixtures owed at corporate headquarters and store locations. The financial information contained herein reflects the impact of the sale to the best of the Debtors' knowledge, pending final reconciliation and further adjustments.

[1] The Debtors are currently winding down all operations and terminating insurance coverages as needed. All coverages necessary remained in effect during the reporting period.