

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF IOWA

In Re:)	Case No. 12-01757
)	
HARPER BRUSH WORKS, INC.,)	Chapter 11
)	
Debtor and Debtor in Possession.)	Honorable Anita L. Shodeen
)	
400 North 2 nd Street)	DEBTOR'S FIRST AMENDED
Fairfield, IA 52556)	COMBINED PLAN OF
)	REORGANIZATION AND
EIN: 39-1910028)	DISCLOSURE STATEMENT, DATED
_____)	NOVEMBER 13, 2012

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I. INTRODUCTION

This is the Debtor's First Amended Combined Plan and Disclosure Statement (for ease of reference, the Combined Plan and Disclosure Statement will be referred to as the "Plan") in the Chapter 11 case of Harper Brush Works, Inc., (the "Debtor"). This Plan is filed under Chapter 11 of the Bankruptcy Code (the "Code") and proposes to pay creditors of the Debtor primarily from the liquidation and sale of assets of the Bankruptcy Estate. This Plan provides for twelve (12) classes: one class of priority non-tax claims; nine (9) classes of secured claims; one (1) class of general unsecured claims; and one (1) class of equity security holders. Unsecured creditors holding Allowed Claims in Class 11 will receive the net proceeds, if any, from avoidance of any preferential payments and/or fraudulent transfers. The Plan also provides for the payment of administrative expenses and priority claims.

All classified creditors and equity security holders should refer to Article III, Section D, of this Plan for information regarding the precise treatment of their claims.

This Plan also provides detailed information regarding the terms for payment of the Debtor's creditors and other information designed to assist creditors and equity security holders in determining whether to accept the Plan. *Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)*

A. Purpose of This Document

This Plan describes:

- The Debtor and significant events during the bankruptcy case.
- Historical information regarding the Debtor and the events leading to its bankruptcy filing.
- How the Plan proposes to treat claims or equity interests of the type you hold (i.e., what you will receive on your claim or equity interest if the Plan is confirmed).
- Who can vote on or object to the Plan.
- What factors the Bankruptcy Court (the "Court") will consider when deciding whether to confirm the Plan.
- Why the Debtor believes the Plan is feasible, and how the treatment of your claim or equity interest under the Plan compares to what you would receive on your claim or equity interest in liquidation.
- The effect of confirmation of the Plan.

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

The Court has not yet confirmed the Plan and has only conditionally approved the Disclosure Statement. This section describes the procedures under which the Plan will or will not be confirmed.

1. Time and Place of the Hearing to Confirm the Plan

The hearing at which the Court will consider confirmation of the Plan will take place in Courtroom 1, at the United States Bankruptcy Court for the Southern District of Iowa, 110 East Court Avenue, Des Moines, Iowa 50309, at a date and time to be scheduled by the Court, pursuant to a separate Order and Notice of Hearing and Deadlines accompanying this Plan.

2. Deadline For Voting to Accept or Reject the Plan

If you are entitled to vote to accept or reject the Plan, you will vote on the enclosed ballot and return the ballot in the enclosed envelope to Jeffrey D. Goetz, Esq., Bradshaw Fowler, Proctor & Fairgrave, P.C., 801 Grand Avenue, Suite 3700, Des Moines, IA 50309. See Article VII below for a discussion of voting eligibility requirements.

The ballot will advise you by what date and time your ballot must be received by, or your ballot may not be counted.

3. Deadline for Objecting to the Adequacy of Disclosure and Confirmation of the Plan

Objections to final approval of the Disclosure Statement and confirmation of the Plan must be filed with the Court and served upon the Debtor's General Reorganization Counsel and the Office of the United States Trustee and all other creditors and/or interested parties who have filed notices of appearances and requests for special notice by the deadline provided for in the Court's Order and Notice of Deadlines and Hearing accompanying this Plan.

4. Identity of Person to Contact for More Information

If you want additional information about the Plan, you should contact the principal of the Debtor, Marc B. Ross, the Debtor's Chief Restructuring Officer.

II. BACKGROUND

A. Description and History of the Debtor's Business

Harper is a century-old, family-owned, Fairfield Iowa-based, iconic American manufacturer of household, commercial, industrial and custom brushes, push brooms, mops, buckets, dustpans, housewares, cleaning tools and related products. From its humble founding by Alphonso K. "A. K." Harper 112 years ago, to its prominent position on the national market place, Harper continues to manufacture, innovate and lead the market with its core products. The company has evolved from part-time college students making brushes part-time, and traveling full-time in the summer selling Harper brushes from wagons; to having manufacturing and distribution locations in Iowa and selling nationwide.

Harper currently employs approximately 47 full-time employees and 2 part-time employees company-wide. Some employees have celebrated as much as 30 years of dedication

and loyalty to the company. As evidenced by its extremely low workers compensation insurance experience rates, Harper has a stellar worker safety record and its skilled labor force takes great pride in producing the finest products in the marketplace. Harper is one of the few remaining broom & brush companies that continue to manufacture its own hardwood blocks for many of its core products.

Harper's record of progress and innovation has mirrored this country's history; starting with manufacturing brushes and brooms using natural fibers, to expanding into commercial and industrial products, Harper was one of the first brush and broom manufacturers to embrace automation with installation of its first motor-driven brush machine in 1946. Continuing today, Harper continues to use the latest technology, from the types of synthetic and natural fibers it uses, to the computerized manufacturing equipment in its factories. With an expansion program beginning in 1996, Harper built a new 54,000 sq. ft. facility in Fairfield, Iowa, implementing streamlined "lean" manufacturing principles and procedures and a high-tech order picking system.

In 2002, Harper generated net sales of almost \$24.7 million. By 2007, the company saw its net sales grow to \$53.5 million.

B. Current and Former Managers, Officers, Directors and Shareholders of the Debtor

A listing of current and former officers, directors and shareholders, and their respective equity ownership interest in the Debtor, is attached hereto as Exhibit "A" and is incorporated by reference herein.

C. Events Leading to the Debtor's Chapter 11 Filing

Harper's current financial problems can be traced to 2005, when it expanded distribution and some of its manufacturing capacity by leasing separate facilities in Greenville, North Carolina and Stockton, California.

The depressed national economy became a major factor for Harper beginning in 2008, when the trickle-down effect of the national recession saw shrinking annual revenues. By 2009, Harper's sales had receded to \$39.3 million, from the 2007 high of \$53.5 million. Sales continued to decline through 2011, to \$23.5 million. In 2010, Harper lost its largest customer, who accounted for over 35% of its net sales. The Company was not able to reduce the significant overhead required to support this customer in order to avert further losses and reported a net loss in excess of \$5.7 million during the fiscal year ending September 30, 2011. During this period, Harper struggled to downsize and divest its excess manufacturing assets. The result diminished their free cash flows that have prevented the Company from remaining in good terms with substantially all of its suppliers, which, in turn, precipitated the necessity for the Company to file for Chapter 11 Bankruptcy Protection.

D. Significant Events During the Bankruptcy Case

A summary of the events that have occurred since the Petition Date on May 29, 2012 are detailed and itemized in a copy of the Bankruptcy Court's Docket attached hereto as Exhibit "B" and incorporated by reference herein. Access to all documents and pleadings referenced on the Bankruptcy Court Docket are available from the Clerk of the Bankruptcy Court, online through Public Access to the Court's Electronic Records ("PACER") if you have a PACER account, or at no charge by requesting a copy of any document or pleading from the Debtor's General Reorganization Counsel.

E. Post-Petition Sale of Assets of the Bankruptcy Estate

As of the filing of this Plan, the Debtor has filed a Motion with the Court to sell substantially all of its assets at a "Stalking Horse" Auction, pursuant to Bidding Procedures and an Asset Purchase Agreement. On October 31, 2012 the Court entered its Order approving the Debtor's Motion to Sell Free and Clear (Docket Item 303), with approval of the Bidding Procedures (Docket Item 303-1), which provides for the Auction to be held on November 19, 2012. The Debtor is prepared to and will move ahead and attempt to sell substantially all of its assets at the Auction, pursuant to the Court's Order, the approved bidding procedures and asset purchase agreement, to the bidder who provides the highest and best bid. Such Successful Bidder will provide the bulk of the funds from which the Plan will be funded.

F. Projected Recovery of Avoidable Transfers

The Debtor's Plan contemplates that the Official Committee of Unsecured Creditors ("Committee") will conduct an analysis of all potentially avoidable preference payments and other fraudulent transfers. Depending on the Committee's success in pursuit of such claims and actions, there may be a dividend paid on account of the Allowed Claims of General Unsecured Creditors in Class 11. If you received a payment or other transfer within 90 days of the Petition Date or other transfer avoidable under the Code, the Committee may seek to avoid such transfer.

G. Claims Objections

Pursuant to the Court's Notice to all creditors (Docket Item 37) filed on June 5, 2012, October 1, 2012 was set as the bar date for timely filing Proofs of Claims in the Bankruptcy Case.

Except to the extent that a claim is already allowed pursuant to a final non-appealable order, the Debtor reserves the right to object to claims. Therefore, even if your claim is allowed for voting purposes, you may not be entitled to a distribution if an objection to your claim is later upheld.

The Debtor will review all claims and, where possible, attempt to settle or resolve disputed, contingent and/or unliquidated claims as appropriate. The Debtor does not anticipate that it will need to mediate, arbitrate or try claims disputes before the court, in order to have them resolved.

H. Current and Historical Financial Statements and Reports

Attached hereto as Exhibit "C" and incorporated by reference herein is the Debtor's audited consolidated financial statements as of September 30, 2011. Since the Petition Date, the Debtor has been preparing and filing Monthly Operating Reports. Attached hereto as Exhibit "D" is the Debtor's most recently filed Monthly Operating Report for the month ending September 30, 2012.

III. THE PLAN OF REORGANIZATION AND TREATMENT OF UNCLASSIFIED AND CLASSIFIED CLAIMS AND EQUITY INTERESTS

A. What is the Purpose of the Plan of Reorganization?

As required by the Code, the Plan places claims and equity interests in various classes and describes the treatment each class will receive. The Plan also states whether each class of claims or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by the Plan.

B. What is the Effective Date of the Plan?

The Effective Date of this Plan shall be within fourteen (14) days of the Confirmation Order becoming a final, non-appealable order, unless extended by an Order of the Bankruptcy Court. If a stay of the Confirmation Order is in effect on that date, the Effective Date will be the first business day after that date on which no stay of the Confirmation Order is in effect, unless the Confirmation Order has been vacated. The Debtor anticipates the Effective Date will be on or about December 20, 2012.

C. Explanation of and Treatment of Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply with that required by the Code. Accordingly, the Plan Proponent has not placed the following claims in any class:

1. Administrative Expenses

Administrative expenses are costs or expenses of administering the Debtor's Chapter 11 case which are allowed under Code § 507(a)(2). Administrative expenses also include the value of any goods sold to the Debtor in the ordinary course of business and received within 20 days before the Petition Date. The Code requires that each Administrative expense claim be paid on the Effective Date of the Plan, unless the holder of the claim agrees to different and/or less favorable treatment. As reflected below, each holder of an administrative expense claim allowed under Code § 503 will be paid in full on the Effective Date of this Plan, in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.

The following chart lists the Debtor's estimated administrative expenses and their treatment under this Plan:

Type	Estimated Amount Owed	Proposed Treatment
Expenses Arising in the Ordinary Course of Business After the Petition Date	\$145,000.00	Paid in full on the Effective Date of the Plan, or according to such different and/or less favorable terms by agreement
Professional Fees, as approved by the Court	\$140,000.00	Allowed Professional Fees will be paid at 80% of what is allowed by Court on the Effective Date of the Plan or such date when such fees are approved.
Office of the U.S. Trustee Fees	\$10,400.00	Paid in full on the Effective Date of the Plan
TOTAL	\$295,400.00	

2. Priority Tax Claims

Priority tax claims are secured real estate property taxes and unsecured sales and use taxes described by Code § 507(a)(8). Unless the holder of such a § 507(a)(8) priority tax claim agrees to different and/or less favorable treatment, it must receive the present value of such claim, in regular installments paid over a period not exceeding 5 years from the order of relief.

Pursuant to the Court's Order approving the Debtor's Motion to Sell (Docket Item 303), the sale of the Real Estate bid lot will be free and clear of all liens, claims, encumbrances and interests, except for the liens, claims, encumbrances of the Jefferson County Treasurer. Therefore, the Successful Bidder of the Real Estate bid lot will be purchasing same subject to the real estate property taxes owed to the Jefferson County Treasurer in the amount of \$64,248.05. The following chart lists the Debtor's estimated § 507(a)(8) priority tax claims and their proposed treatment under the Plan:

Description (name and type of tax)	Estimated Amount Owed	Treatment
Jefferson County, Iowa – Pre- and Post-Petition Real Estate Taxes	\$64,248.05	The unclassified 507(a)(8) secured priority real estate taxes owed to Jefferson County, Iowa will be assumed by and paid in full by the Successful Bidder at the Auction as part of the Asset Purchase Agreement, in compliance with Bankruptcy Code Section 1129(a)(9)(C)
Unsecured Priority Sales and Use Taxes owed to various state, county and municipal entities, per list on Exhibit "E"	\$19,536.03	The unclassified Sec. 507(a)(8) unsecured priority sales and use taxes will either be paid in full on the Effective Date of the Plan or in installments payments in cash, of a total value, as of the Effective Date of the Plan, equal to the allowed

		amount of such claim, over a period not later than five (5) years after the Petition Date, in a manner not less favorable than the most favored non-priority unsecured claim provided for by the Plan, in compliance with Code Section 1129(a)(9)(C).
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D. Explanation and Treatment of Classified Claims and Equity Interests

1. Classes of Secured Claims

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under Code § 506. If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will be classified as a general unsecured claim.

2. Classes of Priority Unsecured Claims

Certain priority claims that are referred to in Code §§ 507(a)(1), (4), (5), (6), and (7) are required to be placed in classes. The Code requires that each holder of such a claim receive cash on the Effective Date of the Plan equal to the allowed amount of such claim. However, a class of holders of such claims may vote to accept different and/or less favorable treatment.

3. Classes of General Unsecured Claims

General unsecured claims are not secured by property of the estate and are not entitled to priority under Code § 507(a).

4. Class of Equity Interest Holders

Equity interest holders are parties who hold an ownership interest (i.e., equity interest) in the Debtor. In a corporation or a limited liability company, entities or individuals holding preferred or common stock are equity interest holders. A list of the equity interest holders, otherwise referred to as the Shareholders, are included in Exhibit "A" previously referenced in Article II, Section C, and is incorporated by reference herein

5. Overview - Treatment of Classified Claims and Interests under Plan

Classified claims and interests are treated as follows under this Plan:

Class	Impairment	Treatment
Class 1 – Priority Non-Tax Claims – §507(a)(4)(A) - pre-petition accrued but unpaid vacation and sick leave, per list on Exhibit “F”	Impaired	If Class 1 accepts the Plan, holders of Allowed Class 1 Claims will receive deferred cash payments of a value, as of the Effective Date of the Plan, equal to the allowed amount of each claim. If Class 1 does not accept the Plan, holders of Allowed Class 1 Claims will be paid in full, 100%, on the later of the Effective Date of the Plan, or the date on which such claim is allowed by a final non-appealable order, or such later date agreed to by such Class 1 Claim holders, pursuant to Code Section 1129(a)(9)(B). The Debtor estimates the amount owed to Class 1 is \$44,443.25.
Class 2 – Allowed Secured claim of Iowa State Bank	Impaired	The Class 2 claim holder will be paid 100% of its Allowed Secured Claim. The amount of said claim will be determined and liquidated based on the value of the collateral securing said claim, pursuant to Section 506(a), as established at the auction of the real property. Payment shall be made on the Effective Date of the Plan. Payment shall be made from the net sale proceeds generated from the real property securing the Class 2 claim. In the event the Allowed Class 2 Claim is less than the total amount owed to Iowa State Bank, then such difference shall be treated as an unsecured deficiency claim under Class 11.
Class 3 – Allowed Secured claim of UMB Bank	Impaired	The Class 3 claim holder will be paid 100% of its Allowed Secured Claim. The amount of said claim will be determined and liquidated based on the value of the collateral securing said claim, pursuant to Section 506(a), as established at the auction of the collateral. Payment shall be made on the Effective Date of the Plan. Payment shall be made from the net sale proceeds generated from the collateral securing the Class 3 claim. In the event the Allowed Class 3 Claim is less than the total amount owed to UMB Bank, then such difference shall be treated as an unsecured deficiency claim under Class 11.
Class 4 – Allowed Secured Claim of Iowa Economic Development Authority	Impaired	The Class 4 claim holder will be paid 100% of its Allowed Secured Claim. The amount of said claim will be determined and liquidated based on the value of the collateral securing said claim, pursuant to Section 506(a), as established at the auction. Payment shall be made on the Effective Date of the Plan. Payment shall be made from the net sale proceeds generated from the real property securing the Class 2 claim. In the event the Allowed Class 2 Claim is less than the total amount owed to the Iowa Economic Development Authority, then such difference shall be treated as an unsecured deficiency claim under Class 11.

Class 5 – Allowed Secured Claim of PGV Properties LLC	Impaired	The Class 5 claim holder will be paid 100% of its Allowed Secured Claim. The amount of said claim will be determined and liquidated based on the value of the collateral securing said claim, pursuant to Section 506(a), as established at the auction of the real property. Payment shall be made on the Effective Date of the Plan. Payment shall be made from the net sale proceeds generated from the real property securing the Class 5 claim. In the event the Allowed Class 5 Claim is less than the total amount owed to PGV Properties, then such difference shall be treated as an unsecured deficiency claim under Class 11.
Class 6a – Allowed Secured Lease Claim of m2 Lease Funds, LLC – Bar Code and Staple Set Brush Equipment	Unimpaired	The Class 6a claim holder has been paid in full post-petition from ordinary course lease payments and the lease has matured pursuant to its terms. Title to the collateral securing said lease claim has been transferred to the Debtor. The Class 6a claim shall not receive any further dividend or payment under the Plan.
Class 6b – Allowed Secured Lease Claim of m2 Lease Funds, LLC – Borghi Staple Set Machine	Unimpaired	The Class 6b claim holder has been paid in full post-petition from ordinary course lease payments and the lease has matured pursuant to its terms. Title to the collateral securing said lease claim has been transferred to the Debtor. The Class 6b claim shall not receive any further dividend or payment under the Plan.
Class 7 – Allowed Secured Lease Claim of GE Information Technology Solutions	Impaired	If the Successful Bidder at the Auction wants to keep the GE Information Technology Solutions copying and printing equipment, the Debtor will assume the GE Information Technology Solution Lease and assign same to the Successful Bidder, on condition that any cure costs associated with such assumption and assignment of the lease are paid for by the Successful Bidder pursuant to the Assumption Costs provided for in the Asset Purchase Agreement. The Debtor does not believe there will be any cure costs associated with any assumption and assignment. If the GE Information Technology Solutions Lease is not assumed and assigned, it will be rejected, and GE Information Technology Solutions will have the right to the return of its collateral and an unsecured claim in Class 11.
Class 8 – Allowed Secured Lease Claim of Pitney Bowes	Impaired	If the Successful Bidder at the Auction wants to keep the Pitney Bowes mailing equipment, the Debtor will assume the Pitney Bowes Lease and assign same to the Successful Bidder, on condition that any cure costs associated with assumption and assignment of the lease are paid for by the Successful Bidder pursuant to the Assumption Costs provided for in the Asset Purchase Agreement. The Debtor does not believe there will be any cure costs

		associated with any assumption and assignment. If the Pitney Bowes Lease is not assumed and assigned, it will be rejected, and Pitney Bowes will have the right to the return of its collateral and an unsecured claim in Class 11.
Class 9 – Allowed Executory Contract Assumption Cure Claim of HCM Plastics	Impaired	The Allowed Class 9 Claim shall be paid 50% of said claim on the Effective Date of the Plan. Payment shall be made from proceeds provided by the Successful Bidder at the Auction, pursuant to the Asset Purchase Agreement as part of the Assumption Costs. The Debtor estimates Class 9 will receive \$41,467.50.
Class 10 – Allowed Executory Contract Assumption Cure Claim of DKM Manufacturing	Impaired	The Allowed Class 10 Claim shall be paid 50% of said claim on the Effective Date of the Plan. Payment shall be made from proceeds provided by Successful Bidder at the Auction, pursuant to the Asset Purchase Agreement as part of the Assumption Costs. The Debtor estimates Class 10 will receive \$32,007.50.
Class 11 – General Unsecured Claims	Impaired	Allowed Class 11 claims will be paid a dividend, if any, from the net proceeds from any recoveries made on avoidance of preference payments and fraudulent transfers that are avoided. Pursuit of said recoveries shall be by the Official Unsecured Creditors Committee. A list of all Class 11 Claims is attached as Exhibit “G” and incorporated by reference herein.
Class 12 – Equity Interest Holders	Impaired	All Class 12 Interests shall be cancelled on the Effective Date of the Plan.

E. Treatment of U.S. Trustee Fees

All fees required to be paid by 28 U.S.C. § 1930(a)(6) (“U.S. Trustee Fees”) will accrue and be timely paid until entry of a final decree and the case is closed, dismissed, or converted to another chapter of the Code. Any U.S. Trustee Fees owed on or before the Effective Date of this Plan will be paid on the Effective Date.

IV. ALLOWANCE AND DISALLOWANCE OF CLAIMS

A. Disputed Claims

A disputed claim is a claim that has not been allowed or disallowed by a final non-appealable order, and as to which either: (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent, or liquidated.

No distribution will be made on account of a disputed claim unless such claim is allowed by a final non-appealable order.

B. Settlement of Disputed Claims

The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Bankruptcy Rule 9019 of the Federal Rules of Bankruptcy Procedure.

V. PROVISIONS FOR EXECUTORY CONTRACTS AND UNEXPIRED LEASES

A. Assumed Executory Contracts and Unexpired Leases

The Debtor is not aware of any post-petition executory contracts and/or unexpired leases to which it is a party. Assumption means that the Debtor has elected to continue to perform the obligations under such executory contracts and/or unexpired leases, and to cure defaults of the type that must be cured under the Code, if any. Assumption and Assignment includes Assumption and assignment of the executory contract or unexpired lease to another party who has agreed to fulfill the obligations under such contract or lease.

If you object to the assumption or assumption and assignment of your unexpired lease or executory contract, the proposed cure of any defaults, or the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

The pre-petition executory contracts with HCM Plastics and DKM Manufacturing will be assumed and assigned to the Successful Bidder at the Auction, and the Successful Bidder will pay the assumption cure costs as a condition of such assumption and assignment, pursuant to the Assumption Costs provisions in the Asset Purchase Agreement.

The pre-petition executory contracts and/or unexpired leases with GE Information Technology Solutions and Pitney Bowes will be assumed and assigned to the Successful Bidder at the Auction, if the Successful Bidder decides it wants the collateral secured by said executory contracts and/or leases. If the Successful Bidder decides it would like the Debtor to assume and assign said executory contract and/or unexpired lease, the Successful Bidder will pay the assumption cure costs, if any, as a condition of such assumption and assignment, pursuant to the Assumption Costs provisions in the Asset Purchase Agreement. If the Successful Bidder decides it does not want the collateral secured by said executory contracts and/or unexpired leases, the Debtor will reject said executory contracts and/or unexpired leases, and said lease/contract creditor will be entitled to return of their collateral and a general unsecured claim for damages resulting from such rejection in Class 11.

B. Rejected Executory Contracts and Unexpired Leases

The Debtor will be conclusively deemed to have rejected all executory contracts and unexpired leases that (a) are not expressly assumed under Article V, Section A above, of this Plan or (b) were not assumed under a separate motion before the Effective Date of this Plan. A proof of claim arising from the rejection of an executory contract or unexpired lease under Article V, Section B of this Plan must be filed no later than thirty (30) days after the Effective

Date of this Plan. Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

All executory contracts and unexpired leases that are not listed as being assumed will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases. If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

VI. MEANS OF IMPLEMENTING THE PLAN

A. In General

The Plan contemplates that substantially all of the Debtor's assets will be sold prior to confirmation of this Plan, pursuant to a duly noticed motion from the Debtor and approved by the Court. Pursuant to the Asset Purchase Agreement approved by the Court in conjunction with the Sale Motion, and as part of the sale process, the Debtor will change its name from Harper Brush Works, Inc. to HBW Bankruptcy Estate, Inc. at consummation of said sale.

The proceeds from the sale of the Debtor's assets will be held in a trust account pending confirmation of this Plan, and disbursed pursuant to the Plan and Confirmation Order on the Effective Date of the Plan. Any assets of the Debtor not sold pursuant to the Sale Motion will be sold or otherwise liquidated either before or after the Effective Date and said proceeds will be distributed pursuant to the Plan.

On the Effective Date of the Plan, the rights to bring actions for recovery of preferential payments or avoidance of fraudulent transfers or pursue claims against the Debtor's Directors and Officers Insurance will be transferred to the Official Unsecured Creditors Committee. If the Official Unsecured Creditors Committee is successful in recovering money from such actions, such funds shall be disbursed pursuant to the terms of the Plan.

When all actions have been pursued to conclusion by judgment or settlement, a Final Report and Motion for Entry of Final Decree will be filed by the Official Unsecured Creditors Committee.

B. Source of Payments

Payments and distributions under the Plan will be funded by the following: funds on hand, proceeds from the sale of substantially all of the Debtor's assets pursuant to the Asset Purchase Agreement and Sale Motion, the sale, distribution or other liquidation of any remaining assets not sold pursuant to the Asset Purchase Agreement and Sale Motion, and recoveries, if any, from pursuit of actions for avoidance of preferential payments and/or fraudulent transfers and claims against the Debtor's Directors and Officer's insurance.

C. Sale, Liquidation Or Other Disposition of Property.

The Debtor and/or the Official Committee of Unsecured Creditors will sell, liquidate and/or otherwise dispose of all other and remaining assets of the Debtor that were not included and sold at the Auction.

D. Cessation of the Debtor's Business Operations

It is anticipated that after the auction and sale of substantially all of the Debtor's assets is approved by the Court and consummated in a closing of such sale, the Debtor will effectively and actually cease all business operations. Upon cessation of all business operations, the Debtor shall focus all of its energy and efforts in seeking confirmation of this Plan and distribution of the proceeds from the Sale Motion and sale, distribution or other liquidation of any assets not sold pursuant to the Sale Motion.

E. Post-Effective Date Operations of the Debtor

After all disbursements and payments contemplated under the Plan are made before, on or immediately after the Effective Date of the Plan, the Debtor shall retain only such officers, employees, counsel and other professionals as shall be necessary to comply with all tax, regulatory and other essential operations to ensure compliance with the terms of this Plan. The Debtor shall cooperate and provide all requisite information, data and other books and records to the Official Unsecured Creditors Committee so that it can properly and effectively pursue and discharge its obligations under this Plan for pursuit, if any, of recoveries from avoidance of preferential payments, fraudulent transfers and/or claims against insurance.

F. Retention of Liens

All valid, binding and perfected liens, claims, encumbrances and interests of all claim holders in property of the Debtor that is sold pursuant to the Sale Motion and/or such property not sold pursuant to the Sale Motion, shall attach to the proceeds from said Sale Motion or otherwise, pursuant to Bankruptcy Code Section 363, in the same priority as held pre-petition.

G. Post-Confirmation Compensation of Professional Persons

Compensation for services rendered and for reimbursement of expenses by a Professional Person after the Confirmation Date need not be approved by the Bankruptcy Court. Professional Persons may invoice the Debtor or the Committee, as appropriate, directly, and the Debtor and/or the Committee may pay such invoices without further Order of the Bankruptcy Court; provided, however, that in the event of a dispute between the Debtor, Committee and/or the Professional Person regarding such compensation or reimbursement, the Debtor, Committee or Professional Person may submit an application to the Bankruptcy Court for review of the request for compensation and reimbursement, and the Bankruptcy Court retains jurisdiction to hear and approve such application and compel payment thereon. Such post-Confirmation Date compensation for services rendered and reimbursement of expenses shall be considered an

ordinary operating expense, and the Debtor and/or the Committee shall be liable for such expense.

H. All Post-Petition Section 1129(a)(4) Payments Subject to Bankruptcy Court Review

As required by Bankruptcy Code Section 1129(a)(4), all payments made or to be made by the Debtor for post-petition services or for costs and expenses in or in connection with the Bankruptcy Case, or in connection with the Plan and incident to the Bankruptcy Case, prior to Confirmation of the Plan, are subject to approval of the Bankruptcy Court as reasonable. To the extent that any such payment is not subject to the procedures and provisions of Bankruptcy Code Sections 326-330, pursuant to this Plan, or otherwise, then such Bankruptcy Court approval shall be deemed to have been given through entry of the Confirmation Order unless, within 15 days of such payment or request for such payment, the Bankruptcy Court, the United States Trustee, the party making the payment, or the party receiving the payment challenges or seeks approval of the reasonableness of such payment; no other parties or entities shall have standing to make such a challenge or application for approval. Nothing in this provision shall affect the duties, obligations and responsibilities of any entity under Bankruptcy Code Sections 326-330.

I. Default

1. Events of Default

The following shall be events of default under this Plan:

a. The failure of the Debtor to make any payment required under the Plan when due; provided, however, that, except as otherwise provided in this Plan, no default shall be deemed to have occurred if such missed payment is made within ten (10) days of its due date.

b. Provided no agreement exists to extend or modify the terms of any agreement between the Debtor and third-party vendors or creditors, failure of the Debtor to pay when due all debts and expenses in the ordinary course of its financial affairs.

c. Failure to comply with any provision of this Plan.

2. Cure of Prior Defaults

As of the Effective Date, any defaults by the Debtor under any non-bankruptcy agreement shall be deemed cured, and notice of default or sale recorded by any Creditor prior to the Effective Date shall be deemed null, void, and to have no further force or effect.

3. Consequences of Default

Except as otherwise provided by this Plan or by an order of the Bankruptcy Court issued upon application by a party in interest, if an event of default under this Plan occurs and is not

cured within ten (10) days after service of written notice of default on the Debtor and on counsel for the Debtor, any holder of an Allowed Claim, subject to the provisions of this Plan, may immediately pursue its rights and remedies under applicable non-bankruptcy law against the Debtor including, but not limited to, instituting levy or foreclosure proceedings, judicial or non-judicial.

Notwithstanding the foregoing, the Debtor or another party in interest may seek an order of the Bankruptcy Court staying any Creditor from pursuing its default rights and remedies based on appropriate grounds. Except as otherwise specified in this Plan, such grounds may include, among others: (1) that no uncured default has occurred; and (2) that the Creditor is adequately protected and the Debtor is likely to be able to cure any default within a reasonable period of time taking into account the Debtor's right to seek modification of this Plan in accordance with applicable bankruptcy law. The Debtor shall bear the burden of proof with respect thereto.

Notices pursuant to this Article shall be served as follows:

Counsel for the Reorganized Debtor:

Jeffrey D. Goetz, Esq.
Bradshaw, Fowler, Proctor & Fairgrave, P.C.
801 Grand Avenue, Suite 3700
Des Moines, IA 50309-8004
515/246-5817
515/246-5808 FAX
goetz.jeffrey@bradshawlaw.com

Debtor:

Mr. Marc Ross
HBW Bankruptcy Estate, Inc.
400 North 2nd St.
Fairfield, IA, 52556
hbwbankruptcyestate@gmail.com

J. Post-Confirmation Management

The Post-Confirmation Manager of the Debtor, and his compensation, will be as follows:

Name	Insider	Position	Hourly Compensation
Marc Ross	Yes	Chief Restructuring Officer	\$300.00

K. Risk Factors

The assumptions made in this Plan are based upon the best information available to the Debtor at this time. The Debtor reserves the right to revise the data, projections, and assumptions contained herein as more accurate information becomes available. In addition, the

listing of a particular Claim for a specific amount in this Plan is not an admission by the Debtor as to either liability or amount, and the Debtor reserves the right to object to any and all Claims in accordance with the Plan.

Since the Plan provides for payments to some creditors from the sale proceeds of the assets to be sold pursuant to the Sale Motion, there is a risk that

- a) the Stalking Horse Bidder withdraws its Stalking Horse Bid;
- b) the auction is not conducted;
- c) the auction is conducted, but the Court does not approve the sale to the Successful Bidder;
- d) the Successful Bidder does not consummate and close the sale transaction;
- e) there is litigation resulting from the sale motion, the sale order or the sale transaction.

As to those assets of the Debtor not sold pursuant to the Sale Motion, there is a risk the Debtor is unable to sell, dispose of or otherwise liquidate such assets, or if it does, the proceeds from said sale, disposition or liquidation may be negligible or less than anticipated.

Finally, with regard to the Committee's pursuit of recovery from avoidance of preferential payments, fraudulent transfers or claims against insurance, there is a risk that such actions are unsuccessful, or result in negligible or less than anticipated recoveries.

The Debtor believes, however, that with an expedited sale process and cooperation between and among the various creditors, interested parties and other constituencies in the case, such risks will be mitigated and minimized, and that the Plan will be fully implemented.

L. Tax Consequences of Plan

The Debtor will not seek a ruling from the Internal Revenue Service prior to the Effective Date with respect to any of the tax aspects of the Plan. **EACH HOLDER OF A CLAIM OR INTEREST IS STRONGLY URGED TO CONSULT WITH HIS/HER/ITS TAX ADVISOR REGARDING THE FEDERAL, STATE, LOCAL, AND FOREIGN TAX CONSEQUENCES OF THE PLAN.**

ANY PERSON CONCERNED WITH THE TAX CONSEQUENCES OF THE PLAN IS STRONGLY URGED TO CONSULT WITH HIS/HER/ITS OWN ACCOUNTANTS, ATTORNEYS, AND/OR ADVISORS TO DETERMINE HOW THE PLAN MAY AFFECT HIS/HER/ITS FEDERAL, STATE, LOCAL AND FOREIGN TAX LIABILITY. The following disclosure of possible tax consequences is intended solely for the purpose of alerting readers about possible tax issues the Plan may present to the Debtor. The Plan Proponent CANNOT and DOES NOT represent that the tax consequences contained below are the only tax consequences of the Plan because the tax code embodies many complicated rules which make it difficult to completely and accurately state all of the tax implications of any action or transaction.

The following are the tax consequences that the Plan will have on the Debtor's tax liability:

The Debtor is unaware of any adverse tax consequences of the Plan as to the Debtor. The Debtor expects to minimize its tax liability and, to the extent permitted by the Tax Code, will seek to expense from current income the amounts paid under the Plan. Notwithstanding the foregoing, the feasibility of the Plan does not depend on the deductibility of amounts paid.

The Debtor is unaware of any adverse tax consequences of the Plan to creditors. It is not necessary or practical to present a detailed explanation of the federal income tax aspects of the Plan or the related bankruptcy tax matters involved in this Chapter 11 case. The tax consequences resulting from the Plan to each individual creditor should not vary significantly from the past tax consequences realized by each individual Creditor. To the extent that the tax consequences do vary for individual creditors, each one is urged to seek advice from his/her/its own counsel or tax advisor with respect to the federal income tax consequences resulting from confirmation of the Plan.

The Debtor will withhold all amounts required by law to be withheld from payments to holders of allowed claims. In addition, such holders may be required to provide certain tax information to the Debtor as a condition of receiving distributions under the Plan. The Debtor will comply with all applicable reporting requirements of the Internal Revenue Code of 1986, as amended.

M. The Official Unsecured Creditors Committee Post Confirmation

The Committee formed in the Bankruptcy Case shall continue its existence post-confirmation. All rights to pursue actions to recover money from avoidance of preferential transfers, fraudulent transfers and/or claims against insurance shall be vested with the Committee on the Effective Date of the Plan.

On at least an annual basis after the Effective Date, the Committee shall make distributions of the proceeds it has collected, to creditors, pursuant to the terms of the Plan. Compensation to the Professional Persons employed by the Committee for services rendered in pursuit of the recovery actions, shall be paid at least quarterly, from the proceeds from pursuit of such actions. Notice of such payments to such Professional Persons shall be given to the Debtor, Debtor's Counsel, the Office of the United States Trustee, and Counsel for UMB Bank.

The Committee shall be responsible for preparation and filing of all United States Trustee Post-Confirmation Quarterly Reports and payments to the U.S. Trustee Quarterly Payment System, and, at the appropriate time, preparation and filing of a Final Report and Motion for Entry of Final Decree.

N. Termination of Employee Retirement Benefit Plan

First, the Debtor, and an earlier operating affiliate, Harper Corporation, previously participated in a Defined Benefit Pension Plan covering substantially all employees employed prior to September 30, 1992. At that time, the plan benefits under that Defined Benefit Plan were frozen, and no new employees were subsequently allowed to participate in that Defined Benefit Plan.

Pursuant to the Debtor's audited financial statements for its fiscal year ending September 30, 2011, the Debtor made no contributions during that year. The benefit obligation at September 30, 2011 was \$197,686.00 and the Fair Value of the plan assets, which were primarily public equity securities, was \$64,763.00, leaving an unfunded liability of \$132,923.00, which amount was recognized on the Debtor's balance sheet.

On the Petition Date, the Debtor listed the Pension Benefit Guaranty Corporation ("PBGC") as a non-priority unsecured creditor on its Schedule F, for notice purposes only. The Debtor scheduled the PBGC with an unknown claim, with the notations that said unknown claim was contingent, unliquidated and disputed, for notice purposes. It was the Debtor's position on the Petition Date that the PBGC was entitled to notice of the Bankruptcy Case, on the basis that the Debtor participated in the Defined Benefit Pension Plan. But the Debtor did not believe the PBGC had a claim against the Debtor on the Petition Date, because the Debtor had not defaulted on its obligations under the Defined Benefit Pension Plan. The Debtor asserts that the unfunded liability recognized on its balance sheet as of September 30, 2011 did not cause the Debtor to be in default under the Defined Benefit Pension Plan, nor did it cause the Debtor to become indebted to the PBGC, because the PBGC had not assumed the Debtor's obligations under the Defined Benefit Pension Plan.

As the Debtor's Plan provides for liquidation of substantially all of the Debtor's assets, and the Debtor will cease all future business operations after consummation of the sale, the Debtor intends to transfer all of its rights and responsibilities, and administration of the assets of the Defined Benefit Pension Plan, to the PBGC, upon confirmation of the Debtor's Plan. Assumption by the PBGC of the Debtor's rights and responsibilities under the Defined Benefit Pension Plan will give rise to the PBGC having an allowed general unsecured claim in Class 11.

Since the Petition Date, the Debtor has not engaged any actuary or other accounting professional to determine the amount of the Debtor's unfunded liability, either as of the Petition Date, or the Confirmation Order Date. As of the filing of this Plan, the PBGC has not filed a proof of claim in the case and no claims bar date has been set for governmental units. The Debtor proposes that the Claims Bar Date for Governmental Units, including the PBGC, shall be sixty (60) days after entry of the Confirmation Order.

Second, the Debtor currently sponsors the Harper Brush Works, Inc. Employee Retirement Savings Plan, a defined contribution plan pursuant to Section 401(k) of the Internal Revenue Code. (the "401(k) Plan") The 401(k) Plan is administered by a Third Party Administrator. The Debtor is current on both its pre- and post-petition obligations with regard to all of the employee and employer contributions to the 401(k) Plan.

After approval of the Sale Motion and consummation and closing of the sale transaction, the Debtor will cease contributions to the 401(k) Plan and terminate the Plan through the 401(k) Plan's Third Party Administrator, who will assist the 401(k) Plan participants in "rolling over" and/or distributing their vested account balances.

The Debtor asserts that it either has or will fulfill and otherwise complete and discharge all of its legal and financial obligations to its employees under both the Defined Benefit Plan and the 401(k) Plan it provided to its employees. Pursuant to Code §1129(a)(13), after the Effective Date, and pursuant to this Plan, to the extent that the Debtor has any further or continuing obligations under either the Defined Benefit Plan or the 401(k) Plan it provided for its employees pre-petition and/or post-petition, the Debtor shall provide, and continue to provide for such obligations, such as for the continuation of retiree benefits, as that term is defined under Code §1114, at the level established per Code §1114, and for the period of time that the Debtor has obligated itself to provide such benefits or perform such obligations. The Debtor does not believe there are or will be any such continuing obligations.

O. Unclaimed Funds

Any distribution by check to any holder of an Allowed Claim, if unclaimed or uncashed by the payee thereof within 90 days after issuance and delivery by first class mail, shall become property of the Debtor, and all liabilities and obligations of the Debtor to such payee and any holder of such check shall thereupon cease.

P. Capstone Investment Asset

The Debtor has an interest in an investment made as part of a self-insured, high deductible, workers' compensation captive insurance program, referred to as the "Capstone Investment". Prior to and during the pendency of the Bankruptcy Case, the Debtor has asserted, if not judicially admitted in the various cash collateral and DIP Financing motions, that UMB Bank has a senior lien and encumbrance in the Capstone Investment.

In connection with preparing the instant Plan, the Debtor further examined the nature of the Capstone Investment, and UMB Bank's security and loan documents, and concluded the Debtor has a colorable, if not legally tenable, basis to assert UMB Bank may not in fact have had a pre-petition security interest in the Capstone Investment. The Debtor admits and acknowledges UMB Bank does have a post-petition security interest in the Capstone Investment, based on the Court granting UMB Bank as super-priority lien in the amount of \$20,000.00, in connection with the various cash collateral motions and orders entered in the case.

The Debtor will attempt to resolve this issue with UMB Bank through good-faith settlement discussions and negotiations, but if those efforts are unsuccessful, the Debtor will consider bringing the matter to the Court for a judicial resolution on the nature, extent and priority of UMB Bank's lien, if any, in the Capstone Investment. In either case, the Debtor will continue it's attempts to liquidate and/or monetize the Capstone Investment. If it is determined through settlement or judicial resolution that UMB Bank does not have a lien on all of the Capstone Investment, any proceeds that would flow to the Debtor will be used to pay the Debtor's obligations under the Plan.

VII. CONFIRMATION REQUIREMENTS AND PROCEDURES

A. Overview of Requirements

To be confirmable, the Plan must meet the requirements listed in Code §§ 1129(a) or (b). These include the requirements that: the Plan must be proposed in good faith; at least one impaired class of claims must accept the plan, without counting votes of insiders; the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a Chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and the Plan must be feasible. These requirements are not the only requirements listed in Code § 1129, and they are not the only requirements for confirmation.

B. Who May Vote or Object

Any party in interest may object to the confirmation of the Plan if the party believes that the requirements for confirmation are not met.

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. A creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both (1) allowed or allowed for voting purposes and (2) impaired.

C. What Is an Allowed Claim or an Allowed Equity Interest?

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or unliquidated, or (2) the creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest. When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the Court overrules the objection or allows the claim or equity interest for voting purposes under Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case was October 1, 2012. No deadline has yet been set for filing objections to claims. Any deadlines regarding objections to claims is likely to be determined, if necessary, pursuant to a separate Court Order issued prior to the hearing on Confirmation.

D. What Is an Impaired Claim or Impaired Equity Interest?

As noted above, the holder of an allowed claim or equity interest has the right to vote only if it is in a class that is impaired under the Plan. As provided in Code § 1124, a class is considered impaired if the Plan alters the legal, equitable, or contractual rights of the members of that class.

E. Who is Not Entitled to Vote?

The following types of creditors and equity interest holders are not entitled to vote:

1. Holders of Claims and equity interests that have been disallowed by an order of the Court.
2. Holders of other claims or equity interests that are not "allowed claims" or "allowed equity interests" (as discussed above), unless they have been "allowed" for voting purposes.
3. Holders of claims or equity interests in unimpaired classes.
4. Holders of allowed claims entitled to priority pursuant to Code §§ 507(a)(2) and (8).
5. Holders of claims or equity interests in classes that do not receive or retain any value under the Plan.
6. Holders of administrative expenses.

Even if you are not entitled to vote on the plan, you have a right to object to the confirmation of the plan.

F. Who Can Vote in More Than One Class?

A creditor whose claim has been allowed in part as a secured claim and in part as an unsecured claim or who otherwise holds claims in multiple classes, is entitled to accept or reject a Plan in each capacity, and should cast one ballot for each claim.

G. Votes Necessary to Confirm the Plan

Since impaired classes exist under this Plan, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the votes of any insiders within that class, and (2) all impaired classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by "cram down" on non-accepting classes, as discussed below in section G.2.

1. Votes Necessary for a Class to Accept the Plan

A class of claims accepts the Plan if both of the following occur: (1) the holders of more than one-half of the allowed claims in the class, who vote, cast their votes to accept the Plan, and (2) the holders of at least two-thirds in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

A class of equity interests accepts the Plan if the holders of at least two-thirds in amount of the allowed equity interests in the class, who vote, cast their votes to accept the Plan.

2. Treatment of Nonaccepting Classes

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm

the Plan if the nonaccepting classes are treated in the manner prescribed by Code § 1129(b). A Plan that binds nonaccepting classes is commonly referred to as a "cram down" plan. The Code allows the Plan to bind nonaccepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of Code § 1129(a)(8), does not "discriminate unfairly," and is "fair and equitable" toward each impaired class that has not voted to accept the Plan.

You should consult your own attorney if a "cramdown" confirmation will affect your claim or equity interest, as the variations on this general rule are numerous and complex.

H. Liquidation Analysis

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest holders would receive through any Chapter 7 liquidation. This is often referred to as the "Best Interests Test".

In a Chapter 7 case, the Debtor's assets are usually sold by a Chapter 7 trustee. Secured Creditors are paid first from the sales proceeds of properties on which the Secured Creditors have liens. Administrative Expense Claims are paid next. Next, Unsecured Creditors are paid from any remaining sales proceeds, according to their rights to priority. Unsecured Creditors with the same priority share in proportion to the amount of their allowed Unsecured Claims. Finally, Interest holders receive the balance that remains after all Creditors are paid, if any.

For the Court to be able to confirm this Plan, the Court must find that all Creditors and Interest holders who do not accept the Plan will receive at least as much under the Plan as such holders would receive under any Chapter 7 liquidation. Since the Plan here provides for the liquidation of all of the Debtor's assets, like in a hypothetical Chapter 7, the primary reason this Plan is that it is in the Best Interests of all creditors because the Debtor believes it will be able to distribute more money faster to more classes of creditors than the delay inevitable with the administration of a Chapter 7 case.

In a hypothetical Chapter 7 case, the case would be administered by a Chapter 7 Trustee who in all likelihood would not be able to make any distributions for an extended period of time, due to the existing rules and regulations imposed on Chapter 7 Trustees by the Office of the United States Trustee, and the Bankruptcy Code and Rules. Based on these facts, the Debtor maintains that this requirement is met here for the following reasons.

The Debtor believes it will have enough cash on hand on the Effective Date of the Plan to pay those claims that need to be paid on the Effective Date.

I. No Need to Show Ability to Make Future Plan Payments And Operate Without Further Reorganization

Pursuant to Code §1129(a)(11), the Debtor must show that it will have enough cash over the life of the Plan to make the required Plan payments, unless the Debtor's Plan proposes to

liquidate its assets. Since the Debtor's Plan herein proposes such liquidation of its assets, and does not propose future business operations, there is no need to provide projections of future income and expenses, or other similar financial information.

VIII. EFFECT OF CONFIRMATION OF PLAN

A. Discharge

Pursuant to Code §1141(d)(3), since the Debtor is seeking to liquidate all of its assets and will not engage in business after consummation of the Plan, the Debtor will not be seeking a discharge of debts under Code §1141(d)(1).

B. Binding Effect

The provisions of the Plan, the Confirmation Order, and any associated findings of fact or conclusions of law shall bind the Debtor, any entity acquiring property under the Plan, and any Creditor of the Debtor, whether or not the Claim of such Creditor is impaired under the Plan and whether or not such Creditor has accepted the Plan.

C. Vesting of Property

Confirmation of the Plan vests all of the property of the Debtor's Chapter 11 estate, including Causes of Action, in the Debtor and/or the Committee, subject only to such liens, encumbrances, and security interests as are provided for in this Plan.

D. Miscellaneous

As of the Confirmation Date, the assets of the Debtor dealt with under the Plan shall be free and clear from any and all Claims or the holders of Claims, except as specifically provided otherwise in the Plan or the Confirmation Order. On the Confirmation Date, the Debtor shall be entitled to control its financial affairs without further order of the Bankruptcy Court and to use, acquire and distribute any of its property free of any restrictions of the Bankruptcy Code or the Bankruptcy Court, except as specifically provided otherwise in the Plan or Confirmation Order. The terms of the Plan shall supersede the terms of all prior orders entered by the Bankruptcy Court in the Bankruptcy Case and the terms of all prior stipulations and other agreements entered into by the Debtor with other parties in interest, except as specifically recognized in the Plan or the Confirmation Order.

E. Modification of The Plan

The Debtor, as the Plan Proponent, may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or revoting on the Plan. The Debtor may also seek to modify the Plan at any time after confirmation only if (1) the Plan has not been substantially consummated and (2) the Court authorizes the proposed modifications after notice and a hearing.

F. Final Decree

Once the estate has been fully administered, as provided in Rule 3022 of the Federal Rules of Bankruptcy Procedure, the Committee, or such other party as the Court shall designate in the Plan Confirmation Order, shall file a motion with the Court to obtain a final decree to close the case. Alternatively, the Court may enter such a final decree on its own motion.

IX. GENERAL PROVISIONS

A. Definitions and Rules of Construction

The definitions and rules of construction stated in Code §§ 101 and 102 apply when terms defined or construed in the Code are used in this Plan.

B. Captions and Headings

The article and section headings used in the Plan are for convenience and reference only, and they do not constitute a part of the Plan or in any manner affect the terms, provisions, or interpretations of the Plan.

C. Corporate Governance

Pursuant to Code § 1123(a)(6), the Articles of Organization and Bylaws of the corporate Debtor shall be amended, to the extent necessary and appropriate, to prohibit the issuance of nonvoting equity securities, and providing, as to the classes of securities possessing voting power, an appropriate distribution of such power among such classes.

D. Severability

Should any term or provision in the Plan be determined to be unenforceable, such determination shall in no way limit or affect the enforceability and operative effect of any other term or provision of the Plan; provided, however, that this provision shall not be applied or interpreted so as to defeat the primary purpose of this Plan, which is liquidation of the Debtor's assets and distribution of the proceeds thereof to payment of obligations to its Creditors according to the treatment afforded to their Claims under the Plan.

E. Governing Law

Except to the extent that the Bankruptcy Code or other provisions of federal law are applicable, the rights and obligations arising under the Plan in any documents, agreements, and instruments executed in connection with the Plan (except to the extent such documents, agreements and instruments designate otherwise) shall be governed by, and construed and enforced in accordance with, the laws of the State of Iowa.

F. Successors and Assigns

The rights and obligations of any entity named or referred to in the Plan shall be binding upon, and shall inure to the benefit of, the successors and assigns of such entity.

G. Plan Is Self Executing

The terms and provisions of this Plan are self-executing on the Effective Date.

H. Post-Confirmation Jurisdiction

The Bankruptcy Court shall retain jurisdiction over the Bankruptcy Case subsequent to the Confirmation Date to the fullest extent permitted under Section 1334 of Title 28 of the United States Code, including, without limitation, for the following purposes:

1. To determine any requests for subordination pursuant to the Plan and Bankruptcy Code §510, whether as part of an objection to Claim or otherwise;
2. To determine any motion for the sale of the Debtor's property, or to compel reconveyance of a lien against or interest in such property upon payment, in full, of a claim secured under the Plan;
3. To determine any and all proceedings related to allowance of Claims or objections to the allowance of Claims, including objections to the classification of any Claim and determination of any deficiency claim following any event of default under this Plan, and including, on an appropriate motion pursuant to Federal Rule of Bankruptcy Procedure 3008, reconsidering Claims that have been allowed or disallowed prior to the Confirmation Date;
4. To determine any and all applications of Professional Persons and any other fees and expenses authorized to be paid or reimbursed in accordance with the Bankruptcy Code or the Plan;
5. To determine any and all pending applications for the assumption or rejection of executory contracts, or for the assumption and assignment of unexpired leases to which the Debtor is a party or with respect to which the Debtor may be liable, and to hear and determine and, if necessary, liquidate any and all Claims arising therefrom;
6. To hear and determine any and all actions initiated by the Debtor or the Committee to collect, realize upon, reduce to judgment or otherwise liquidate any Causes of Action of the Debtor or the Committee, to the extent that such Causes of Action were property of the estate prior to the Effective Date;
7. To determine any and all applications, motions, adversary proceedings and contested or litigated matters whether pending before the Bankruptcy Court on the Confirmation Date or filed or instituted after the Confirmation Date, including, without limitation, proceedings under the Bankruptcy Code or other applicable law seeking to avoid and recover any transfer of an interest of the Debtor in property or of obligations incurred by the Debtor, or to exercise any rights pursuant to Bankruptcy Code Sections 506, 544-551, and 553;
8. To modify the Plan, or to remedy any defect or omission or reconcile any inconsistency in any order of the Bankruptcy Court (including the Confirmation Order), the Plan, or the disclosure statement in such manner as may be necessary to carry out the purposes and effects of the Plan;

9. To determine disputes regarding title of the property of the estate claimed to be property of the estate or of the Debtor whether as Debtor or Debtor In Possession, but not as to title to real property acquired after the Effective Date;
10. To ensure that the distributions to holders of Claims are accomplished in accordance with the provisions of the Plan;
11. To liquidate or estimate any undetermined Claim or interest;
12. To enter such orders as may be necessary to consummate and effectuate the operative provisions of the Plan, including actions to enjoin enforcement of Claims inconsistent with the terms of the Plan;
13. To hear and determine disputes concerning any event of default or alleged event of default under this Plan, as well as disputes concerning remedies upon any event of default, including but not limited to determination of the commercial reasonableness of the disposition of any collateral that is the subject of any liens granted under this Plan;
14. To hear any other matter not inconsistent with Chapter 11 of the Bankruptcy Code;
15. To enter a final decree closing the Bankruptcy Case;
16. To enter and implement such orders as may be appropriate in the event the Confirmation Order is for any reason stayed, reversed, revoked or vacated; and
17. To determine such other matters as may arise in connection with the Plan, the Disclosure Statement, or the Confirmation Order.

If the Bankruptcy Court abstains from exercising or declines to exercise jurisdiction, or is otherwise without jurisdiction, over any matter arising out of the Bankruptcy Case, this post-confirmation jurisdiction section shall have no effect upon and shall not control, prohibit, or limit the exercise of jurisdiction by any other court having competent jurisdiction with respect to such matter.

DATED: November 13, 2012

Respectfully submitted

By: /s/ Marc Ross
Marc Ross, Chief Restructuring Officer,
Harper Brush Works, Inc.

Prepared by:
Jeffrey D. Goetz, Esq., IS# 9999366
Bradshaw, Fowler, Proctor & Fairgrave, P.C.
801 Grand Avenue, Suite 3700
Des Moines, IA 50309-8004
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General Reorganization Counsel for
Harper Brush Works, Inc.,
Debtor and Debtor in Possession and Plan Proponent

EXHIBIT A – EXHIBIT A – LIST OF CURRENT AND FORMER OFFICERS, DIRECTORS
AND SHAREHOLDERS

Exhibit A

Name	# of Shares	Officer	Director	Former
Bonny J. Adams	81,780			
Kelsy Harper Adams	2,500			
Gayle Bray		Asst. Secretary	Director	
Rachel L. Cline	500			
Ryan A. Cline	500			
Steve Fraser				Former Board Member/Chairman
G. Robert Gey		Board Member	Director	
Brady Gros				Former Board Member/CEO
Harper Family Trust	26,222			
Adam J. Harper	8,056			
Barry D. Harper	40,300			Former Board Member/Shareholder
David W. Harper	10,000	Chairman	Director	
Gregory K. Harper	2,500			
Jeffrey P. Harper	2,500			
Jennifer A. Harper	5,000			
John S. Harper	62,221			
Joyce P. Harper	5,000			
Marjolaine J. Harper	5,000			
Robert W. Harper	107,336			
Sandra Sue Harper Re	7,222			
Sally L. Harper	4,050			
Scott A. Harper	18,555			
Simon M. Harper	8,056			
Stephanie M. Harper	2,500			
Timothy D. Harper	2,500			
William K. Harper				Former Boardmember/shareholder
Jill A. Heppner	18,555			
Sara K. Holley	3,500			
Paula K. Howard	5,300			
Robert M. Johnson	8,924	Treasurer		
Carol A. Jones	5,300			
Beverly A. Long Trust	78,611			
Jon Mark Long	1,500			
Sandra D. Long	9,500			
Stanley D. and Donna	102,111			
Stephen D. Long	1,500			
Susan B. Long	8,500	Asst. Treasurer	Director	
Katherine Reed McAlli	556			
Kristin A. Mlnarik	3,500			
Hal Reed and Mary Be	5,670			
Mark E. Rice	10,556			
Marc B. Ross		Chief Restructuring Officer		
Sarah Sue Rice	10,556			
SBH Trust	87,430			
Diana Spates		Secretary		
Kimberlie A. Stanton	22,965			
Scott Stanton	23,004			

EXHIBIT B - BANKRUPTCY CASE DOCKET AS OF OCTOBER 27, 2012

U.S. Bankruptcy Court
Southern District of Iowa - Database (Des Moines)
Bankruptcy Petition #: 12-01757-als11

Date filed: 05/29/2012

Assigned to: Judge Anita L. Shodeen
Chapter 11
Voluntary
Asset

Debtor

Harper Brush Works, Inc.
400 N. 2nd Street
Fairfield, IA 52556
JEFFERSON-IA
Tax ID / EIN: 39-1910028
dba Harper Brush

represented by **Donald F. Neiman**

801 Grand Avenue
Ste 3700
Des Moines, IA 50309-8004
(515) 246-5877
Fax : (515) 246-5808
Email: neiman.donald@bradshawlaw.com

Jeffrey D Goetz

801 Grand Ave, Ste 3700
Des Moines, IA 50309-8004
(515) 246-5817
Fax : (515) 246-5808
Email: bankruptcyfile@bradshawlaw.com

U.S. Trustee

United States Trustee
Federal Bldg, Room 793
210 Walnut Street
Des Moines, IA 50309
(515) 284-4982

represented by **James L Snyder**

Federal Bldg Room 793
210 Walnut St
Des Moines, IA 50309
(515) 284-4982
Email: USTPRegion12.DM.ECF@usdoj.gov

Cred. Comm. Chair

Jim Monahan
202 North Oak Street
Arcola, IL 61910
217-268-5755

Creditor Committee

Official Committee of Unsecured Creditors

represented by **Joseph A Peiffer**

PO Box 2877
Cedar Rapids, IA 52406-2877
(319) 365-0437
Fax : (319) 365-5866
Email: joep@drpjlaw.com

Richard S Lauter

311 South Wacker Dr
Ste 3000
Chicago, IL 60606
(312) 360-6000
Fax : (312) 360-6520

Email: rlauter@freebornpeters.com**Thomas R Fawkes**

311 S Wacker Dr

Ste 3000

Chicago, IL 60606

(312) 360-6000

Fax : (312) 360-6520

Email: tfawkes@freebornpeters.com

Filing Date	#	Docket Text
05/29/2012	1	Chapter 11 Voluntary Petition Fee Amount \$ 1046 Filed by Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012		Receipt of Voluntary Petition (Chapter 11)(12-01757-11) [court,volp11] (1046.00) Filing Fee. Receipt number 2483476. Fee amount 1046.00. (U.S. Treasury) (Entered: 05/29/2012)
05/29/2012	2	Corporate Resolution Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	3	Disclosure of Compensation of Attorney for Debtor Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	4	Application to Employ Professional Person Donald F. Neiman, Esq.; Jeffrey D. Goetz, Esq.; and Bradshaw, Fowler, Proctor & Fairgrave, P.C. Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	5	Notice of Bar Date for Objections (RE: related document(s) 4 Application to Employ Professional Person Donald F. Neiman, Esq.; Jeffrey D. Goetz, Esq.; and Bradshaw, Fowler, Proctor & Fairgrave, P.C. filed by Debtor Harper Brush Works, Inc.) Objections Due By 06/19/2012. (acc) (Entered: 05/29/2012)
05/29/2012	6	<i>Motion for Order Approving Restructuring Engagement Agreement between the Debtor and its Chief Restructuring Officer</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	7	Error: Document Incomplete. <i>Motion Regarding Chapter 11 First Day Motions Emergency and ExParte Motion for Order Approving and Authorizing Payment of Pre-Petition Wages and Salaries of Essential Employees</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) Modified on 5/29/2012 (mcn). (Entered: 05/29/2012)

05/29/2012	8	Motion Regarding Chapter 11 First Day Motions <i>for Order Permitting the Debtor to Honor Workers' Compensation Programs and Pay Insurance Obligations</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	9	Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Contractors in Satisfaction of Liens</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	10	Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Customs Duties and Certain Pre-Petition Claims of Shippers, Freight Handlers and Warehousemen</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012		Corrective Entry Emergency and Ex Parte Motion for Order Approving and Authorizing Payment of Pre-Petition Wages and salaries of Essential Employees Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 7 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	11	Motion Regarding Chapter 11 First Day Motions <i>Motion for Order Authorizing Payment of Sales and Use Taxes</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	12	Motion Regarding Chapter 11 First Day Motions <i>for an Order (A) Prohibiting the Utility Companies from Altering, Refusing or Discontinuing Services to or Discriminating Against, the Debtor; and (b) Deeming the Utility Companies Adequately Assured of Future Payment Pursuant to Section 366 of the Bankruptcy Code</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	13	Motion to Appear Pro Hac Vice Filed by Lisa E Dade on behalf of UMB Bank, n.a.. (Dade, Lisa) (Entered: 05/29/2012)
05/29/2012	14	Notice of Appearance and Request for Notice Filed by Lisa E Dade on behalf of UMB Bank, n.a...(Dade, Lisa) (Entered: 05/29/2012)
05/29/2012	15	Motion Regarding Chapter 11 First Day Motions <i>for Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)

05/29/2012		Corrective Entry <i>Emergency and Ex Parte Motion for Order Approving and Authorizing Payment of Pre-Petition Wages and Salaries of Essential Employees</i> Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 7 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., Corrective Entry filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	16	Motion Regarding Chapter 11 First Day Motions <i>Emergency and Ex Parte Motion for Order Approving and Authorizing Payment of Pre-Petition Wages and Salaries of Essential Employees</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	17	Motion Regarding Chapter 11 First Day Motions <i>Emergency and Ex Parte Motion for Order Authorizing Interim Use of Cash Collateral and Providing Post-Petition Liens</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 05/29/2012)
05/29/2012	18	Hearing Scheduled (RE: related document(s) 9 Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Contractors in Satisfaction of Liens</i> filed by Debtor Harper Brush Works, Inc., 10 Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Customs Duties and Certain Pre-Petition Claims of Shippers, Freight Handlers and Warehouseurs</i> filed by Debtor Harper Brush Works, Inc., 17 Motion Regarding Chapter 11 First Day Motions <i>Emergency and Ex Parte Motion for Order Authorizing Interim Use of Cash Collateral and Providing Post-Petition Liens</i> filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 6/4/2012 at 01:30 PM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 05/29/2012)
		Hearing Scheduled (RE: related document(s) 6 Motion <i>for Order Approving Restructuring Engagement Agreement between the Debtor and its Chief Restructuring Officer</i> filed by Debtor Harper Brush Works, Inc., 8 Motion Regarding Chapter 11 First Day Motions <i>for Order Permitting the Debtor to Honor Workers' Compensation Programs and Pay Insurance Obligations</i> filed by Debtor Harper Brush Works, Inc., 11 Motion Regarding Chapter 11 First Day Motions <i>Motion for Order Authorizing Payment of Sales and Use Taxes</i> filed by Debtor Harper Brush Works, Inc., 12 Motion Regarding Chapter 11 First Day Motions <i>for an Order (A) Prohibiting the Utility Companies from Altering, Refusing or Discontinuing Services to or Discriminating Against, the Debtor; and (b) Deeming the Utility Companies Adequately Assured of F</i> filed by Debtor Harper Brush Works, Inc., 15 Motion Regarding Chapter 11 First Day Motions <i>for Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals</i> filed by Debtor Harper Brush Works, Inc., 17 Motion

05/29/2012	19	<i>Regarding Chapter 11 First Day Motions Emergency and Ex Parte Motion for Order Authorizing Interim Use of Cash Collateral and Providing Post-Petition Liens filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 6/14/2012 at 10:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 05/29/2012)</i>
05/29/2012	20	Docket Text Only Order Regarding Service of Notice and Orders for Hearing. Pursuant to the status conference conducted by telephone on May 29, 2012 at 3:00 p.m. with Mr. Jeffrey Goetz, Debtors Counsel; Attorney for UMB Bank, N.A., Ms. Lisa Dade and Mr. James Snyder, Assistant U.S. Trustee to discuss the pending Motions and scheduling issues, it is hereby Ordered that the Notices and Orders for Hearing (DN 18 and DN 19) on the First Day Motions filed on behalf of the Debtor shall be served by Debtors counsel on all secured creditors, taxing authorities and the 20 largest unsecured creditors. A certificate of service shall be filed related to these items no later than May 31, 2012. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (related document(s) 18 Hearing Set, 19 Hearing Set) (kmp) (Entered: 05/29/2012)
05/30/2012	21	Docket Text Order Regarding Motion to Appear Pro Hac Vice (Lisa E. Dade). Having reviewed the motion and having determined it complies with applicable federal statutes and rules, the Court hereby Orders that: The motion is granted. As required by any applicable federal rule or statute, the filer shall serve this order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 13). (kmp) (Entered: 05/30/2012)
05/31/2012	22	Proposed Consent Order Disposing of Pending Matter Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 16 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 05/31/2012)
05/31/2012	23	Consent Order Regarding Chapter 11 First Day Motions (Related Doc # 16). (RE: related document(s) 22 Proposed Consent Order Disposing of Pending Matter filed by Debtor Harper Brush Works, Inc.). (kmp) (Entered: 05/31/2012)
05/31/2012	24	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 9 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 10 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Neiman, Donald) (Entered: 05/31/2012)

05/31/2012	25	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 6 Motion filed by Debtor Harper Brush Works, Inc., 8 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 9 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 10 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 11 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 12 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 16 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 18 Hearing Set, 19 Hearing Set). (Neiman, Donald) (Entered: 05/31/2012)
05/31/2012	26	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 12 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Neiman, Donald) (Entered: 05/31/2012)
05/31/2012	27	BNC Certificate of Mailing No. of Notices: 304. Notice Date 05/31/2012. (Related Doc # 5) (Admin.) (Entered: 05/31/2012)
05/31/2012	28	BNC Certificate of Mailing No. of Notices: 303. Notice Date 05/31/2012. (Related Doc # 18) (Admin.) (Entered: 05/31/2012)
06/01/2012	29	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 9 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 06/01/2012)
06/01/2012	30	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 10 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 06/01/2012)
06/01/2012	31	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 06/01/2012)
06/02/2012	32	BNC Certificate of Mailing No. of Notices: 303. Notice Date 06/02/2012. (Related Doc # 23) (Admin.) (Entered: 06/02/2012)
06/04/2012	33	Minute Order Regarding Chapter 11 First Day Motions (Related Doc # 9). (RE: related document(s) 29 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 06/04/2012)
06/04/2012	34	Minute Order Regarding Chapter 11 First Day Motions (Related Doc # 10). (RE: related document(s) 30 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 06/04/2012)
		Minute Order Regarding Chapter 11 First Day Motions (Related

06/04/2012	35	Doc # 17). (RE: related document(s) 31 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 06/04/2012)
06/04/2012	36	Hearing Continued or Rescheduled (RE: related document(s) 9 Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Contractors in Satisfaction of Liens</i> filed by Debtor Harper Brush Works, Inc., 10 Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Customs Duties and Certain Pre-Petition Claims of Shippers, Freight Handlers and Warehouse</i> s filed by Debtor Harper Brush Works, Inc., 29 Objection filed by Creditor UMB Bank, n.a., 30 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 6/14/2012 at 10:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 06/04/2012)
06/05/2012	37	Meeting of Creditors 341(a) meeting to be held on 7/2/2012 at 02:00 PM at Des Moines Room 783 Federal Building.Proofs of Claims due by 10/1/2012. (bam) (Entered: 06/05/2012)
06/05/2012	38	Proposed Consent Order Disposing of Pending Matter Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 06/05/2012)
06/06/2012	39	Consent Order Regarding Chapter 11 First Day Motions: Interim Use of Cash Collateral and Providing Post Petition Liens (Related Doc # 17). (RE: related document(s) 31 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 06/06/2012)
06/06/2012	40	BNC Certificate of Mailing No. of Notices: 303. Notice Date 06/06/2012. (Related Doc # 36) (Admin.) (Entered: 06/06/2012)
06/06/2012	41	BNC Certificate of Mailing No. of Notices: 303. Notice Date 06/06/2012. (Related Doc # 33) (Admin.) (Entered: 06/06/2012)
06/06/2012	42	BNC Certificate of Mailing No. of Notices: 304. Notice Date 06/06/2012. (Related Doc # 35) (Admin.) (Entered: 06/06/2012)
06/07/2012	43	BNC Certificate of Mailing - Meeting of Creditors No. of Notices: 303. Notice Date 06/07/2012. (Related Doc # 37) (Admin.) (Entered: 06/07/2012)
06/07/2012	44	BNC Certificate of Mailing No. of Notices: 303. Notice Date 06/07/2012. (Related Doc # 34) (Admin.) (Entered: 06/07/2012)
06/08/2012	45	Amended Motion(related document(s) 6 Motion filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/08/2012)

06/08/2012	46	BNC Certificate of Mailing No. of Notices: 304. Notice Date 06/08/2012. (Related Doc # 39) (Admin.) (Entered: 06/08/2012)
06/11/2012	47	Notice of Appearance and Request for Notice Filed by Steven A Ginther on behalf of Missouri Department of Revenue..(Ginther, Steven) (Entered: 06/11/2012)
06/11/2012	48	Notice of Appearance and Request for Notice Filed by Jon P Sullivan on behalf of Iowa State Bank and Trust Company.. (Sullivan, Jon) (Entered: 06/11/2012)
06/11/2012	49	Error: Incorrect docket code. Document <i>Notice of Association of Co-Counsel for Debtor</i> Filed by Debtor Harper Brush Works, Inc.. (Neiman, Donald) Modified on 6/11/2012 (bam). (Entered: 06/11/2012)
06/11/2012		<i>Corrective Entry Incorrect docket code.</i> Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 49 Document filed by Debtor Harper Brush Works, Inc.). (bam) (Entered: 06/11/2012)
06/11/2012	50	Notice of Appearance and Request for Notice Filed by Donald F. Neiman on behalf of Harper Brush Works, Inc...(Neiman, Donald) (Entered: 06/11/2012)
06/11/2012	51	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 8 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 06/11/2012)
06/11/2012	52	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 11 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 06/11/2012)
06/11/2012	53	List of Exhibits Filed by Creditor UMB Bank, n.a. (RE: related document(s) 29 Objection filed by Creditor UMB Bank, n.a., 30 Objection filed by Creditor UMB Bank, n.a., 31 Objection filed by Creditor UMB Bank, n.a., 51 Objection filed by Creditor UMB Bank, n.a., 52 Objection filed by Creditor UMB Bank, n.a.). (Dade, Lisa) Modified on 6/11/2012 (bam). Added relationship to 9 Motion Regarding Chapter 11 First Day Motions for Order Authorizing Payment of Contractors in Satisfaction of Liens (Entered: 06/11/2012)
		List of Witnesses Filed by Creditor UMB Bank, n.a. (RE: related document(s) 29 Objection filed by Creditor UMB Bank, n.a., 30 Objection filed by Creditor UMB Bank, n.a., 31 Objection filed by Creditor UMB Bank, n.a., 51 Objection filed by Creditor UMB Bank, n.a., 52 Objection filed by Creditor UMB Bank, n.a.). (Dade, Lisa) Modified on 6/11/2012 (bam). Added relationship to 9 Motion Regarding Chapter 11 First Day Motions for Order

06/11/2012	54	Authorizing Payment of Contractors in Satisfaction of Liens (Entered: 06/11/2012)
06/11/2012	55	Withdrawal of Document other than Proof of Claim Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 10 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 06/11/2012)
06/11/2012	56	List of Exhibits/Witnesses Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 6 Motion filed by Debtor Harper Brush Works, Inc., 8 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 11 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 12 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 36 Hearing Cont/Resched). (Goetz, Jeffrey) (Entered: 06/11/2012)
06/11/2012	57	Amended Motion(related document(s) 17 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/11/2012)
06/11/2012	58	Creditor Request for Notice Filed by Creditor GE Capital Information Technology Solutions, Inc. (mcn) (Entered: 06/12/2012)
06/12/2012	59	Amended Motion(related document(s) 9 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/12/2012)
06/13/2012	60	Notice of Appearance and Request for Notice Filed by Frank A Anderson on behalf of Pension Benefit Guaranty Corporation.. (Attachments: # 1 Certificate of Service)(Anderson, Frank) (Entered: 06/13/2012)
06/13/2012	61	Application to Employ Professional Person Gerald T. Shekleton and Husch Blackwell LLP Law Firm, Special Patent and Trademark Counsel Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012	62	Amended Motion(related document(s) 8 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
		Notice of Appearance and Request for Notice Filed by Craig R.

06/13/2012	63	Foss on behalf of HCM Plastics, Inc...(Foss, Craig) (Entered: 06/13/2012)
06/13/2012	64	Amended Motion(related document(s) 11 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012	65	Amended 20 Largest Unsecured Creditors Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012	66	Notice of Bar Date for Objections (RE: related document(s) 61 Application to Employ Professional Person Gerald T. Shekleton and Husch Blackwell LLP Law Firm, Special Patent and Trademark Counsel filed by Debtor Harper Brush Works, Inc.) Objections Due By 07/04/2012. (amcn) (Entered: 06/13/2012)
06/13/2012	67	Amended Statement of Financial Affairs Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012	68	Amended Schedules G, Equity Security Holders Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012	69	Amended Schedules D F Requiring Filing Fee; Fee Amount \$ 30 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/13/2012)
06/13/2012		Receipt of Amended Schedule Requiring Filing Fee(12-01757-als11) [misc,amdschff] (30.00) Filing Fee. Receipt number 2497361. Fee amount 30.00. (U.S. Treasury) (Entered: 06/13/2012)
06/14/2012	70	Notice of Appearance and Request for Notice Filed by Thomas L Flynn on behalf of Holmes Murphy & Associates, Inc., Iowa Economic Development Authority..(Flynn, Thomas) (Entered: 06/14/2012)
06/14/2012	71	Notice Appointing Creditor Committee Filed by U.S. Trustee United States Trustee. (Snyder, James) (Entered: 06/14/2012)
06/14/2012	72	Minute Order Granting Amended Motion for Order Approving Restructuring Engagement Agreement between the Debtor and its Chief Restructuring Officer (Related Doc # 45),.(Related Doc # 6). (kmp) (Entered: 06/14/2012)
06/14/2012	73	Minute Order (related document(s) 8 Chapter 11 First Day Motions, 51 Objection, 62 Amended Motion) Hearing scheduled 7/2/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1.(kmp) (Entered: 06/14/2012)

06/15/2012	74	Minute Order (related document(s) 9 Chapter 11 First Day Motions, 29 Objection, 59 Amended Motion). Hearing scheduled 7/2/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1.(kmp) (Entered: 06/15/2012)
06/15/2012	75	Minute Order (related document(s) 11 Chapter 11 First Day Motions, 52 Objection, 64 Amended Motion) Hearing scheduled 7/2/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1.(kmp) (Entered: 06/15/2012)
06/15/2012	76	Minute Order Granting Chapter 11 First Day Motions (Related Doc # 12). (kmp) (Entered: 06/15/2012)
06/15/2012	77	Minute Order Granting Chapter 11 First Day Motions (Related Doc # 15). (kmp) (Entered: 06/15/2012)
06/15/2012	78	Minute Order Regarding (related document(s) 17 Chapter 11 First Day Motions, 31 Objection, 57 Amended Motion) Hearing scheduled 7/2/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 06/15/2012)
06/15/2012	79	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 37 Notice of Meeting of Creditors). (Goetz, Jeffrey) (Entered: 06/15/2012)
06/15/2012	80	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 12 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 76 Order on Chapter 11 First Day Motions). (Goetz, Jeffrey) (Entered: 06/15/2012)
06/15/2012	81	BNC Certificate of Mailing No. of Notices: 306. Notice Date 06/15/2012. (Related Doc # 66) (Admin.) (Entered: 06/15/2012)
06/16/2012	82	BNC Certificate of Mailing No. of Notices: 21. Notice Date 06/16/2012. (Related Doc # 72) (Admin.) (Entered: 06/16/2012)
06/16/2012	83	BNC Certificate of Mailing No. of Notices: 22. Notice Date 06/16/2012. (Related Doc # 73) (Admin.) (Entered: 06/16/2012)
06/17/2012	84	BNC Certificate of Mailing No. of Notices: 316. Notice Date 06/17/2012. (Related Doc # 71) (Admin.) (Entered: 06/17/2012)
06/17/2012	85	BNC Certificate of Mailing No. of Notices: 22. Notice Date 06/17/2012. (Related Doc # 74) (Admin.) (Entered: 06/17/2012)
06/17/2012	86	BNC Certificate of Mailing No. of Notices: 22. Notice Date 06/17/2012. (Related Doc # 75) (Admin.) (Entered: 06/17/2012)

06/17/2012	87	BNC Certificate of Mailing No. of Notices: 24. Notice Date 06/17/2012. (Related Doc # 76) (Admin.) (Entered: 06/17/2012)
06/17/2012	88	BNC Certificate of Mailing No. of Notices: 22. Notice Date 06/17/2012. (Related Doc # 77) (Admin.) (Entered: 06/17/2012)
06/17/2012	89	BNC Certificate of Mailing No. of Notices: 22. Notice Date 06/17/2012. (Related Doc # 78) (Admin.) (Entered: 06/17/2012)
06/18/2012	90	Document <i>Correction to Appointment of Unsecured Creditors Committee</i> Filed by U.S. Trustee United States Trustee (RE: related document(s) 71 Notice Appointing Creditor Committee filed by U.S. Trustee United States Trustee). (Snyder, James) (Entered: 06/18/2012)
06/18/2012	91	Motion to Use Cash Collateral Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc. (Goetz, Jeffrey) (Entered: 06/18/2012)
06/18/2012	92	Motion to Continue Hearing(related document(s) 73 Minute Order, 74 Minute Order, 75 Minute Order, 78 Minute Order). Filed by Lisa E Dade, Jeffrey D Goetz on behalf of Harper Brush Works, Inc., UMB Bank, n.a.. (Goetz, Jeffrey) (Entered: 06/18/2012)
06/18/2012	93	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 06/18/2012)
06/20/2012	94	Proposed Consent Order Amending Entered Order Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 57 Amended Motion filed by Debtor Harper Brush Works, Inc., 78 Minute Order). (Goetz, Jeffrey) (Entered: 06/20/2012)
06/20/2012	95	Minute Order (related document(s) 8 Chapter 11 First Day Motions, 9 Chapter 11 First Day Motions, 11 Chapter 11 First Day Motions, 17 Chapter 11 First Day Motions, 29 Objection, 31 Objection, 51 Objection, 52 Objection, 57 Amended Motion, 59 Amended Motion, 62 Amended Motion, 64 Amended Motion, 91 Motion to Use Cash Collateral, 92 Motion to Continue Hearing) Hearing scheduled 7/13/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1.(kmp) (Entered: 06/20/2012)
06/20/2012	96	Consent Order re: (related document(s) 17 Chapter 11 First Day Motions, 31 Objection, 57 Amended Motion, 94 Proposed Consent Order Amending Entered Order) (kmp) (Entered: 06/20/2012)
		Hearing Scheduled <i>FINAL</i> (RE: related document(s) 8 Motion

06/20/2012	97	Regarding Chapter 11 First Day Motions <i>for Order Permitting the Debtor to Honor Workers' Compensation Programs and Pay Insurance Obligations</i> filed by Debtor Harper Brush Works, Inc., 9 Motion Regarding Chapter 11 First Day Motions <i>for Order Authorizing Payment of Contractors in Satisfaction of Liens</i> filed by Debtor Harper Brush Works, Inc., 11 Motion Regarding Chapter 11 First Day Motions <i>Motion for Order Authorizing Payment of Sales and Use Taxes</i> filed by Debtor Harper Brush Works, Inc., 17 Motion Regarding Chapter 11 First Day Motions <i>Emergency and Ex Parte Motion for Order Authorizing Interim Use of Cash Collateral and Providing Post-Petition Liens</i> filed by Debtor Harper Brush Works, Inc., 29 Objection filed by Creditor UMB Bank, n.a., 31 Objection filed by Creditor UMB Bank, n.a., 51 Objection filed by Creditor UMB Bank, n.a., 52 Objection filed by Creditor UMB Bank, n.a., 57 Amended Motion(related document(s) 17 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). filed by Debtor Harper Brush Works, Inc., 59 Amended Motion(related document(s) 9 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). filed by Debtor Harper Brush Works, Inc., 62 Amended Motion(related document (s) 8 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). filed by Debtor Harper Brush Works, Inc., 64 Amended Motion(related document(s) 11 Chapter 11 First Day Motions filed by Harper Brush Works, Inc.). filed by Debtor Harper Brush Works, Inc., 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 7/13/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 06/20/2012)
06/21/2012	98	Monthly Report of Operations for Filing Period 5/31/2012 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/21/2012)
06/22/2012	99	BNC Certificate of Mailing No. of Notices: 7. Notice Date 06/22/2012. (Related Doc # 95) (Admin.) (Entered: 06/22/2012)
06/22/2012	100	BNC Certificate of Mailing No. of Notices: 2. Notice Date 06/22/2012. (Related Doc # 96) (Admin.) (Entered: 06/22/2012)
06/22/2012	101	BNC Certificate of Mailing No. of Notices: 6. Notice Date 06/22/2012. (Related Doc # 97) (Admin.) (Entered: 06/22/2012)
06/26/2012	102	Application to Employ Professional Person Freeborn & Peters LLP as Counsel Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors. (Attachments: # 1 Affidavit) (Lauter, Richard) (Entered: 06/26/2012)
06/26/2012	103	Notice of Appearance and Request for Notice Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors.. (Lauter, Richard) (Entered: 06/26/2012)

06/26/2012	104	Motion to Appear Pro Hac Vice Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors. (Lauter, Richard) (Entered: 06/26/2012)
06/26/2012	105	Notice of Appearance and Request for Notice Filed by Thomas R Fawkes on behalf of Official Committee of Unsecured Creditors.. (Fawkes, Thomas) (Entered: 06/26/2012)
06/26/2012	106	Motion to Appear Pro Hac Vice Filed by Thomas R Fawkes on behalf of Official Committee of Unsecured Creditors. (Fawkes, Thomas) (Entered: 06/26/2012)
06/27/2012	107	Notice of Appearance and Request for Notice Filed by Joseph A Peiffer on behalf of Official Committee of Unsecured Creditors.. (Peiffer, Joseph) (Entered: 06/27/2012)
06/27/2012	108	Notice of Bar Date for Objections (RE: related document(s) 102 Application to Employ Professional Person Freeborn & Peters LLP as Counsel filed by Creditor Committee Official Committee of Unsecured Creditors) Objections Due By 07/18/2012. (acc) (Entered: 06/27/2012)
06/27/2012	109	Docket Text Order Regarding Motion to Appear Pro Hac Vice (Richard S. Lauter). Having reviewed the motion and having determined it complies with applicable federal statutes and rules, the Court hereby Orders that: The motion is granted. As required by any applicable federal rule or statute, the filer shall serve this order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 104). (kmp) (Entered: 06/27/2012)
06/27/2012	110	Docket Text Order Regarding Motion to Appear Pro Hac Vice (Thomas R. Fawkes). Having reviewed the motion and having determined it complies with applicable federal statutes and rules, the Court hereby Orders that: The motion is granted. As required by any applicable federal rule or statute, the filer shall serve this order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 106). (kmp) (Entered: 06/27/2012)
06/27/2012	111	Application to Employ Professional Person Michael Pellegrino, IP Expert Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/27/2012)
		Notice of Bar Date for Objections (RE: related document(s) 111 Application to Employ Professional Person Michael Pellegrino, IP Expert filed by Debtor Harper Brush Works, Inc.) Objections Due

06/27/2012	112	By 07/18/2012. (accc) (Entered: 06/27/2012)
06/28/2012	113	Application to Employ Professional Person Day Rettig Peiffer, P.C., Local Counsel Filed by Joseph A Peiffer on behalf of Official Committee of Unsecured Creditors. (Attachments: # 1 Affidavit of Proposed Local Counsel) (Peiffer, Joseph) (Entered: 06/28/2012)
06/28/2012	114	Motion to Obtain Secured Credit Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 06/28/2012)
06/29/2012	115	Notice of Bar Date for Objections (RE: related document(s) 113 Application to Employ Professional Person Day Rettig Peiffer, P.C., Local Counsel filed by Creditor Committee Official Committee of Unsecured Creditors) Objections Due By 07/20/2012. (accc) (Entered: 06/29/2012)
06/29/2012	116	Hearing Scheduled (RE: related document(s) 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 7/13/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 06/29/2012)
06/29/2012	117	Error: Document incomplete. See Docket Event #118. Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 116 Hearing Set). (Goetz, Jeffrey) Modified on 6/29/2012 (ccc). (Entered: 06/29/2012)
06/29/2012		Corrective Entry incomplete filing Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 117 Certificate Of Service filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 06/29/2012)
06/29/2012	118	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 116 Hearing Set). (Goetz, Jeffrey) (Entered: 06/29/2012)
06/29/2012	119	BNC Certificate of Mailing No. of Notices: 328. Notice Date 06/29/2012. (Related Doc # 108) (Admin.) (Entered: 06/29/2012)
06/29/2012	120	BNC Certificate of Mailing No. of Notices: 329. Notice Date 06/29/2012. (Related Doc # 112) (Admin.) (Entered: 06/29/2012)
07/01/2012	121	BNC Certificate of Mailing No. of Notices: 329. Notice Date 07/01/2012. (Related Doc # 115) (Admin.) (Entered: 07/01/2012)
07/01/2012	122	BNC Certificate of Mailing No. of Notices: 329. Notice Date 07/01/2012. (Related Doc # 116) (Admin.) (Entered: 07/01/2012)

07/03/2012	123	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 61 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 07/03/2012)
07/03/2012	124	Docket Text Only Order Regarding Application to Employ Professional Persons Donald F. Neiman, Jeffrey D. Goetz and Bradshaw, Fowler, Proctor & Fairgrave, P.C. There being no timely objection to the motion and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional Persons under the terms set forth in the Application. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 4). (mrw) (Entered: 07/03/2012)
07/05/2012	125	Hearing Scheduled (RE: related document(s) 61 Application to Employ Professional Person Gerald T. Shekleton and Husch Blackwell LLP Law Firm, Special Patent and Trademark Counsel filed by Debtor Harper Brush Works, Inc., 123 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 7/13/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1. (bkw) (Entered: 07/05/2012)
07/05/2012	126	Court's Certificate of Service by Mail. Parties Served: <i>Whitley Monahan Handle Co, 202 North Oak Street, Arcola, Illinois 61910, and SourceCut Industries, Inc., 51149 Whitetail Rd, Osseo, Wisconsin 54758, and Temp Associates-Burlington, Inc., P.O. Box 1061, Muscatine, Iowa 52761, and Fairfield Economic Development, 204 West Broadway, Fairfield, Iowa, 52556 and Prologis Industrial, 222 North LaSalle Street, Suite 800, Chicago, Illinois 60601</i> (RE: related document(s) 125 Hearing Set) (bkw) (Entered: 07/05/2012)
07/07/2012	127	BNC Certificate of Mailing No. of Notices: 1. Notice Date 07/07/2012. (Related Doc # 125) (Admin.) (Entered: 07/07/2012)
07/09/2012	128	Motion <i>Joint Motion to Extend Deadlines and Request for Additional Hearing Date</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc., Official Committee of Unsecured Creditors, UMB Bank, n.a., United States Trustee. (Goetz, Jeffrey) (Entered: 07/09/2012)
07/09/2012	129	Trustee Report of 341 Meeting Filed by U.S. Trustee United States Trustee (RE: related document(s) 37 Notice of Meeting of Creditors). (Snyder, James) (Entered: 07/09/2012)
		Order Regarding Joint Motion to Extend Deadlines and Request

07/09/2012	130	for Additional Hearing Date. (Related Doc # 128).(kmp) (Entered: 07/09/2012)
07/11/2012	131	Objection Filed by U.S. Trustee United States Trustee (RE: related document(s) 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc.) (Snyder, James) (Entered: 07/11/2012)
07/11/2012	132	List of Exhibits Filed by Creditor UMB Bank, n.a. (RE: related document(s) 116 Hearing Set). (Dade, Lisa) Modified on 7/11/2012 (mcn). Added relationship to 114 Motion to Obtain Secured Credit. (Entered: 07/11/2012)
07/11/2012	133	List of Witnesses Filed by Creditor UMB Bank, n.a. (RE: related document(s) 116 Hearing Set). (Dade, Lisa) Modified on 7/11/2012 (mcn). Added relationship to 114 Motion to Obtain Secured Credit. (Entered: 07/11/2012)
07/11/2012	134	Notice of Appearance and Request for Notice Filed by Mollie M Pawlosky on behalf of Franklin Capital Holdings, LLC, Hilco Industrial, LLC..(Pawlosky, Mollie) (Entered: 07/11/2012)
07/11/2012	135	Motion to Appear Pro Hac Vice Filed by Mollie M Pawlosky on behalf of Franklin Capital Holdings, LLC, Hilco Industrial, LLC. (Pawlosky, Mollie) (Entered: 07/11/2012)
07/11/2012	136	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc., 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 07/11/2012)
07/11/2012	137	Docket Text Order Regarding Motion to Appear Pro Hac Vice (Gary H. Leibowitz). Having reviewed the motion and having determined it complies with applicable federal statutes and rules, the Court hereby Orders that: The motion is granted. As required by any applicable federal rule or statute, the filer shall serve this order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 135). (kmp) (Entered: 07/11/2012)
07/11/2012	138	List of Witnesses Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 116 Hearing Set). (Lauter, Richard) Modified on 7/12/2012 (mcn). Added relationship to 114 Motion to Obtain Secured Credit (Entered: 07/11/2012)
		Joinder Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 91 Motion to Use


07/11/2012	139	Cash Collateral filed by Debtor Harper Brush Works, Inc.). (Lauter, Richard) (Entered: 07/11/2012)
07/11/2012	140	Amended Motion(related document(s) 114 Motion to Obtain Secured Credit filed by Harper Brush Works, Inc.). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Attachments: # 1 Exhibit Hilco Loan Docs# 2 Exhibit Franklin Loan Docs) (Goetz, Jeffrey) (Entered: 07/11/2012)
07/11/2012	141	Brief/Memorandum Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 140 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/11/2012)
07/11/2012	142	List of Exhibits/Witnesses Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 57 Amended Motion filed by Debtor Harper Brush Works, Inc., 59 Amended Motion filed by Debtor Harper Brush Works, Inc., 62 Amended Motion filed by Debtor Harper Brush Works, Inc., 64 Amended Motion filed by Debtor Harper Brush Works, Inc., 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc., 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 140 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/11/2012)
07/11/2012	143	Objection Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 140 Amended Motion filed by Debtor Harper Brush Works, Inc.) (Lauter, Richard) (Entered: 07/11/2012)
07/11/2012	144	BNC Certificate of Mailing No. of Notices: 8. Notice Date 07/11/2012. (Related Doc # 130) (Admin.) (Entered: 07/11/2012)
07/12/2012	145	Application to Employ Professional Person MorrisAnderson as Financial Advisor Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors. (Attachments: # 1 Exhibit A) (Lauter, Richard) (Entered: 07/12/2012)
07/13/2012	146	Notice of Bar Date for Objections (RE: related document(s) 145 Application to Employ Professional Person MorrisAnderson as Financial Advisor filed by Creditor Committee Official Committee of Unsecured Creditors) Objections Due By 08/03/2012. (abkw) (Entered: 07/13/2012)
07/15/2012	147	BNC Certificate of Mailing No. of Notices: 337. Notice Date 07/15/2012. (Related Doc # 146) (Admin.) (Entered: 07/15/2012)
		Request for Digital CD Recording Fee Amount \$30 Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 97 Hearing Set, 114 Motion to Obtain Secured Credit filed by Debtor

07/16/2012	148	Harper Brush Works, Inc., 116 Hearing Set, 125 Hearing Set, 128 Motion filed by U.S. Trustee United States Trustee, Creditor Committee Official Committee of Unsecured Creditors, Debtor Harper Brush Works, Inc., Creditor UMB Bank, n.a.). (Goetz, Jeffrey) (Entered: 07/16/2012)
07/16/2012		Receipt of Request for Digital CD Recording(12-01757-als11) [misc,reqdigre] (30.00) Filing Fee. Receipt number 2522365. Fee amount 30.00. (U.S. Treasury) (Entered: 07/16/2012)
07/16/2012	149	Request for Digital CD Recording Fee Amount \$30 Filed by Creditor UMB Bank, n.a. (RE: related document(s) 97 Hearing Set). (Dade, Lisa) (Entered: 07/16/2012)
07/16/2012		Receipt of Request for Digital CD Recording(12-01757-als11) [misc,reqdigre] (30.00) Filing Fee. Receipt number 2522530. Fee amount 30.00. (U.S. Treasury) (Entered: 07/16/2012)
07/16/2012	150	Request for Digital CD Recording Fee Amount \$30 Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 97 Hearing Set, 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 116 Hearing Set, 125 Hearing Set, 128 Motion filed by U.S. Trustee United States Trustee, Creditor Committee Official Committee of Unsecured Creditors, Debtor Harper Brush Works, Inc., Creditor UMB Bank, n.a.). (Fawkes, Thomas) (Entered: 07/16/2012)
07/16/2012		Receipt of Request for Digital CD Recording(12-01757-als11) [misc,reqdigre] (30.00) Filing Fee. Receipt number 2522633. Fee amount 30.00. (U.S. Treasury) (Entered: 07/16/2012)
		Minute Order Regarding Amended Motion (Related Doc # 57)., Regarding Amended Motion (Related Doc # 59)., Regarding Application to Employ Professional Person (Related Doc # 61)., Regarding Amended Motion (Related Doc # 62)., Regarding Amended Motion (Related Doc # 64)., Regarding Chapter 11 First Day Motions (Related Doc # 8)., Regarding Chapter 11 First Day Motions (Related Doc # 9)., Regarding Motion To Use Cash Collateral (Related Doc # 91)., Regarding Chapter 11 First Day Motions (Related Doc # 11)., Regarding Motion to Obtain Secured Credit (Related Doc # 114)., Regarding Amended Motion (Related Doc # 140)., Regarding Chapter 11 First Day Motions (Related Doc # 17). (RE: related document(s) 29 Objection filed by Creditor UMB Bank, n.a., 31 Objection filed by Creditor UMB Bank, n.a., 51 Objection filed by Creditor UMB Bank, n.a., 52 Objection filed by Creditor UMB Bank, n.a., 123 Objection filed by Creditor UMB Bank, n.a., 131 Objection filed by U.S. Trustee United States Trustee, 136 Objection filed by Creditor UMB Bank, n.a., 139 Joinder filed by Creditor Committee Official Committee of Unsecured Creditors, 143 Objection filed by Creditor Committee

07/16/2012	151	Official Committee of Unsecured Creditors). (caw) (Entered: 07/16/2012)
07/16/2012	152	Hearing Scheduled (RE: related document(s) 61 Application to Employ Professional Person Gerald T. Shekleton and Husch Blackwell LLP Law Firm, Special Patent and Trademark Counsel filed by Debtor Harper Brush Works, Inc., 123 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 7/18/2012 at 02:00 PM at Telephonic Hrg with Judge Shodeen. (caw) (Entered: 07/16/2012)
07/16/2012	153	Support Document Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/16/2012)
07/17/2012	154	Support Document Filed by U.S. Trustee United States Trustee (RE: related document(s) 131 Objection filed by U.S. Trustee United States Trustee). (Snyder, James) (Entered: 07/17/2012)
07/17/2012	155	Support Document Filed by Creditor UMB Bank, n.a. (RE: related document(s) 136 Objection filed by Creditor UMB Bank, n.a.). (Dade, Lisa) (Entered: 07/17/2012)
07/17/2012	156	Brief/Memorandum Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 17 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 97 Hearing Set, 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 116 Hearing Set, 140 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Lauter, Richard) (Entered: 07/17/2012)
07/17/2012	157	Brief/Memorandum Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc., 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 140 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/17/2012)
07/18/2012	158	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 157 Brief/Memorandum filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/18/2012)
07/18/2012	159	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 111 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 07/18/2012)
		Withdrawal of Document other than Proof of Claim Filed by

07/18/2012	160	Debtor Harper Brush Works, Inc. (RE: related document(s) 8 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 62 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/18/2012)
07/18/2012	161	Withdrawal of Document other than Proof of Claim Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 9 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 59 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/18/2012)
07/18/2012	162	Withdrawal of Document other than Proof of Claim Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 11 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 64 Amended Motion filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/18/2012)
07/18/2012	163	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 102 Application to Employ Professional Person filed by Creditor Committee Official Committee of Unsecured Creditors, 113 Application to Employ Professional Person filed by Creditor Committee Official Committee of Unsecured Creditors) (Dade, Lisa) (Entered: 07/18/2012)
07/18/2012	164	Error: Signature incomplete. Application to Employ Professional Person Equity Partners CRB LLC, investment banker Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) Modified on 7/19/2012 (ccc). (Entered: 07/18/2012)
07/18/2012	165	Docket Text Only Order Regarding Motion for Interim Use of Cash Collateral. Having reviewed the docket and consulted with the parties, it is HEREBY ORDERED that the time period for Debtor's interim use of cash collateral pursuant to the consent order and budget entered at docket number 96 is extended through July 25, 2012. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 91). (RE: related document(s) 96 Order, 97 Hearing Set, 116 Hearing Set, 151 Order on Motion to Amend Motion, Order on Motion to Amend Motion, Order on Application to Employ Professional Person, Order on Motion to Amend Motion, Order on Motion to Amend Motion, Order on Chapter 11 First Day Motions, Order on Chapter 11 First Day Motions, Order on Motion to Use Cash Collateral, Order on Chapter 11 First Day Motions, Order on Motion to Obtain Secured Credit, Order on Motion to Amend Motion, Order on Chapter 11 First Day Motions). (caw) (Entered: 07/18/2012)
		Minute Order Granting Application to Employ Professional Person

07/18/2012	166	(Related Doc # 61). (RE: related document(s) 123 Objection filed by Creditor UMB Bank, n.a.). (caw) (Entered: 07/18/2012)
07/19/2012		Corrective Entry Signature incomplete . Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 164 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc.). (ccc) (Entered: 07/19/2012)
07/19/2012	167	Application to Employ Professional Person Equity Partner CRB LLC as Investment Banker Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 07/19/2012)
07/19/2012	168	Notice of Withdrawal of Claim(s):ClaimNumber 22 Filed by Creditor PelRay International, LLC (Amy, Schmidt) Modified role type on 7/19/2012 (ccc). (Entered: 07/19/2012)
07/19/2012	169	Notice of Bar Date for Objections (RE: related document(s) 167 Application to Employ Professional Person Equity Partner CRB LLC as Investment Banker filed by Debtor Harper Brush Works, Inc.) Objections Due By 08/09/2012. (acc) (Entered: 07/19/2012)
07/19/2012	170	Notice of Bar Date for Objections (RE: related document(s) 168 Notice of Withdrawal of Claim(s):ClaimNumber 22 filed by Creditor PelRay International, LLC) Objections Due By: 08/18/2012. (acc) (Entered: 07/19/2012)
07/20/2012	171	Notice of Filing Corrected Creditor Address Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc...(Goetz, Jeffrey) (Entered: 07/20/2012)
07/21/2012	172	BNC Certificate of Mailing No. of Notices: 343. Notice Date 07/21/2012. (Related Doc # 169) (Admin.) (Entered: 07/21/2012)
07/21/2012	173	BNC Certificate of Mailing No. of Notices: 2. Notice Date 07/21/2012. (Related Doc # 170) (Admin.) (Entered: 07/21/2012)
07/23/2012	175	Error: Incorrect Hearing Information and Form Production. See Docket Number 176. Hearing Scheduled (RE: related document(s) 102 Application to Employ Professional Person Freeborn & Peters LLP as Counsel filed by Creditor Committee Official Committee of Unsecured Creditors, 111 Application to Employ Professional Person Michael Pellegrino, IP Expert filed by Debtor Harper Brush Works, Inc., 113 Application to Employ Professional Person Day Rettig Peiffer, P.C., Local Counsel filed by Creditor Committee Official Committee of Unsecured Creditors, 159 Objection filed by Creditor UMB Bank, n.a., 163 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 8/14/2012 at 03:30 PM at Telephonic Hrg with Judge Shodeen. (kmp) Modified on 7/23/2012 (kmp). (Entered: 07/23/2012)

07/23/2012		Entered in Error <i>Incorrect Hearing Information and Form Production</i> (RE: related document(s) 175 Hearing Set) (kmp) (Entered: 07/23/2012)
07/23/2012	176	Hearing Scheduled (RE: related document(s) 102 Application to Employ Professional Person Freeborn & Peters LLP as Counsel filed by Creditor Committee Official Committee of Unsecured Creditors, 111 Application to Employ Professional Person Michael Pellegrino, IP Expert filed by Debtor Harper Brush Works, Inc., 113 Application to Employ Professional Person Day Rettig Peiffer, P.C., Local Counsel filed by Creditor Committee Official Committee of Unsecured Creditors, 159 Objection filed by Creditor UMB Bank, n.a., 163 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 8/14/2012 at 04:00 PM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 07/23/2012)
07/24/2012	177	Hearing Scheduled <i>RULING</i> (RE: related document(s) 91 Motion to Use Cash Collateral filed by Debtor Harper Brush Works, Inc., 114 Motion to Obtain Secured Credit filed by Debtor Harper Brush Works, Inc., 131 Objection filed by U.S. Trustee United States Trustee, 136 Objection filed by Creditor UMB Bank, n.a., 139 Joinder filed by Creditor Committee Official Committee of Unsecured Creditors, 140 Amended Motion(related document(s) 114 Motion to Obtain Secured Credit filed by Harper Brush Works, Inc.). filed by Debtor Harper Brush Works, Inc., 143 Objection filed by Creditor Committee Official Committee of Unsecured Creditors) Hearing scheduled 7/25/2012 at 04:00 PM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 07/24/2012)
07/25/2012	178	 Audio File (RE: related document(s) 177 Hearing Set) (kmp) (Entered: 07/25/2012)
07/25/2012	179	Minute Order Regarding Motion To Use Cash Collateral (Related Doc # 91), Motion to Obtain Secured Credit (Related Doc # 114), Amended Motion (Related Doc # 140). (RE: related document(s) 131 Objection filed by United States Trustee, 136 Objection filed by Creditor UMB Bank, n.a., 139 Joinder filed by Official Committee of Unsecured Creditors, 143 Objection filed by Official Committee of Unsecured Creditors). (kmp) (Entered: 07/25/2012)
07/25/2012	180	BNC Certificate of Mailing No. of Notices: 1. Notice Date 07/25/2012. (Related Doc # 176) (Admin.) (Entered: 07/25/2012)
07/26/2012	181	Withdrawal of Document other than Proof of Claim Filed by Creditor UMB Bank, n.a. (RE: related document(s) 159 Objection filed by Creditor UMB Bank, n.a.). (Dade, Lisa) (Entered: 07/26/2012)
		Withdrawal of Document other than Proof of Claim Filed by

07/26/2012	182	Creditor UMB Bank, n.a. (RE: related document(s) 163 Objection filed by Creditor UMB Bank, n.a.). (Dade, Lisa) (Entered: 07/26/2012)
07/26/2012	183	Minute Order (related document(s) 178 Audio File, 179 Order on Motion to Use Cash Collateral, Order on Motion to Obtain Secured Credit, Order on Motion to Amend Motion) (kmp) (Entered: 07/26/2012)
07/26/2012	184	BNC Certificate of Mailing No. of Notices: 1. Notice Date 07/26/2012. (Related Doc # 177) (Admin.) (Entered: 07/26/2012)
07/27/2012	185	Docket Text Only Order Regarding Application to Employ Professional Persons Freeborn & Peters LLP, and Richard S. Lauter. The objection to the Application having been withdrawn and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional Persons under the terms set forth in the Application. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 102). (RE: related document(s) 163 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 07/27/2012)
07/27/2012	186	Docket Text Only Order Regarding Application to Employ Professional Persons Michael Pellegrino, IP Expert. The objection to the Application having been withdrawn and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional Persons under the terms set forth in the Application. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 111). (RE: related document(s) 159 Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 07/27/2012)
		Docket Text Only Order Regarding Application to Employ Professional Persons Day, Rettig, Peiffer, P.C, and Joseph A. Peiffer. The objection to the Application having been withdrawn and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional Persons under the terms set forth in the Application. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 113). (RE: related document(s) 163

07/27/2012	187	Objection filed by Creditor UMB Bank, n.a.). (kmp) (Entered: 07/27/2012)
07/27/2012	188	Monthly Report of Operations for Filing Period June 2012 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 07/27/2012)
07/27/2012	189	Application to Employ Professional Person McGladrey, LLP as its Tax Accountants and Auditors Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 07/27/2012)
07/27/2012	190	Notice of Bar Date for Objections (RE: related document(s) 189 Application to Employ Professional Person McGladrey, LLP as its Tax Accountants and Auditors filed by Debtor Harper Brush Works, Inc.) Objections Due By 08/17/2012. (aacw) (Entered: 07/27/2012)
07/28/2012	191	BNC Certificate of Mailing No. of Notices: 1. Notice Date 07/28/2012. (Related Doc # 179) (Admin.) (Entered: 07/28/2012)
07/28/2012	192	BNC Certificate of Mailing No. of Notices: 1. Notice Date 07/28/2012. (Related Doc # 183) (Admin.) (Entered: 07/28/2012)
07/29/2012	193	BNC Certificate of Mailing No. of Notices: 346. Notice Date 07/29/2012. (Related Doc # 190) (Admin.) (Entered: 07/29/2012)
07/30/2012	194	Support Document Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 167 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 07/30/2012)
08/02/2012	195	Objection Filed by U.S. Trustee United States Trustee (RE: related document(s) 189 Application to Employ Professional Person. (190) Notice of Bar Date for Objections) (Snyder, James). Modified on 8/2/2012 (kmp). Removed relationship from (190), added relationship to Motion (189). (Entered: 08/02/2012)
08/03/2012	196	Hearing Scheduled (RE: related document(s) 189 Application to Employ Professional Person McGladrey, LLP as its Tax Accountants and Auditors filed by Debtor Harper Brush Works, Inc., 195 Objection filed by U.S. Trustee United States Trustee) Hearing scheduled 9/4/2012 at 10:30 AM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 08/03/2012)
08/05/2012	197	BNC Certificate of Mailing No. of Notices: 1. Notice Date 08/05/2012. (Related Doc # 196) (Admin.) (Entered: 08/05/2012)

08/10/2012	198	Support Document Filed by Interested Party Gerald T Shekleton (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 08/10/2012)
08/10/2012	199	Support Document Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 08/10/2012)
08/15/2012	200	Docket Text Only Order Regarding Application by Official Unsecured Creditors Committee to Employ Professional MorrisAnderson as Financial Advisor. There being no timely objection to the motion and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional as of June 28, 2012 and under the terms set forth in the Application. To the extent the Application requests payment on a monthly basis in advance of approval of fees as required under the Code and Rules, such request is denied. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 145). (kmp) (Entered: 08/15/2012)
08/15/2012	201	Docket Text Only Order Regarding Application to Employ Equity Partner CRB LLC as Investment Banker. There being no timely objection to the motion and the Court having reviewed the Application, it is hereby Ordered that: The Application is granted to employ the Professional Persons under the terms set forth in the Application except that the effective date is as of July 19, 2012. Payment of compensation is subject to the applicable bankruptcy code provisions and rules. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen (Related Doc # 167). (kmp) (Entered: 08/15/2012)
08/15/2012	202	Creditor Request for Notice Filed by Creditor Menasha Packing Company LLC (cc) (Entered: 08/16/2012)
08/16/2012	203	Support Document Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Peiffer, Joseph) (Entered: 08/16/2012)
		Monthly Report of Operations for Filing Period June 19, 2012 - June 30, 2012 Filed by Creditor Committee Official Committee of Unsecured Creditors. (Attachments: # 1 Exhibit A) (Lauter,

08/21/2012	204	Richard) (Entered: 08/21/2012)
08/21/2012	205	Support Document Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Attachments: # 1 Exhibit A) (Lauter, Richard) (Entered: 08/21/2012)
08/21/2012	206	Withdrawal of Document other than Proof of Claim Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 204 Monthly Report of Operations filed by Creditor Committee Official Committee of Unsecured Creditors). (Lauter, Richard) (Entered: 08/21/2012)
08/24/2012	207	Monthly Report of Operations for Filing Period July 2012 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 08/24/2012)
08/27/2012	208	Order Granting Notice of Withdrawal of Claim. (Related Doc # 168). Claim Number 22 is withdrawn. As required by any applicable federal rule or statute, the filer shall serve the order on all appropriate parties (except those parties who will receive notice of electronic filing). (ccc) (Entered: 08/27/2012)
08/28/2012	209	List of Exhibits/Witnesses Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 189 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc., 195 Objection filed by U.S. Trustee United States Trustee). (Goetz, Jeffrey) (Entered: 08/28/2012)
08/28/2012	210	Notice of Appearance and Request for Notice Filed by Julie Johnson McLean on behalf of PGV Properties, LLC..(McLean, Julie) (Entered: 08/28/2012)
08/29/2012	211	Motion for Relief from Stay Fee Amount \$176 Filed by Thomas L Flynn on behalf of Holmes Murphy & Associates, Inc.. (Flynn, Thomas) (Entered: 08/29/2012)
08/29/2012		Receipt of Motion for Relief from Stay(12-01757-als11) [motion,mrlfsty] (176.00) Filing Fee. Receipt number 2554119. Fee amount 176.00. (U.S. Treasury) (Entered: 08/29/2012)
08/29/2012	212	Notice of Bar Date for Objections (RE: related document(s) 211 Motion for Relief from Stay Fee Amount \$176 filed by Creditor Holmes Murphy & Associates, Inc.) Objections Due By 09/05/2012. (abkw) (Entered: 08/29/2012)
		Error: Incorrect docket Code. See Docket Event #214. Document <i>Objection to First Monthly Fee Statement of Counsel to the</i>

08/29/2012	213	<i>Unsecured Creditors Committee</i> Filed by U.S. Trustee United States Trustee. (Snyder, James) Modified on 8/30/2012 (mcn). (Entered: 08/29/2012)
08/29/2012	214	Objection Filed by U.S. Trustee United States Trustee (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc., 205 Support Document filed by Creditor Committee Official Committee of Unsecured Creditors) (mcn) (Entered: 08/30/2012)
08/30/2012		<i>Corrective Entry Incorrect docket code</i> Filed by U.S. Trustee United States Trustee (RE: related document(s) 213 Document filed by U.S. Trustee United States Trustee). (mcn) (Entered: 08/30/2012)
08/31/2012	215	BNC Certificate of Mailing No. of Notices: 1. Notice Date 08/31/2012. (Related Doc # 212) (Admin.) (Entered: 08/31/2012)
09/02/2012	216	Response Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 189 Application to Employ Professional Person filed by Debtor Harper Brush Works, Inc., 195 Objection filed by U.S. Trustee United States Trustee) (Goetz, Jeffrey) (Entered: 09/02/2012)
09/04/2012	217	Hearing Scheduled (RE: related document(s) 15 Motion Regarding Chapter 11 First Day Motions <i>for Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals</i> filed by Debtor Harper Brush Works, Inc., 205 Support Document filed by Creditor Committee Official Committee of Unsecured Creditors, 214 Objection filed by U.S. Trustee United States Trustee) Hearing scheduled 10/2/2012 at 03:00 PM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 09/04/2012)
09/04/2012	218	Notice of Filing Corrected Creditor Address Filed by Menasha Packaging Company LLC..(ccc) (Entered: 09/04/2012)
09/05/2012	219	Minute Order Granting Application to Employ Professional Person (Related Doc # 189). (RE: related document(s) 195 Objection filed by U.S. Trustee United States Trustee). (kmp) (Entered: 09/05/2012)
09/05/2012	220	Objection Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 211 Motion for Relief from Stay filed by Creditor Holmes Murphy & Associates, Inc.) (Goetz, Jeffrey) (Entered: 09/05/2012)
		Hearing Scheduled <i>PRELIMINARY</i> (RE: related document(s) 211 Motion for Relief from Stay Fee Amount \$176 filed by Creditor

09/06/2012	221	Holmes Murphy & Associates, Inc., 220 Objection filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 9/21/2012 at 09:00 AM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 09/06/2012)
09/06/2012	222	Application for Compensation Final Filed by Jeffrey D Goetz on behalf of Michael Pellegrino. (Goetz, Jeffrey) (Entered: 09/06/2012)
09/06/2012	223	BNC Certificate of Mailing No. of Notices: 1. Notice Date 09/06/2012. (Related Doc # 217) (Admin.) (Entered: 09/06/2012)
09/07/2012	224	Notice of Bar Date for Objections (RE: related document(s) 222 Application for Compensation Final filed by Other Prof. Michael Pellegrino) Objections Due By 09/28/2012. (aacw) (Entered: 09/07/2012)
09/07/2012	225	BNC Certificate of Mailing No. of Notices: 1. Notice Date 09/07/2012. (Related Doc # 219) (Admin.) (Entered: 09/07/2012)
09/09/2012	226	BNC Certificate of Mailing No. of Notices: 357. Notice Date 09/09/2012. (Related Doc # 224) (Admin.) (Entered: 09/09/2012)
09/10/2012	227	Support Document Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Peiffer, Joseph) (Entered: 09/10/2012)
09/10/2012	228	Withdrawal of Document other than Proof of Claim Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 227 Support Document filed by Attorney Day Rettig Peiffer, P.C.). (Peiffer, Joseph) (Entered: 09/10/2012)
09/13/2012	229	Amended Application for Compensation Final (related document (s) 222 Application for Compensation filed by Michael Pellegrino). Filed by Jeffrey D Goetz on behalf of Michael Pellegrino. (Goetz, Jeffrey) (Entered: 09/13/2012)
09/13/2012	230	Support Document Filed by Other Prof. Michael Pellegrino (RE: related document(s) 229 Application for Compensation filed by Other Prof. Michael Pellegrino). (Goetz, Jeffrey) (Entered: 09/13/2012)
09/14/2012	231	List of Exhibits Filed by Creditor Holmes Murphy & Associates, Inc. (RE: related document(s) 221 Hearing Set). (Flynn, Thomas) Modified on 9/14/2012 (ccc). Added relationships to 211 Motion for Relief from Stay filed by Creditor Holmes Murphy & Associates, Inc. and 220 Objection filed by Harper Brush Works, Inc. (Entered: 09/14/2012)

09/14/2012	232	Notice of Bar Date for Objections (RE: related document(s) 229 Amended Application for Compensation Final (related document (s) 222 Application for Compensation filed by Michael Pellegrino). filed by Other Prof. Michael Pellegrino) Objections Due By 10/5/2012. (ccc) (Entered: 09/14/2012)
09/16/2012	233	BNC Certificate of Mailing No. of Notices: 360. Notice Date 09/16/2012. (Related Doc # 232) (Admin.) (Entered: 09/16/2012)
09/17/2012	234	Amended Schedules D E Requiring Filing Fee; Fee Amount \$ 30 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 09/17/2012)
09/17/2012		Receipt of Amended Schedule Requiring Filing Fee(12-01757-als11) [misc,amdschff] (30.00) Filing Fee. Receipt number 2567463. Fee amount 30.00. (U.S. Treasury) (Entered: 09/17/2012)
09/17/2012	235	Support Document Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 09/17/2012)
09/17/2012	236	<i>Motion of Official Committee of Unsecured Creditors to Apply Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals to Committee Professionals</i> Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors. (Attachments: # 1 Proposed Order) (Lauter, Richard) (Entered: 09/17/2012)
09/17/2012	237	Amended Motion(related document(s) 236 Motion filed by Official Committee of Unsecured Creditors). Filed by Richard S Lauter on behalf of Official Committee of Unsecured Creditors. (Attachments: # 1 Proposed Order) (Lauter, Richard) (Entered: 09/17/2012)
09/19/2012	238	Hearing Scheduled (RE: related document(s) 236 <i>Motion of Official Committee of Unsecured Creditors to Apply Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals to Committee Professionals</i> filed by Creditor Committee Official Committee of Unsecured Creditors, 237 Amended Motion(related document(s) 236 Motion filed by Official Committee of Unsecured Creditors). filed by Creditor Committee Official Committee of Unsecured Creditors) Hearing scheduled 10/2/2012 at 03:00 PM at Telephonic Hrg with Judge Shodeen. (kmp) (Entered: 09/19/2012)
09/19/2012	239	Motion to Assume <i>Insurance Contracts</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 09/19/2012)

09/20/2012	240	Notice of Bar Date for Objections (RE: related document(s) 239 Motion to Assume <i>Insurance Contracts</i> filed by Debtor Harper Brush Works, Inc.) Objections Due By 10/11/2012. (abkw) (Entered: 09/20/2012)
09/20/2012	241	Objection Filed by U.S. Trustee United States Trustee (RE: related document(s) 237 Amended Motion filed by Creditor Committee Official Committee of Unsecured Creditors) (Snyder, James) (Entered: 09/20/2012)
09/21/2012	242	Withdrawal of Document other than Proof of Claim Filed by Creditor Holmes Murphy & Associates, Inc. (RE: related document (s) 211 Motion for Relief from Stay filed by Creditor Holmes Murphy & Associates, Inc.). (Flynn, Thomas) (Entered: 09/21/2012)
09/21/2012	243	BNC Certificate of Mailing No. of Notices: 1. Notice Date 09/21/2012. (Related Doc # 238) (Admin.) (Entered: 09/21/2012)
09/22/2012	244	BNC Certificate of Mailing No. of Notices: 2. Notice Date 09/22/2012. (Related Doc # 240) (Admin.) (Entered: 09/22/2012)
09/25/2012	245	Motion to Extend Time to File Chapter 11 Plan & Disclosure Statement Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 09/25/2012)
09/26/2012	246	Motion to Reject <i>Unexpired Lease with DPS Molding, Inc.</i> , Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 09/26/2012)
09/26/2012	247	Motion to Reject <i>Unexpired Lease with PGV Properties, LLC</i> Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 09/26/2012)
09/27/2012	248	Notice of Bar Date for Objections (RE: related document(s) 246 Motion to Reject <i>Unexpired Lease with DPS Molding, Inc.</i> , filed by Debtor Harper Brush Works, Inc.) Objections Due By 10/18/2012. (aacw) (Entered: 09/27/2012)
09/27/2012	249	Notice of Bar Date for Objections (RE: related document(s) 247 Motion to Reject <i>Unexpired Lease with PGV Properties, LLC</i> filed by Debtor Harper Brush Works, Inc.) Objections Due By 10/18/2012. (aacw) (Entered: 09/27/2012)
09/28/2012	250	Hearing Scheduled (RE: related document(s) 245 Motion to Extend Time to File Chapter 11 Plan & Disclosure Statement filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 10/12/2012 at 11:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 09/28/2012)

09/29/2012	251	BNC Certificate of Mailing No. of Notices: 1. Notice Date 09/29/2012. (Related Doc # 248) (Admin.) (Entered: 09/29/2012)
09/29/2012	252	BNC Certificate of Mailing No. of Notices: 5. Notice Date 09/29/2012. (Related Doc # 249) (Admin.) (Entered: 09/29/2012)
09/30/2012	253	BNC Certificate of Mailing No. of Notices: 385. Notice Date 09/30/2012. (Related Doc # 250) (Admin.) (Entered: 09/30/2012)
10/01/2012	254	Response Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 241 Objection filed by U.S. Trustee United States Trustee) (Attachments: # 1 Exhibit A) (Lauter, Richard) (Entered: 10/01/2012)
10/04/2012	255	Minute Order Granting Motion of Official Committee of Unsecured Creditors to Apply Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals to Committee Professionals (Related Doc # 236), Amended Motion (Related Doc # 237). (RE: related document(s) 241 Objection filed by U.S. Trustee United States Trustee). (kmp) (Entered: 10/04/2012)
10/05/2012	256	Support Document Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 10/05/2012)
10/05/2012	257	Monthly Report of Operations for Filing Period August 2012 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 10/05/2012)
10/06/2012	258	BNC Certificate of Mailing No. of Notices: 1. Notice Date 10/06/2012. (Related Doc # 255) (Admin.) (Entered: 10/06/2012)
10/08/2012	259	Support Document Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Peiffer, Joseph) (Entered: 10/08/2012)
10/08/2012	260	Withdrawal of Document other than Proof of Claim Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 259 Support Document filed by Attorney Day Rettig Peiffer, P.C.). (Peiffer, Joseph) (Entered: 10/08/2012)
10/08/2012	261	Support Document Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Peiffer, Joseph) (Entered: 10/08/2012)

10/08/2012	262	Support Document Filed by Attorney Day Rettig Peiffer, P.C. (RE: related document(s) 15 Chapter 11 First Day Motions filed by Debtor Harper Brush Works, Inc.). (Peiffer, Joseph) (Entered: 10/08/2012)
10/10/2012	263	Docket Text Only Order Regarding Debtors Motion to Extend Exclusivity Time Period. No objection having been filed within the time frame set forth in the Notice of Hearing, and the Court having reviewed the motion and having found that it sets forth cause, and complies with the provisions required by 11 USC §1121, the Court hereby Orders that: The Motion is granted. The Debtors exclusivity period is extended until October 26, 2012. The hearing scheduled for October 12, 2012 is canceled. As required by any applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case.(Related Doc # 245). Follow Up Courtroom Deputy Deadline due by 10/29/2012. (kmp) (Entered: 10/10/2012)
10/10/2012	264	Docket Text Only Order Regarding Application for Compensation to Debtor's Professional Michael Pellegrino, IP Expert. (\$48,047.24 fees and expenses). There being no timely objection to the application and the Court having reviewed the application and itemized statement and having determined that the amounts requested are reasonable and related to actual and necessary services and expenses, it is hereby Ordered that: The application is granted. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 229) . (kmp) (Entered: 10/10/2012)
10/11/2012	265	Motion to Sell Free & Clear Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Attachments: # 1 Exhibit Asset Purchase Agreement# 2 Exhibit Bidding Procedures) (Goetz, Jeffrey) (Entered: 10/11/2012)
10/11/2012	266	Objection Filed by Creditor UMB Bank, n.a. (RE: related document(s) 239 Motion to Assume, Reject or Assign filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 10/11/2012)
10/11/2012	267	Withdrawal of Document other than Proof of Claim Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 205 Support Document filed by Creditor Committee Official Committee of Unsecured Creditors). (Lauter, Richard) (Entered: 10/11/2012)
		Hearing Scheduled (RE: related document(s) 265 Motion to Sell

10/11/2012	268	Free & Clear filed by Debtor Harper Brush Works, Inc.) Hearing scheduled 10/29/2012 at 09:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 10/11/2012)
10/12/2012	269	Hearing Scheduled (RE: related document(s) 239 Motion to Assume <i>Insurance Contracts</i> filed by Debtor Harper Brush Works, Inc., 266 Objection filed by Creditor UMB Bank, n.a.) Hearing scheduled 10/29/2012 at 09:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 10/12/2012)
10/12/2012	270	Certificate Of Service Filed by Debtor Harper Brush Works, Inc. (RE: related document(s) 265 Motion to Sell Free & Clear filed by Debtor Harper Brush Works, Inc.). (Goetz, Jeffrey) (Entered: 10/12/2012)
10/13/2012	271	BNC Certificate of Mailing No. of Notices: 386. Notice Date 10/13/2012. (Related Doc # 268) (Admin.) (Entered: 10/13/2012)
10/14/2012	272	BNC Certificate of Mailing No. of Notices: 1. Notice Date 10/14/2012. (Related Doc # 269) (Admin.) (Entered: 10/14/2012)
10/15/2012	273	Objection Filed by Creditor Iowa State Bank and Trust Company (RE: related document(s) 265 Motion to Sell Free & Clear filed by Debtor Harper Brush Works, Inc.) (Sullivan, Jon) (Entered: 10/15/2012)
10/16/2012	274	Notice of Filing Corrected Creditor Address Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc...(Goetz, Jeffrey) (Entered: 10/16/2012)
10/17/2012	275	Objection Filed by Creditor PGV Properties, LLC (RE: related document(s) 247 Motion to Assume, Reject or Assign filed by Debtor Harper Brush Works, Inc.) (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit C# 4 Exhibit D# 5 Exhibit E# 6 Exhibit F# 7 Exhibit G# 8 Exhibit H# 9 Exhibit I) (McLean, Julie) (Entered: 10/17/2012)
10/18/2012	276	Hearing Scheduled (RE: related document(s) 247 Motion to Reject <i>Unexpired Lease with PGV Properties, LLC</i> filed by Debtor Harper Brush Works, Inc., 275 Objection filed by Creditor PGV Properties, LLC) Hearing scheduled 10/29/2012 at 09:30 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 10/18/2012)
10/20/2012	277	BNC Certificate of Mailing No. of Notices: 1. Notice Date 10/20/2012. (Related Doc # 276) (Admin.) (Entered: 10/20/2012)
10/22/2012	278	Return Mail - Undeliverable (RE: related document(s) 276 Hearing Set) (mcn) (Entered: 10/22/2012)

10/22/2012	279	Motion to Dismiss Chapter 11 Filed by James L Snyder on behalf of United States Trustee. (Snyder, James) (Entered: 10/22/2012)
10/23/2012	280	Hearing Scheduled (RE: related document(s) 279 Motion to Dismiss Chapter 11 filed by U.S. Trustee United States Trustee) Hearing scheduled 11/9/2012 at 09:00 AM at US Bk Ct, 4th Floor, Courtroom 1. (kmp) (Entered: 10/23/2012)
10/24/2012	281	List of Exhibits/Witnesses Filed by Creditor Iowa State Bank and Trust Company (RE: related document(s) 273 Objection filed by Creditor Iowa State Bank and Trust Company). (Sullivan, Jon) (Entered: 10/24/2012)
10/24/2012	282	Docket Text Only Order Regarding Debtor's Motion to Reject Unexpired Lease. There being no timely objection to the Motion, and the Court having reviewed the Motion, it is hereby Ordered that: The Debtor s Motion to Reject Executory Contract with DPS Molding, Inc. is granted. As required by applicable federal rule or statute, the filer shall serve this docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge Shodeen. (Related Doc # 246). (kmp) (Entered: 10/24/2012)
10/24/2012	283	Objection Filed by Creditor Iowa Economic Development Authority (RE: related document(s) 265 Motion to Sell Free & Clear filed by Debtor Harper Brush Works, Inc.) (Flynn, Thomas) (Entered: 10/24/2012)
10/24/2012	284	Monthly Report of Operations for Filing Period September 2012 Filed by Debtor Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 10/24/2012)
10/24/2012	285	List of Exhibits/Witnesses Filed by Creditor PGV Properties, LLC (RE: related document(s) 275 Objection filed by Creditor PGV Properties, LLC). (McLean, Julie) Modified on 10/24/2012 (mcn). Added relationship to 247 Motion to Reject Unexpired Lease with PGV Properties, LLC (Entered: 10/24/2012)
10/24/2012	286	Objection Filed by Creditor PGV Properties, LLC (RE: related document(s) 265 Motion to Sell Free & Clear filed by Debtor Harper Brush Works, Inc.) (McLean, Julie) (Entered: 10/24/2012)
10/24/2012	287	List of Exhibits/Witnesses Filed by Creditor PGV Properties, LLC (RE: related document(s) 286 Objection filed by Creditor PGV Properties, LLC). (McLean, Julie) Modified on 10/25/2012 (mcn). Added relationship to 265 Motion to Sell Free & Clear. (Entered: 10/24/2012)

10/25/2012	288	List of Exhibits/Witnesses Filed by Creditor Iowa Economic Development Authority (RE: related document(s) 268 Hearing Set). (Flynn, Thomas) Modified on 10/25/2012 (mcn). Added relationship to 265 Motion to Sell Free & Clear. (Entered: 10/25/2012)
10/25/2012	289	Support Document Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 236 Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 237 Amended Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 255 Order on Motion, Order on Motion to Amend Motion). (Fawkes, Thomas) (Entered: 10/25/2012)
10/25/2012	290	Support Document Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 236 Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 237 Amended Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 255 Order on Motion, Order on Motion to Amend Motion). (Fawkes, Thomas) (Entered: 10/25/2012)
10/25/2012	291	Support Document Filed by Creditor Committee Official Committee of Unsecured Creditors (RE: related document(s) 236 Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 237 Amended Motion filed by Creditor Committee Official Committee of Unsecured Creditors, 255 Order on Motion, Order on Motion to Amend Motion). (Fawkes, Thomas) (Entered: 10/25/2012)
10/25/2012	292	BNC Certificate of Mailing No. of Notices: 387. Notice Date 10/25/2012. (Related Doc # 280) (Admin.) (Entered: 10/25/2012)
10/26/2012	293	Motion to Continue Hearing(related document(s) 279 Motion to Dismiss Chapter 11 filed by United States Trustee, 280 Hearing Set). Filed by Jeffrey D Goetz on behalf of Harper Brush Works, Inc.. (Goetz, Jeffrey) (Entered: 10/26/2012)
10/26/2012	294	Response Filed by Creditor UMB Bank, n.a. (RE: related document(s) 265 Motion to Sell Free & Clear filed by Debtor Harper Brush Works, Inc.) (Dade, Lisa) (Entered: 10/26/2012)
		Docket Text Only Order Regarding Motion to Continue Hearing. Having reviewed the motion and having determined that good cause has been established and the requirements contained in the Notice and Order Regarding Courtroom Hearing having been met, the Court hereby grants the motion. A separate notice of hearing will be docketed to schedule the new hearing date. As required by any applicable federal rule or statute, the filer shall serve this

10/26/2012	295	docket text only order on all appropriate parties (except those parties who will receive notice of electronic filing). This order has been entered on the docket as directed by the Judge assigned to the case. (Related Doc # 293). (kmp) (Entered: 10/26/2012)
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PACER Login:	bf0207	Client Code:	
Description:	Docket Report	Search Criteria:	12-01757-als11 Fil or Ent: filed From: 1/1/1990 To: 10/29/2012 Doc From: 0 Doc To: 99999999 Term: included Headers: included Format: html
Billable Pages:	28	Cost:	2.80

EXHIBIT C – PRE-PETITION AUDITED FINANCIAL STATEMENTS AS OF SEPTEMBER
30, 2011

182 - #9
See #9

Exhibit C

**Harper Brush Works, Inc.
and Subsidiaries**

Consolidated Financial Report
September 30, 2011

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**Independent Auditor's Report
on the Financial Statements**

To the Board of Directors
Harper Brush Works, Inc.
Fairfield, Iowa

We have audited the accompanying consolidated balance sheets of Harper Brush Works, Inc. and subsidiaries as of September 30, 2011 and 2010, and the related consolidated statements of income, retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Harper Brush Works, Inc. and subsidiaries as of September 30, 2011 and 2010, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 9 to the financial statements, the Company has suffered reoccurring losses from operations, the loss of a major customer and its total liabilities exceed its total assets. The Company's revolving line of credit is also due on demand. This raises substantial doubt about the entities ability to continue as a going concern. Management's plan in regard to these matters are also described in Note 9. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

McGladrey & Pullen, LLP

Des Moines, Iowa
February 10, 2012

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Balance Sheets
September 30, 2011 and 2010**

	2011	2010
ASSETS		
CURRENT ASSETS		
Cash	\$ 54,420	\$ 573,786
Trade receivables, net of allowance for doubtful accounts 2011 \$113,894; 2010 \$99,296	4,056,472	6,045,723
Inventories	3,698,965	5,980,763
Deposits, inventory	115,532	329,050
Prepaid expenses	458,129	760,825
Other	-	100,000
Total current assets	8,383,518	13,790,147
INVESTMENTS AND OTHER ASSETS		
Income tax deposit	-	102,399
Investments	16,411	16,411
Other	155,824	217,265
	172,235	336,075
PROPERTY AND EQUIPMENT		
Land	89,073	89,073
Land improvements	45,945	45,945
Buildings	2,538,412	2,538,412
Machinery and equipment	5,017,348	5,304,384
Jigs, dies and patterns	898,212	732,438
Automobiles and trucks	365,353	459,627
Office furniture and fixtures	1,667,761	1,707,147
Construction-in-process	45,201	166,622
	10,667,305	11,043,648
Less accumulated depreciation	7,680,310	7,397,564
	2,986,995	3,646,084
	\$ 11,542,748	\$ 17,772,306

See Notes to Consolidated Financial Statements.

	2011	2010
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Line of credit	\$ 5,029,106	\$ 7,726,981
Current maturities of long-term debt	382,735	346,145
Accounts payable and accrued expenses	5,547,381	3,211,326
Total current liabilities	10,959,222	11,284,452
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	788,506	1,146,989
Other	215,384	-
	1,003,890	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, no par value, authorized 3,000,000 shares, issued and outstanding 809,836 shares	2,151,847	2,151,847
Retained earnings (deficit)	(2,572,211)	3,189,018
	(420,364)	5,340,865
	\$ 11,542,748	\$ 17,772,306

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Statements of Income
Years Ended September 30, 2011 and 2010**

	2011		2010	
	Amount	Percent of Net Sales	Amount	Percent of Net Sales
Net sales	\$ 23,470,430	100.00%	\$ 36,574,200	100.00%
Cost of goods sold	22,770,422	97.02	27,210,974	74.40
Gross profit	700,008	2.98	9,363,226	25.60
Operating expenses:				
Selling	3,969,763	16.91	7,589,808	20.75
General and administrative	2,277,418	9.70	1,628,634	4.45
	6,247,181	26.61	9,218,442	25.20
Operating income (loss) before other income (expense)	(5,547,173)	(23.63)	144,784	0.40
Other income (expense):				
Interest income	3,602	0.02	2,777	0.01
Interest (expense)	(227,285)	(0.97)	(293,209)	(0.80)
Foreign currency transaction gain	9,627	0.04	18,223	0.05
	(214,056)	(0.91)	(272,209)	(0.74)
Net (loss)	\$ (5,761,229)	(24.55)%	\$ (127,425)	(0.34)%

See Notes to Consolidated Financial Statements.

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Statements of Retained Earnings
Years Ended September 30, 2011 and 2010**

	2011	2010
Balance, beginning	\$ 3,189,018	\$ 3,994,106
Dividends	-	(677,663)
Net (loss)	(5,761,229)	(127,425)
Balance, ending	<u>\$ (2,572,211)</u>	<u>\$ 3,189,018</u>

See Notes to Consolidated Financial Statements.

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Statements of Cash Flows
Years Ended September 30, 2011 and 2010**

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)	\$ (5,761,229)	\$ (127,425)
Adjustments to reconcile net (loss) to net cash provided by operating activities:		
Depreciation	710,848	563,429
Provision for (recovery of) doubtful accounts	107,207	(66,389)
(Gain) on disposal of property and equipment	(41,489)	-
Change in working capital components:		
Decrease in trade receivables	1,882,044	450,757
Decrease in inventories	2,281,798	222,110
(Increase) decrease in deposits	213,518	(273,161)
(Increase) decrease in prepaid expenses	302,696	(283,721)
Increase in accounts payable and accrued expenses	2,551,439	104,469
Net cash provided by operating activities	2,246,832	590,069
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(51,759)	(676,310)
Proceeds from sale of property and equipment	41,489	-
(Increase) decrease in income tax deposit	102,399	(98,382)
Decrease in investments	100,000	49,839
(Increase) decrease in other assets	61,441	(16,770)
Net cash provided by (used in) investing activities	253,570	(741,623)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings on line of credit	9,622,125	10,000,000
Paydowns on line of credit	(12,320,000)	(8,873,505)
Principal payments on long-term debt	(321,893)	(1,194,368)
Borrowings on long-term debt	-	1,200,000
Dividends paid	-	(677,663)
Net cash provided by (used in) financing activities	(3,019,768)	454,464
Net increase (decrease) in cash	(519,366)	302,910
CASH		
Beginning	573,786	270,876
Ending	\$ 54,420	\$ 573,786

(Continued)

Harper Brush Works, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Continued)
Years Ended September 30, 2011 and 2010

	2011	2010
<hr/>		
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION, cash payments for interest	\$ 222,013	\$ 293,280
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Long-term debt incurred for purchase of property and equipment	\$ -	\$ 325,000

See Notes to Consolidated Financial Statements.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Note 1. Nature of Business and Significant Accounting Policies

Nature of business: Harper Brush Works, Inc. and subsidiaries (collectively, the Company) manufactures and distributes maintenance and janitorial brushes, mops and buckets in Iowa, California and North Carolina for sale throughout the United States and Canada. Effective in June 2011 the Company ceased operations in California, and has plans to cease operations in North Carolina during fiscal year 2012.

A summary of the Company's significant accounting policies follows:

Consolidation policy: The consolidated financial statements include the accounts of Harper Brush Works, Inc. and its 100% owned subsidiaries PGV Fibers, Inc and Harper Brush Canada, LLC. During the year ended September 30, 2011, the Company ceased activity in both PGV Fibers, Inc. and Harper Brush Canada, LLC. PGV Fibers is currently dormant and in June 2011 Harper Brush Canada, LLC terminated its operating agreement. All material intercompany accounts and transactions of the subsidiaries have been eliminated in consolidated.

Revenue recognition: The Company recognizes revenue from product sales upon shipment of the goods. Revenue is net of certain customer chargebacks, including volume rebates, EDI fees and returns and allowances. Shipping and handling charges to customers are included in revenue. Shipping and handling charges incurred by the Company are included in cost of sales.

Trade receivables: Trade receivables are carried at original invoice amount less an estimate made for doubtful accounts based on a review of all outstanding amounts on a regular basis. Management determines the allowance for doubtful accounts by regularly evaluating individual customer receivables and considering a customer's financial condition, credit history and current economic conditions. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

Inventories: Inventories are stated at the lower of cost (last-in, first-out method) or market.

Property and equipment: Property and equipment is stated at cost less accumulated depreciation. Depreciation is computed by straight-line and declining-balance methods over the estimated useful lives of the assets.

Impairment of long-lived assets: The Company assesses the recoverability of long-lived assets held for use, including property and equipment, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In such cases, if the sum of the expected future cash flows (undiscounted and without interest) resulting from the use of the asset is less than the carrying amount, an impairment loss is recognized based on the difference between the carrying amount and the fair value of the asset. No impairment loss has been recognized to date.

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Advertising: The Company expenses advertising costs as incurred. Advertising expense was approximately \$495,000 and \$1,268,000 for the years ended September 30, 2011 and 2010, respectively.

Subsequent events: Management has evaluated potential subsequent events through February 10, 2012, which is the date the financial statements were available to be issued.

Note 2. Concentrations of Credit Risk

Approximate net sales for the years ended September 30, 2011 and 2010 include sales to the following major customers, together with the approximate receivables due from these customers:

	Net Sales		Trade Receivables	
	2011	2010	2011	2010
Customer A	\$ 2,484,000	\$ 13,316,000	\$ 157,000	\$ 2,102,000
Customer B	7,885,000	9,863,000	1,517,000	1,619,000

All sales to Customer A ceased on December 31, 2010. See Note 9 for further discussion of management's plan to address this customer loss.

Note 3. Inventories

Inventories consisted of the following:

	September 30,	
	2011	2010
Raw materials	\$ 1,771,346	\$ 2,165,610
Work in process	261,463	993,137
Finished goods and resale merchandise	1,666,156	2,822,016
	<u>\$ 3,698,965</u>	<u>\$ 5,980,763</u>

The use of the last-in, first-out method of determining the cost of inventories had the effect of decreasing the inventories by approximately \$406,000 and \$390,000 at September 30, 2011 and 2010, respectively, as compared to what they would have been under the first-in, first-out method.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Note 4. Line of Credit, Long-Term Debt and Subsequent Event

The Company has a revolving line of credit totaling \$8,000,000 payable to a bank, due on demand. The borrowings available on the line of credit are limited to the lesser of \$8,000,000 or the sum of 80% of eligible accounts receivable, plus 55% of eligible inventory, (approximately \$5,154,000 at September 30, 2011). The line bears interest at the bank's index rate less 0.5% with a floor of 2.75% (2.75% at September 30, 2011) with interest-only payments due monthly. The line of credit balance due at September 30, 2011 and 2010 totaled \$5,029,106 and \$7,726,981 respectively. (A)

Subsequent to year end, shareholders of an affiliated entity agreed to pledge certain real estate owned by that affiliated entity to the bank to increase available borrowings under the line of credit by an extra 5% on inventory and accounts receivable. The affiliated entity will receive interest at 10% on the excess borrowing capacity extended by the bank to the Company.

Long-term debt at September 30, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Note payable to a bank, due in monthly installments of \$22,549, including interest at 4.75%. All principal and interest are due May 2015. (A)	\$ 882,991	\$ 1,105,230
Note payable to equipment finance company, due in monthly installments of \$5,439, including interest of 8.62% maturing through February 2013. This note is collateralized by equipment with a depreciated cost of approximately \$78,000.	78,250	147,904
Noninterest bearing note payable to an equipment manufacturer, due in semi-annual installments of \$30,000 through September 2014. This note is collateralized by equipment with a depreciated cost of approximately \$351,000.	210,000	240,000
	<u>1,171,241</u>	<u>1,493,134</u>
Less current maturities	<u>382,735</u>	<u>346,145</u>
	<u>\$ 788,506</u>	<u>\$ 1,146,989</u>

(A) The Company has pledged substantially all of its assets as collateral against these debts. The agreements contained various covenants that have been eliminated by the lender due to the line of credit being modified to due on demand.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Approximate aggregate maturities required on long-term debt at September 30, 2011 were as follows:

Year ending September 30:		
2012	\$	383,000
2013		321,000
2014		315,000
2015		152,000
	\$	<u>1,171,000</u>

Note 5. Pension, 401(k) and Bonus Plans

The Company participates in a defined benefit pension plan covering substantially all employees of the Company and a no longer operating affiliate, Harper Corporation, employed prior to September 30, 1992, at which time the plan benefits were frozen and no new applicants were subsequently allowed in the plan. The Company made contributions of approximately none and \$32,000 to this plan for the years ended September 30, 2011 and 2010, respectively.

The following table sets forth the plan's funded status as of September 30, 2011 and 2010, respectively, and the amount recognized in the accompanying balance sheets:

	<u>2011</u>	<u>2010</u>
Benefit obligation at September 30	\$ 197,686	\$ 276,015
Fair value of plan assets, primarily public equity securities at September 30	<u>64,763</u>	<u>155,021</u>
Funded status recognized on the balance sheet	<u>\$ 132,923</u>	<u>\$ 120,994</u>
Net periodic pension costs	<u>\$ 11,929</u>	<u>\$ 6,648</u>

Assumptions used by the Company in the determination of pension plan information consisted of the following as of September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Discount rate	4.75%	5.00%
Expected long-term rate of return on plan assets	7.00	7.00

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

The following benefit payments are expected to be paid during the year ending September 30:

2012	\$	20,702
2013		19,801
2014		20,438
2015		20,366
2016		20,630
2017 - 2021		96,347
	\$	<u>198,284</u>

The Company is also a participating employer in a 401(k) plan. Employees who have completed 90 days of service and have attained age 21 are eligible to participate. Under the terms of the plan, employer matching contributions are 50% of employee contributions up to 6% of pay. Other employer contributions are discretionary. The Company contributed approximately \$48,000 and \$68,000 to the plan for the years ended September 30, 2011 and 2010, respectively.

The Company has a bonus plan, with the bonus calculated based on a percentage of pre-bonus net income dependent on return on assets. No bonus expense was incurred under this plan during the years ended September 30, 2011 and 2010.

The Company has a phantom stock plan for its former president, under which the Company has awarded 2,036.11 fully vested phantom shares, redeemable at book value. During the year ended September 30, 2011 the former president redeemed the shares at book value. The Company has accrued obligations of approximately none and \$13,000 at September 30, 2011 and 2010, respectively.

Note 6. Income Tax Matters

The Company, with the consent of its stockholders, has elected to be taxed under sections of federal and state income tax laws which provide that, in lieu of corporate income taxes, the stockholders separately account for their pro rata shares of the Company's items of income, deductions, losses and credits. Therefore, these statements do not include any provision for corporate income taxes.

Management evaluated the Company's tax positions and concluded that the Company had taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2008.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Note 7. Lease Commitments and Related Party

The Company leases a building from a related party and various other office equipment, machinery, and facilities from unrelated parties under noncancelable operating lease agreements. The agreements expire between February 2012 and June 2015 and require monthly payments ranging from \$1,948 to \$29,976.

During the year ended September 30, 2011, the Company gave notice of intent to terminate leases early in the Stockton, Greenville and Canada locations. Resulting termination costs incurred during the year ended September 30, 2011 totaled approximately \$385,000 and are included in general and administrative expenses. Accrued expenses include approximately \$282,000 related to these lease termination costs as of September 30, 2011 and any ongoing minimum rental commitments are included below.

The approximate total minimum rental commitment as of September 30, 2011 is due as follows:

	Unrelated Party	Related Party	Total
Year ending September 30:			
2012	\$ 155,000	\$ 150,000	\$ 305,000
2013	50,000	-	50,000
2014	2,000	-	2,000
	<u>\$ 207,000</u>	<u>\$ 150,000</u>	<u>\$ 357,000</u>

Rent expense, exclusive of any lease termination costs, for the years ended September 30, 2011 and 2010 totaled approximately \$1,012,000 and \$1,144,000, respectively, including approximately \$360,000 and \$368,000 paid to a related party during the years ended September 30, 2011 and 2010, respectively. Included in accounts payable at September 30, 2011 and 2010 is approximately \$226,000 and \$42,000, respectively, due to a related party.

Note 8. Self-Insurance

The Company is invested in a captive insurance company (Captive). The Captive insures for losses related to workman's compensation, general liability and automobiles. Premiums are accrued by the Company through a charge to income in the period to which the premium relates. The Captive reinsures catastrophic losses in excess of a predetermined amount. The Company's premiums are structured such that the Company is self-insured for the estimated amount of losses related to the above coverage. Amounts in excess of the estimated losses but less than the catastrophic loss limit are insured by the Captive. The Company is also required to provide a letter of credit or make cash deposits as collateral for future claims. At September 30, 2011, the Company had a letter of credit totaling approximately \$355,000 with no outstanding borrowings. The letter of credit expires September 2, 2012.

Harper Brush Works, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Note 9. Management's Plans

As discussed in Note 2, all sales to a major customer ceased on December 31, 2010. This customer represented 36.4% and 32.6% of the Company's sales for the years ended September 30, 2010 and 2009, respectively. As a result of this, the Company incurred a significant operating loss during the year ended September 30, 2011. In addition, the revolving line of credit is now due on demand. The Company has taken the following steps to improve operating results and cash flows:

- Staffing levels are being reduced based upon anticipated future sales levels.
- Production capacity is being reduced. The Stockton, Canada and Greenville location leases have been terminated and operations have ceased or are winding down.
- Price increases are being implemented.
- Various other operational changes designed to decrease operating expenses.

Management is continuously evaluating the need for additional actions including obtaining a longer-term financing arrangement, potential capital contributions from stockholders and the disposal of excess equipment to assist with cash flow needs as operations are right-sized for the anticipated reduced sales volume.



**Independent Auditor's Report
on the Supplementary Information**

To the Board of Directors
Harper Brush Works, Inc.
Fairfield, Iowa

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplementary information presented on page 15 is presented for the purpose of additional analysis and is not a required part of the basic consolidated financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

As disclosed in the basic consolidated financial statements, the Company's policy is to prepare its annual financial statements on the last-in, first-out (LIFO) method of inventory valuation. The accompanying supplemental Ten-Year Comparative Information is presented on a LIFO method of inventory valuation. The accompanying supplemental consolidating balance sheets and statements of income were prepared using the first-in, first-out (FIFO) method of inventory valuation. This information is for the purpose of additional analysis and is not a required part of the basic consolidated financial statements. The accompanying supplemental consolidated financial statements are not intended to be the Company's primary presentation of its financial position, results of operations or cash flows.

Our report covering the basic financial statements indicates that there is substantial doubt as to the Company's ability to continue as a going concern, the outcome of which cannot presently be determined and that the financial statements do not include any adjustments, that might result from the outcome of this uncertainty.

McGladrey & Pullen, LLP

Des Moines, Iowa
February 10, 2012

Harper Brush Works, Inc. and Subsidiaries

Ten-Year Comparative Information

(in thousands, except computed amounts)

	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002
Consolidated income statement information										
Net sales	\$ 23,470	\$ 36,574	\$ 39,253	\$ 47,026	\$ 53,563	\$ 51,044	\$ 39,612	\$ 32,828	\$ 25,219	\$ 24,717
Operating income (loss) other than bonuses	(5,547)	145	1,714	562	1,922	819	(59)	2,230	2,266	500
Net income (loss)	(5,761)	(127)	1,006	131	1,363	70	(209)	1,696	1,690	241
Earnings per common share	(7.11)	(0.16)	1.24	0.16	1.68	0.09	(0.26)	2.09	2.09	0.30
Consolidated balance sheet information										
Current assets	8,384	13,790	13,437	17,721	17,045	18,196	15,991	11,292	7,171	7,846
Current liabilities	10,959	11,284	9,945	15,150	14,852	17,101	14,553	8,597	4,426	5,707
Total assets	11,543	17,772	17,016	21,697	21,491	22,980	20,243	14,548	10,066	10,718
Long-term debt	1,004	1,147	925	1,347	1,498	1,642	1,547	1,677	1,753	1,935
Stockholders' equity	(420)	5,341	6,146	5,199	5,142	4,237	4,143	4,471	3,887	3,075
Net assets per common share	(0.52)	6.59	7.59	6.42	6.35	5.23	5.12	5.52	4.80	3.80
Dividends per common share	-	0.84	0.07	0.13	0.58	-	0.12	1.44	1.08	-
Common shares outstanding at year-end	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836
Weighted-average number of common shares used for earnings per share calculations	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836	809,836
Other information:										
Sales growth	(35.83)%	(6.82)%	(16.53)%	(12.06)%	4.94%	28.86%	20.67%	30.17%	2.03%	10.02%
Net income growth (decline)	(5,633.80)	(1,133.42)	874.55	(1,232.05)	1,293.91	133.37	(112.32)	0.36	601.30	(62.24)
Operating income (loss) before bonuses, return on net sales	(23.63)	0.40	4.36	1.20	3.59	1.60	(0.15)	6.79	8.99	2.02
Net income:										
Return on average stockholders' equity	(234.17)	(2.22)	17.73	2.54	29.08	1.66	(4.85)	40.58	43.47	8.13
Return on net sales	(24.55)	(0.34)	2.56	0.28	2.55	0.14	(0.52)	5.16	6.70	0.97
Return on total assets	(49.91)	(0.72)	5.91	0.61	6.34	0.30	(1.03)	11.50	16.79	2.25
Ratio of current assets to current liabilities	0.76	1.22	1.35	1.17	1.15	1.06	1.07	1.34	1.62	1.37
LOC and debt to stockholders' equity	(14.75)	1.73	1.26	2.17	2.19	2.86	2.52	1.53	0.91	1.72
Long-term debt to stockholders' equity	(1.88) to 1	.21 to 1	.15 to 1	.26 to 1	.29 to 1	.38 to 1	.37 to 1	.37 to 1	.45 to 1	.63 to 1
Number of FTE's employees at year-end	101	159	176	226	232	224	205	151	144	148

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Balance Sheets, FIFO Inventory Method
September 30, 2011 and 2010**

	2011	2010
ASSETS		
CURRENT ASSETS		
Cash	\$ 54,420	\$ 573,786
Trade receivables	4,056,472	6,045,723
Inventories	3,698,965	6,022,991
Deposits, inventory	115,532	329,050
Prepaid expenses	458,129	760,825
Other	-	100,000
Total current assets	8,383,518	13,832,375
INVESTMENTS AND OTHER ASSETS		
Income tax deposit	-	102,399
Investments	16,411	16,411
Other	155,824	217,265
	172,235	336,075
PROPERTY AND EQUIPMENT		
Land	89,073	89,073
Land improvements	45,945	45,945
Buildings	2,538,412	2,538,412
Machinery and equipment	5,017,348	5,304,384
Jigs, dies and patterns	898,212	732,438
Automobiles and trucks	365,353	459,627
Office furniture and fixtures	1,667,761	1,707,147
Construction-in-process	45,201	166,622
	10,667,305	11,043,648
Less accumulated depreciation	7,680,310	7,397,564
	2,986,995	3,646,084
	\$ 11,542,748	\$ 17,814,534

	2011	2010
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Line of credit	\$ 5,029,106	\$ 7,726,981
Current maturities of long-term debt	382,735	346,145
Accounts payable and accrued expenses	5,547,381	3,211,326
Total current liabilities	10,959,222	11,284,452
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	788,506	1,146,989
Other	215,384	-
	1,003,890	1,146,989
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock	2,151,847	2,151,847
Retained earnings (deficit)	(2,572,211)	3,231,246
	(420,364)	5,383,093
	\$ 11,542,748	\$ 17,814,534

Harper Brush Works, Inc. and Subsidiaries

**Consolidated Statements of Income, FIFO Inventory Method
Years Ended September 30, 2011 and 2010**

	2011		2010	
	Amount	Percent of Net Sales	Amount	Percent of Net Sales
Net sales	\$ 23,470,430	100.00%	\$ 36,574,200	100.00%
Cost of goods sold	22,812,650	97.20	26,991,715	73.80
Gross profit	657,780	2.80	9,582,485	26.20
Operating expenses:				
Selling	3,969,763	16.91	7,589,808	20.75
General and administrative	2,277,418	9.70	1,628,634	4.45
	6,247,181	26.61	9,218,442	25.20
Operating income (loss) before other income (expense)	(5,589,401)	(23.81)	364,043	1.00
Other income (expense):				
Interest income	3,602	0.02	2,777	0.01
Interest (expense)	(227,285)	(0.97)	(293,209)	(0.80)
Foreign currency transaction gain	9,627	0.04	18,223	0.05
	(214,056)	(0.91)	(272,209)	(0.74)
Net income (loss)	\$ (5,803,457)	(24.73)%	\$ 91,834	0.25%

EXHIBIT D – POST-PETITION MONTHLY OPERATING REPORT FOR MONTH ENDING
SEPTEMBER 30, 2012

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF IOWA**

CHAPTER 11 MONTHLY OPERATING REPORT

Case No. 12-01757-als Report Month/Year 30-Sep-12
 Debtor Harper Brush Works, Inc.

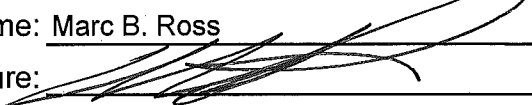
This report is due 21 days after the end of the month. Debtor must attach each of the required forms or documents unless the U. S. Trustee has waived the requirement. The report must be filed with the Court. A signed hard copy must be provided to the U. S. Trustee.

The debtor has provided the following with this monthly operating report:		Yes	No
UST-2A	Comparative Balance Sheet	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-2B	Comparative Income Statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-2C	Cash Receipts and Disbursements Statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<i>Continuation Sheet for Each Account</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<i>Detailed List of Receipts and Disbursements for Each Account</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<i>Bank Statement for Each Account</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<i>Bank Reconciliation for Each Account</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-2D	Supplemental Information	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Monthly Disbursements 462,538

I declare under penalty of perjury that this Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Date: 10/24/12

Name: Marc B. Ross
 Signature: 
 Title: Chief Restructuring Officer

CHAPTER 11 MONTHLY OPERATING REPORT - COMPARATIVE BALANCE SHEET

Case No. 12-01757-als 30-Sep-12
Debtor Harper Brush Works, Inc.

ASSETS	Current Month	Petition Date
Current Assets:		
Cash	\$ 255,263	\$ 140,475
Petty Cash	1,000	
Accounts Receivable (net of Allowance of \$176,362)	1,066,911	2,829,113
Receivable from Officers, Employees, Affiliates		
Inventory, net of LIFO reserve of \$405,957	2,783,122	2,722,934
Other Current Assets (List):		
Prepays	52,160	98,372
Other Receivables	14,293	26,242
Prepaid Inventory	244,195	169,173
Total Current Assets	<u>4,416,944</u>	<u>5,986,308</u>
Fixed Assets:		
Land	135,019	135,019
Building	2,538,413	2,538,413
Equipment, Furniture and Fixtures	7,494,134	7,494,134
Total Fixed Assets	10,167,566	10,167,566
Less: Accumulated Depreciation	(7,874,827)	(7,734,966)
Net Fixed Assets	<u>2,292,739</u>	<u>2,432,600</u>
Other Assets (List):		
Investment - Capstone	320,000	320,000
Intellectual Property - Book Value	750,000	750,000
Deposits	30,000	10,000
TOTAL ASSETS (3)	<u>\$ 7,809,683</u>	<u>\$ 9,498,908</u> (1)
LIABILITIES		
Post-petition Trade Accounts Payable	\$ 102,546	\$
Post-petition Accrued Professional Fees	127,999	
Post-petition Accrued Other		
Post-petition Accrued US Trustee Fees	6,500	
Post-petition Taxes Payable	8,916	
Post-petition Accounts Payable Accrual	33,125	
Estimated Accrued Customer Promotions	70,002	
Other Post-petition Payables (List): Interest Payable	56,206	
Other Post-petition Payables (List): Salaries Payable	61,951	
Total Post Petition Liabilities	<u>467,246</u>	
Pre Petition Liabilities:		
Secured Debt	5,741,687	5,741,687
Priority Debt	214,011	316,103
Unsecured Debt	5,264,367	5,899,751
Total Pre Petition Liabilities	<u>11,220,066</u>	<u>11,957,541</u> (1)
TOTAL LIABILITIES	<u>11,687,312</u>	<u>11,957,541</u>
OWNERS' EQUITY		
Common Stock	2,151,847	2,151,847
Retained Earnings - Prepetition	(4,610,479)	(4,610,479) (1)
Retained Deficit		
Retained Earnings - Post-petition	(1,418,997)	
TOTAL OWNERS' EQUITY	<u>(3,877,629)</u>	<u>(2,458,633)</u>
TOTAL LIABILITIES AND OWNERS' EQUITY (3)	<u>\$ 7,809,683</u>	<u>\$ 9,498,909</u>

Explain any significant changes on Form UST-2D, Supplemental Information

(0) 0

(1) Reclassifications have been made to prior periods to be consistent with the current presentation.

CHAPTER 11 MONTHLY OPERATING REPORT - COMPARATIVE INCOME STATEMENT

Case No.	<u>12-01757-als</u>	30-Sep-12
Debtor	<u>Harper Brush Works, Inc.</u>	

	Current Month	Total Post-Petition
GROSS SALES/REVENUE	\$ <u>462,141</u>	\$ <u>2,290,563</u>
Less: Discounts, Returns and Allowances	<u>43,549</u>	<u>243,815</u>
Net Sales/Revenue	<u>418,592</u>	<u>2,046,749</u>
Cost of Sales:	Current Month	
Beginning Inventory	\$ 3,209,791	
Add: Purchases, Labor, OH	297,170	
Add: Inventory not previously quantified, subject to return to vendor.		
Less: Ending Inventory	<u>(3,189,079)</u>	
Cost of Goods Sold	<u>317,882</u>	<u>1,560,289</u>
GROSS PROFIT	\$ <u>100,710</u>	\$ <u>486,460</u>
Operating Expenses:		
Officers' Salaries	54,381	238,829
Other Salaries	93,813	451,306
Employee Benefits/Payroll Taxes	37,692	158,351
Insurance	25,167	112,805
Rent and Lease Payments	2,881	20,178
Other (list):	<u>Utilities</u>	<u>9,929</u>
	<u>All Other</u>	<u>31,317</u>
	<u>133,022</u>	<u>587,014</u>
Total Operating Expenses	<u>356,885</u>	<u>1,599,799</u>
OPERATING INCOME (LOSS)	\$ <u>(256,175)</u>	\$ <u>(1,113,339)</u>
Add: Other Income		4,225
Less: Interest Expense	17,581	62,723
Less: Professional Fees and Other Reorganization Expenses (1)	50,797	304,874
United States Trustee Quarterly Fees	(166)	13,001
Other Adjustments to Income (explain)	(164)	1,412
Gain (Loss) on Sale of Assets		
NET INCOME (LOSS) BEFORE TAXES	\$ <u>(324,551)</u>	\$ <u>(1,418,997)</u>
Income Tax Expense (Benefit)		
NET INCOME (LOSS)	\$ <u>(324,551)</u>	\$ <u>(1,418,997)</u>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT**

Case No. 12-01757-als 30-Sep-12
Debtor Harper Brush Works, Inc.

SUMMARY	Current Month	Total Post-Petition
Beginning cash balance, per Debtor's books (all accounts)	\$ <u>181,225</u>	\$ <u>140,475</u>
Total cash receipts (from continuation sheets)	<u>536,576</u>	<u>3,091,178</u>
Total cash disbursements (from continuation sheets)	<u>462,538</u>	<u>2,976,390</u>
Net cash flow (Total cash receipts less total cash disbursements)	\$ <u>74,038</u>	<u>114,788</u>
Ending cash balance, per Debtor's books (all accounts)	\$ <u><u>255,263</u></u>	\$ <u><u>255,263</u></u>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist below.

Depository (bank) name: UMB
Account number: 98 7191 018 0

Beginning cash balance, per Debtor's books \$ 5,521

Add: Transfers in from other estate bank accounts
Cash receipts deposited to this account 291

Subtract: Transfers out to other estate bank accounts
Cash disbursements from this account 503

Adjustments, if any (explain)

Net cash flow \$ (213)
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 5,309
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: UMB
Account number: 98-7191-031-8

Beginning cash balance, per Debtor's books \$ 3,805

Add: Transfers in from other estate bank accounts
Cash receipts deposited to this account

Subtract: Transfers out to other estate bank accounts
Cash disbursements from this account

Adjustments, if any (explain) _____

Net cash flow \$ _____
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 3,805
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: UMB
Account number: 20200201260980137

Beginning cash balance, per Debtor's books \$ 1,987

Add: Transfers in from other estate bank accounts
Cash receipts deposited to this account _____

Subtract: Transfers out to other estate bank accounts
Cash disbursements from this account _____

Adjustments, if any (explain) _____

Net cash flow \$ _____
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 1,987
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: First National Bank
Account number: 11-0034-3

Beginning cash balance, per Debtor's books \$ 9,961

Add: Transfers in from other estate bank accounts
Cash receipts deposited to this account

Subtract: Transfers out to other estate bank accounts 9,765
Cash disbursements from this account 5

Adjustments, if any (explain) _____

Net cash flow \$ (9,771)
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 190
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: Iowa State Bank
Account number: 376 787

Beginning cash balance, per Debtor's books	\$	82,847
Add: Transfers in from other estate bank accounts		9,765
Cash receipts deposited to this account		536,080
Subtract: Transfers out to other estate bank accounts		173,975
Cash disbursements from this account		297,742

Adjustments, if any (explain) _____

Net cash flow \$ 74,129
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 156,976
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: Iowa State Bank
Account number: 386 812

Beginning cash balance, per Debtor's books	\$	2,221
Add: Transfers in from other estate bank accounts		153,975
Cash receipts deposited to this account		202
Subtract: Transfers out to other estate bank accounts		
Cash disbursements from this account		153,963

Adjustments, if any (explain)

Net cash flow \$ 214
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 2,435
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: Iowa State Bank
Account number: 386 901

Beginning cash balance, per Debtor's books \$ 68,585

Add: Transfers in from other estate bank accounts 20,000
Cash receipts deposited to this account

Subtract: Transfers out to other estate bank accounts
Cash disbursements from this account 10,319

Adjustments, if any (explain)

Net cash flow \$ 9,681
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 78,265
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**CHAPTER 11 MONTHLY OPERATING REPORT -
CASH RECEIPTS AND DISBURSEMENTS STATEMENT-Continuation Sheet**

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Prepare this CONTINUATION SHEET for each bank account and attach supporting documents as indicated on the checklist

Depository (bank) name: Iowa State Bank
Account number: 386 820

Beginning cash balance, per Debtor's books \$ 6,298

Add: Transfers in from other estate bank accounts
Cash receipts deposited to this account 3

Subtract: Transfers out to other estate bank accounts
Cash disbursements from this account 5

Adjustments, if any (explain)

Net cash flow \$ (2)
(receipts and transfers in less disbursements and transfers out)

Ending cash balance, per Debtor's books \$ 6,296
(beginning balance plus net cash flow)

Does this CONTINUATION SHEET include the following supporting documents?	Yes	No
• Detailed list of receipts and disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank statement	<input checked="" type="checkbox"/>	<input type="checkbox"/>
• Bank reconciliation	<input checked="" type="checkbox"/>	<input type="checkbox"/>

HARPER BRUSH WORKS, INC.
Report as of 9/30/12

Iowa State Bank - Operating Account (386 787)

	9/4/2012	9/5/2012	9/6/2012	9/7/2012	9/10/2012	9/11/2012	9/12/2012	9/13/2012	9/14/2012
Beginning Balance	\$ 82,846.82	\$ 70,476.47	\$ 51,671.35	\$ 79,435.31	\$ 23,515.92	\$ 90,361.67	\$ 64,607.70	\$ 67,746.04	\$ 94,442.48
Customer deposits	38,436.74	5,383.99	13,696.80	14,593.92	50,459.30	10,186.67	5,638.34	43,585.91	8,753.28
Other deposits	21,900.90								
East Carolina Check		2,649.18	14,274.80	4,197.91	29,596.18	745.74		1,468.66	7,049.71
Deposit (credit cards)		78,509.64	79,642.95	98,227.14	103,571.40	101,294.08	70,246.04	112,800.61	110,245.47
Sub-total Cash available:	143,184.46	25,838.29	(207.64)	(74,711.22)	(13,209.73)	(13,206.36)	(2,500.00)	(18,358.13)	(23,373.37)

Less disbursements:

Disbursements - Operating Account	9/4/2012	9/5/2012	9/6/2012	9/7/2012	9/10/2012	9/11/2012	9/12/2012	9/13/2012	9/14/2012
	(5,002.79)	(25,838.29)	(207.64)	(74,711.22)	(13,209.73)	(13,206.36)	(2,500.00)	(18,358.13)	(23,373.37)

Total disbursement:

Transfers									
From East Carolina	9,765.39								
From First National									
To Payroll - First National									
To Payroll Account	(57,470.59)					(23,480.02)			
To Professional Fees Account	(20,000.00)								
To Sales and Use Tax									
To Petty Cash									
Reconciling items									
Total Transfers	(67,705.20)					(23,480.02)			
Ending Balance	70,476.47	51,671.35	79,435.31	23,515.92	90,361.67	64,607.70	67,746.04	94,442.48	86,872.10

Iowa State Bank - Payroll Account (386 812)

	7/20/2012	7/20/2012	7/20/2012	7/20/2012	9/10/2012	9/11/2012	9/12/2012	9/13/2012	9/14/2012
Beginning Balance	\$ 2,221.07	\$ 59,691.66	\$ 6,655.29	\$ 2,522.12	\$ 2,522.12	\$ 1,425.19	\$ 24,905.21	\$ 2,495.37	\$ 2,495.37
Customer deposits									
Other deposits			198.15						
Incoming wire									
Sub-total Cash available:	2,221.07	59,691.66	6,853.44	2,522.12	2,522.12	1,425.19	24,905.21	2,495.37	2,495.37
Less disbursements:		(53,036.37)	(4,331.32)		(1,096.93)		(22,409.84)		

Total disbursement:

Transfers									
Reconciling items									
Total Transfers									
Ending Balance	\$ 57,470.59	\$ 6,655.29	\$ 2,522.12	\$ 2,522.12	\$ 1,425.19	\$ 24,905.21	\$ 2,495.37	\$ 2,495.37	\$ 2,495.37

9/4/2012	9/5/2012	9/6/2012	9/7/2012	9/10/2012	9/11/2012	9/12/2012	9/13/2012	9/14/2012
225,241.28	153,399.79	177,030.58	121,111.19	186,860.01	184,586.06	165,314.56	192,011.00	184,440.62

Ending Balance

RECONCILIATION OF DEPOSITS

HARPER BRUSH WORKS, INC.
Report as of 9/30/12

Iowa State Bank - Operating Account (386 787)

	9/17/2012	9/18/2012	9/19/2012	9/20/2012	9/21/2012	9/24/2012	9/25/2012	9/26/2012	9/27/2012
Beginning Balance	\$ 86,872.10	\$ 110,139.29	\$ 50,039.44	\$ 50,826.10	\$ 62,759.56	\$ 92,306.01	\$ 125,615.46	\$ 105,756.90	\$ 110,725.81
Customer deposits	60,994.55	1,455.29	14,162.08	14,181.67	31,794.83	26,552.48	3,152.35	1,500.00	16,057.85
Other deposits				30.00	47.25			30.00	
East Carolina Check									
Incoming wire (Ross)									
Deposit (credit cards)		3,114.45	64,201.52	892.84	5,798.90	6,904.81	6,493.15	3,438.91	763.70
Sub-total Cash available:	147,866.65	114,709.03	64,201.52	65,930.61	100,400.54	125,763.30	135,260.96	110,725.81	127,547.36
Less disbursements:									
Disbursements - Operating Account	(34,958.69)	(12,102.62)	(13,375.42)	(3,171.05)	(8,094.53)	(147.84)	(11,815.62)	-	(594.82)
Total disbursement:	(34,958.69)	(12,102.62)	(13,375.42)	(3,171.05)	(8,094.53)	(147.84)	(11,815.62)	-	(594.82)
Transfers									
From East Carolina									
From First National									
To Payroll - First National									
To Payroll Account	(2,768.67)	(52,566.97)					(17,688.44)		
To Professional Fees Account									
To Sales and Use Tax									
To Petty Cash									
Reconciling items									
Total Transfers	(2,768.67)	(52,566.97)	-	-	-	-	(17,688.44)	-	-
Ending Balance	110,139.29	50,039.44	50,826.10	62,759.56	92,306.01	125,615.46	105,756.90	110,725.81	126,952.54

Iowa State Bank - Payroll Account (386 812)

	9/17/2012	9/18/2012	9/19/2012	9/20/2012	9/21/2012	9/24/2012	9/25/2012	9/26/2012	9/27/2012
Beginning Balance	\$ 2,495.37	\$ 5,264.04	\$ 55,035.59	\$ 2,468.62	\$ 2,468.62	\$ 2,468.62	\$ 2,468.62	\$ 19,300.84	\$ 2,441.87
Customer deposits									
Other deposits									
Incoming wire									
Sub-total Cash available:	2,495.37	5,264.04	55,035.59	2,468.62	2,468.62	2,468.62	2,468.62	19,300.84	2,441.87
Less disbursements:									
Total disbursement:	-	(2,795.42)	(52,566.97)	-	-	-	(856.22)	(16,858.97)	-
Transfers									
Reconciling items	2,768.67	52,566.97							
Total Transfers	2,768.67	52,566.97	-	-	-	-	17,688.44	-	-
Ending Balance	\$ 5,264.04	\$ 55,035.59	\$ 2,468.62	\$ 2,468.62	\$ 2,468.62	\$ 2,468.62	\$ 19,300.84	\$ 2,441.87	\$ 2,441.87

9/17/2012 9/18/2012 9/19/2012 9/20/2012 9/21/2012 9/24/2012 9/25/2012 9/26/2012 9/27/2012

210,286.12 199,957.82 148,177.51 149,791.54 179,337.99 212,647.44 209,621.10 197,731.04 213,957.77

Other
Balance Per Books
First National Bank of Fairfield

Beginning Balance
Customer deposits
Other deposits (Credit Cards)
Deposit in transit (Credit cards)
Cash available:

Less disbursements:
ACH - Alliant Energy
ACH - ATG
Payroll 5/24/12 (auto withdrawal)
Payroll 5/24/12 (paper checks)
Payroll 5/30/12
Payroll 6/6/12
Bank Charges

Total disbursement:

Transfers
To ISB Operating
From ISB - Payroll
Reconciling items

Total Transfers

Ending Balance

Balance Per Bank
Plus Deposits
Less Checks Clearing
Plus/(Minus) Other
Ending Balance
Less O/S Checks
Plus Deposits in Transit
Other
Balance Per Books

CASH BALANCE BEFORE UMB:

All Cash Activity - Total Co.
Beginning Balance
Customer deposits
Other deposits
Cash available:
Less disbursements:
Plus (Less) Net Transfers

9/17/2012	9/18/2012	9/19/2012	9/20/2012	9/21/2012	9/24/2012	9/25/2012	9/26/2012	9/27/2012
210,476.48	200,148.18	148,367.87	149,981.90	179,528.35	212,837.80	209,811.46	197,921.40	214,148.13

Ending Balance

UMB Accounts

Balance With UMB Accounts

RECONCILIATION OF DEPOSITS

HARPER BRUSH WORKS, INC.
Report as of 9/30/12

Iowa State Bank - Operating Account (386 787)

9/28/2012
\$ 126,952.54
31,120.70
60.00
34,916.25
193,049.49

Less disbursements:

Disbursements - Operating Account (36,073.53)

Total disbursement: (36,073.53)

Transfers

From East Carolina
From First National
To Payroll - First National
To Payroll Account
To Professional Fees Account
To Sales and Use Tax
To Petty Cash
Reconciling items

Total Transfers

Ending Balance 156,975.96

Iowa State Bank - Payroll Account (386 812)

9/28/2012
\$ 2,441.87
3.75
2,445.62
(10.87)

Less disbursements:

Total disbursement: (10.87)

Transfers
Reconciling items

Total Transfers

Ending Balance \$ 2,434.75

9/28/2012

Iowa State Bank - Sales/Use Tax Account (386 820)

Beginning Balance	6,298.20
Customer deposits	
Other deposits	3.00
Incoming wire	
Sub-total Cash available:	<u>6,301.20</u>
Less disbursements:	(5.25)
Total disbursement:	<u>(5.25)</u>
Transfers	
Reconciling items	
Total Transfers	-
Ending Balance	<u>\$ 6,295.95</u>

Iowa State Bank - Professional Fees Account (386 901)

Beginning Balance	\$ 78,265.16
Customer deposits	
Other deposits	
Incoming wire	
Sub-total Cash available:	<u>78,265.16</u>
Less disbursements:	-
Total disbursement:	-
Transfers	
Reconciling items	
Total Transfers	-
Ending Balance	<u>\$ 78,265.16</u>
Total For All Iowa State Accounts	<u>\$ 243,971.82</u>

Balance Per Bank	225,311.84
Plus Deposits	31,951.15
Less Checks Clearing	(30,469.08)
Adjustment (Bank error)	
Plus/(Minus) Other	
Ending Balance	<u>\$ 226,793.91</u>
Less O/S Checks	(17,738.34)
Plus Deposits in Transit	34,916.25
Adjustment (Bank error)	
	<u>(3,072,783.36)</u>

9/28/2012
 243,571.82
 (0.00)

First National Bank of Fairfield

Other
 Balance Per Books

Beginning Balance \$ 190.36
 Customer deposits
 Other deposits (Credit Cards)
 Deposit in transit (Credit cards)
 Cash available: 190.36

Less disbursements:
 ACH - Alliant Energy
 ACH - ATG
 Payroll 5/24/12 (auto withdrawal)
 Payroll 5/24/12 (paper checks)
 Payroll 5/30/12
 Payroll 6/6/12
 Bank Charges

Total disbursement: -

Transfers
 To ISB Operating
 From ISB - Payroll
 Reconciling items

Total Transfers
 Ending Balance 190.36

Balance Per Bank \$ 244.65
 Plus Deposits
 Less Checks Clearing
 Plus/(Minus) Other
 Ending Balance 244.65
 Less O/S Checks (54.29)
 Plus Deposits in Transit
 Other
 Balance Per Books 190.36

CASH BALANCE BEFORE UMB: 244,162.18

All Cash Activity - Total Co.
 Beginning Balance 214,148.13
 Customer deposits 31,120.70
 Other deposits 34,983.00
 Cash available: 280,251.83

Less disbursements: (36,089.65)

Plus (Less) Net Transfers

Ending Balance	9/28/2012
	<u>244,162.18</u>
	11,100
RECONCILIATION OF DEPOSITS	<u>255,263</u>

Harper Brush Works, Inc.
Detail of Disbursements
Payroll Account

Payee	Type (ACH/Check)	Type	9/5/2012	9/6/2012	9/10/2012	9/12/2012	9/18/2012	9/19/2012	9/25/2012	9/26/2012	9/28/2012
Fisher, Pamela	Check	Payroll Check	(322.06)			(280.91)		(362.21)		(362.21)	
Aubrey, William	Check	Payroll Check	(224.42)			(268.54)		(281.73)		(239.49)	
Baister, Kate	Check	Payroll Check	(263.00)			(323.11)		(323.11)		(323.11)	
Becker, Keith	Check	Payroll Check									
Shondel, Thomas	Check	Payroll Check	(210.68)			(251.38)		(148.40)			
Hawkins, Scott	Check	Payroll Check	(185.04)			(167.68)		(219.91)		(222.91)	
Watson, Seth	Check	Payroll Check									
Black, Kenneth	Check	Payroll Check	(619.19)			(619.19)		(585.74)		(619.19)	
Zaiser, Deborah	Check	Payroll Check	(388.36)			(401.27)		(418.77)		(418.77)	
Dilley, Joel	Check	Payroll Check	(245.61)			(245.60)		(315.06)			
Ellis, Kandie	Check	Payroll Check									
Gallegos Zamudio	Check	Payroll Check	(289.59)			(290.75)		(320.25)		(320.25)	
Miller, James	Check	Payroll Check	(322.07)			(311.67)		(337.41)		(322.07)	
Swygard, Stephen	Check	Payroll Check	(248.17)			(304.47)		(497.34)			
Amanda Williams	Check	Payroll Check									
Agency Checks	Check	Payroll Check	(951.23)	(41.77)		(440.74)		(1,020.06)		(352.11)	
Shannon Briner	ACH	Payroll Check	(599.13)					(533.79)		(476.52)	
Baker, Debbie	ACH	Payroll Check	(1,049.70)								
Cox, Randy	ACH	Payroll Check									
Simms, Beryl	ACH	Payroll Check									
Salazar, Jesus	ACH	Payroll Check									
Rusk, Gretchen	ACH	Payroll Check	(196.85)			(506.56)		(494.48)			
Mellett-Smith, Amber	ACH	Payroll Check	(105.76)			(81.74)		(349.03)			
McKeever, John	ACH	Payroll Check	(345.32)			(345.32)		(345.32)		(345.32)	
Lydolph, Dennis	ACH	Payroll Check	(350.32)			(339.47)		(339.47)		(317.70)	
Koch, Barbara	ACH	Payroll Check	(372.54)			(372.54)		(404.04)		(404.04)	
Kessel, Amy	ACH	Payroll Check	(347.35)			(352.60)		(352.31)		(354.79)	
Johnson, Virginia	ACH	Payroll Check	(539.48)			(439.42)		(442.32)		(436.52)	
Franklin, Melinda	ACH	Payroll Check									
Baxter, Melissa	ACH	Payroll Check	(706.49)					(813.29)			
Shannon, Kirk	ACH	Payroll Check									
Pool, Randall	ACH	Payroll Check								(417.56)	
Parcelli, Judith	ACH	Payroll Check									
Batterson, Gary	ACH	Payroll Check	(1,298.78)					(1,292.54)			
Kiefer, Randall	ACH	Payroll Check	(499.24)			(482.85)		(505.20)		(499.29)	
Hickenbottom, Lloyd	ACH	Payroll Check	(1,479.34)					(1,479.34)			
Daugherty, Joseph	ACH	Payroll Check	(566.51)			(559.78)		(603.82)		(566.51)	
Watson, Catherine	ACH	Payroll Check	(2,554.46)					(2,554.46)			
Moon, Charles	ACH	Payroll Check		(874.75)				(930.74)			
McNally, Paul	ACH	Payroll Check	(3,004.90)					(3,004.90)			
Henderson, Jesse	ACH	Payroll Check		(861.47)				(950.56)			
D'Eramo, David	ACH	Payroll Check									
Clark, Sara	ACH	Payroll Check									
Schwartz, Christy	ACH	Payroll Check	(742.61)					(752.13)			
Hoffman, Mark	ACH	Payroll Check	(1,049.27)					(1,031.73)			
Burke, Ronda	ACH	Payroll Check	(1,480.82)					(1,480.82)			
Seth Watson	ACH	Payroll Check	(1,272.51)					(1,272.51)			
Spates, Diana	ACH	Payroll Check		(892.31)				(915.75)			
Roe, Marc	ACH	Payroll Check		(812.47)				(885.31)			
Mathias, Kevin	ACH	Payroll Check	(1,273.59)					(1,343.68)			
Johnson, Robert	ACH	Payroll Check		(813.55)				(816.13)			
Carter, Megan	ACH	Payroll Check	(1,975.14)					(1,975.14)			
Parcelli, Angela	ACH	Payroll Check	(1,246.59)								
			(198.84)			(253.54)					(253.54)

Harper Brush Works, Inc.
Detail of Disbursements
Sales/Use Tax

9/28/2012

Bank Charges	
Bank Charges	
South Carolina Department of Revenue	
Oklahoma Department of Revenue	
Mississippi Department of Revenue	
Ohio Department of Revenue	
Board of Equalization	
Nevada Department of Taxation	
North Carolina Department of Revenue	
Missouri Department of Revenue	
Washington Department of Revenue	
Florida Department Of Revenue	
Oklahoma Department of Revenue	
Pennsylvania Department of Revenue	
Bank Charges	
Bank Charges	(5.25)
Total - Sales and Use Tax	(5.25)

Harper Brush Works, Inc.
Detail of Disbursements
Professional Fees

	Date	Type	9/20/2012
Bradshaw, Fowler, et al	9/20/2012	Professional Fees	(10,292.68)
Wire Fees	9/20/2012	Bank Fees	(26.75)
Total - Professional Fees			<u>(10,319.43)</u>

UMB Bank, n.a.
Post Office Box 419226
Kansas City, Missouri 64141-6226



AB 01 216482 06515 E 609 B
[Barcode]

HARPER BRUSH WORKS INC
400 N 2ND ST
FAIRFIELD IA 52556-2416

ACCOUNT NUMBER 98
98 7191 018 0 0
STATEMENT DATE 25
9-30-12 PAGE 1 00

DIRECT WRITTEN INQUIRIES TO THE ABOVE ADDRESS. FOR PERSONAL ACCOUNTS
YOU MAY CALL 816-860-4UMB, FOR COMMERCIAL ACCOUNTS, 816-860-5755

----- COMMERCIAL CHECKING ACCOUNT SUMMARY -----
PREVIOUS STATEMENT 8-31-12, BALANCE OF 5,521.17
1 DEPOSITS AND OTHER CREDITS TOTALING 290.52
1 CHECKS AND OTHER DEBITS TOTALING 503.31-
CURRENT BALANCE AS OF STATEMENT DATE 5,308.38
AVERAGE COLLECTED BALANCE THIS PERIOD 5,143.07

----- CHECKING ACCOUNT TRANSACTIONS -----
DATE AMOUNT TRANSACTION DESCRIPTION
09-05 503.31- ANALYSIS SERVICE CHARGE(S)
09-25 290.52+ FASTENAL COMPANY DIRECT PAY HARPER BRUSHWORKS

----- BALANCES AFTER TRANSACTIONS - INCLUDING UNCOLLECTED FUNDS -----
DATE BALANCE DATE BALANCE DATE BALANCE DATE BALANCE
09-05 5,017.86 09-25 5,308.38

REC'D OCT 09 2012

UMB Bank, n.a.
Post Office Box 419226
Kansas City, Missouri 64141-6226



AB 01 216479 06515 E 609 B



HARPER BRUSH WORKS INC
400 N 2ND ST
FAIRFIELD IA 52556-2416

ACCOUNT NUMBER 98
50 0802 113 9 0

STATEMENT DATE 25
9-30-12 PAGE 1 00

DIRECT WRITTEN INQUIRIES TO THE ABOVE ADDRESS. FOR PERSONAL ACCOUNTS
YOU MAY CALL 877-860-8621, FOR COMMERCIAL ACCOUNTS, 800-860-4862

COMMERCIAL CHECKING ACCOUNT SUMMARY

PREVIOUS STATEMENT 8-31-12, BALANCE OF .00
CURRENT BALANCE AS OF STATEMENT DATE .00
AVERAGE COLLECTED BALANCE THIS PERIOD .00

REC'D OCT 09 2012

... ..

UMB Bank, n.a.
Post Office Box 419226
Kansas City, Missouri 64141-6226



AB 01 216483 06515 E 609 B

HARPER BRUSH WORKS INC
PAYROLL ACCOUNT
400 N 2ND ST
FAIRFIELD IA 52556-2416

ACCOUNT NUMBER 98
98 7191 031 8 0
STATEMENT DATE 25
9-30-12 PAGE 1 00

DIRECT WRITTEN INQUIRIES TO THE ABOVE ADDRESS. FOR PERSONAL ACCOUNTS
YOU MAY CALL 816-860-4UMB, FOR COMMERCIAL ACCOUNTS, 816-860-5755

----- COMMERCIAL CHECKING ACCOUNT SUMMARY -----
PREVIOUS STATEMENT 8-31-12, BALANCE OF 3,805.18
CURRENT BALANCE AS OF STATEMENT DATE 3,805.18
AVERAGE COLLECTED BALANCE THIS PERIOD 3,805.18

REC'D OCT 09 2012

100% RECYCLED PAPER



1010 Grand Boulevard
P.O. Box 419226
Kansas City, Missouri 64141-6226

Tel: 1-800-821-2171 Fax: 816-860-4858

Multicurrency Account

Account Number: 202002 01260980137

CAD

9/1/2012 to 9/30/2012

To: HARPER BRUSH WORKS, INC
400 NORTH 2ND STREET
FAIRFIELD IOWA
52556

Previous Balance

Total balance prior to 09/01/2012 1,986.68

Statement Closing Balance

Total Deposits:	0	0.00
Total Withdrawals:	0	0.00
Total balance as of 09/30/2012	0	1,986.68

Transaction Summary 9/1/2012 to 9/30/2012

*** No activity for this account during this statement period ***

REC'D OCT 03 2012



Iowa State Bank
& Trust Company of Fairfield, Iowa

P.O. Box 1010 • Fairfield, Iowa 52556-1010
641-472-3161 • Fax: 641-472-4075
www.isbft.com

Main Bank
With Drive-Up Banking
At 4th and Burlington
Bank on the Square
Court and Broadway

REC'D OCT 03 2012

HARPER BRUSH WORKS INC
DEBTOR IN POSSESSION
USBC SDIA CASE # 12-01757-11
400 NORTH 2ND ST
FAIRFIELD IA 52556

81- REGULAR BUSINESS
386820

08/31/12 THRU 09/30/12

PAGE 1

81- REGULAR BUSINESS		386820		
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
BALANCE LAST STATEMENT.....			08/31/12	6,311.61
CHECK # 1006	4.00		09/06/12	6,307.61
INVESTMENT CREDIT		3.00	09/28/12	6,310.61
PER DEBIT CHARGE	0.10		09/28/12	6,310.51
MAINTENANCE FEE	5.00		09/28/12	6,305.51
Sales tax paid on service charges			09/28/12	6,305.36
	0.15		09/28/12	6,305.36
BALANCE THIS STATEMENT.....			09/30/12	6,305.36
TOTAL CREDITS (1)		3.00		
TOTAL DEBITS (4)	9.25			

YOUR CHECKS SEQUENCED								
DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT
9/06	1006	4.00						

(*) INDICATES A GAP IN CHECK NUMBER SEQUENCE

- - - ITEMIZATION OF SERVICE CHARGES PAID THIS PERIOD - - -

INVESTMENT CREDIT	\$3.00+
PER DEBIT CHARGE	\$0.10-
MAINTENANCE FEE	\$5.00-

	TOTAL FOR THIS PERIOD	TOTAL YEAR TO DATE
NSF PAID ITEM FEE:	\$0.00	\$0.00
TOTAL OVERDRAFT FEES:	\$0.00	\$0.00
NSF RETURNED ITEM FEE:	\$0.00	\$0.00

-----End-of-Statement-for-above-Account-----



Iowa State Bank
& Trust Company of Fairfield, Iowa

P.O. Box 1010 • Fairfield, Iowa 52556-1010
641-472-3161 • Fax: 641-472-4075
www.isbfi.com

Main Bank
With Drive-Up Banking
At 4th and Burlington
Bank on the Square
Court and Broadway

REC'D OCT 03 2012

HARPER BRUSH WORKS INC
DEBTOR IN POSSESSION
USBC SDIA CASE # 12-01757-11
400 NORTH 2ND ST
FAIRFIELD IA 52556

81- REGULAR BUSINESS
386901

08/31/12 THRU 09/30/12

PAGE 1

=====
81- REGULAR BUSINESS 386901
=====

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
BALANCE LAST STATEMENT.....			08/31/12	68,584.59
INTERNET TRANSFER FROM CHECKING 6787		000000001378220600		
		20,000.00	09/04/12	88,584.59
WT + FEE/MG	10,319.43		09/20/12	78,265.16
BALANCE THIS STATEMENT.....			09/30/12	78,265.16
TOTAL CREDITS (1)		20,000.00		
TOTAL DEBITS (1)	10,319.43			

- - - ITEMIZATION OF NSF PAID AND RETURNED ITEM FEES - - -

	TOTAL FOR THIS PERIOD	TOTAL YEAR TO DATE
NSF PAID ITEM FEE:	\$0.00	\$0.00
TOTAL OVERDRAFT FEES:	\$0.00	\$0.00
NSF RETURNED ITEM FEE:	\$0.00	\$0.00

-----End-of-Statement-for-above-Account-----



Iowa State Bank
 & Trust Company of Fairfield, Iowa

P.O. Box 1010 • Fairfield, Iowa 52556-1010
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Main Bank
 With Drive-Up Banking
 At 4th and Burlington

Bank on the Square
 Court and Broadway

REC'D OCT 03 2012

HARPER BRUSH WORKS INC
 DEBTOR IN POSSESSION
 USBC SDIA CASE # 12-01757-11
 400 NORTH 2ND ST
 FAIRFIELD IA 52556

81- REGULAR BUSINESS
 386812

08/31/12 THRU 09/30/12

PAGE 1

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 81- REGULAR BUSINESS 386812
 =====

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
BALANCE LAST STATEMENT.....			08/31/12	7,756.31
8/6/12 PAYROLL		000000001378220800		
		57,470.59	09/04/12	65,226.90
CHECK # 11961	227.61		09/04/12	64,999.29
CHECK # 11966	317.19		09/04/12	64,682.10
CHECK # 11967	327.55		09/04/12	64,354.55
CHECK # 11954	304.47		09/05/12	64,050.08
CHECK # 11960	263.00		09/05/12	63,787.08
CHECK # 11968	304.47		09/05/12	63,482.61
CCD HARPER BRUSH WOR IMPOUN	348.67		09/05/12	63,133.94
CCD HARPER BRUSH WOR IMPOUN	15,719.30		09/05/12	47,414.64
CCD HARPER BRUSH WOR IMPOUN	27,584.42		09/05/12	19,830.22
CCD HARPER BRUSH WOR IMPOUN		198.15	09/06/12	20,028.37
CHECK # 11977	706.49		09/06/12	19,321.88
CHECK # 11986	388.36		09/06/12	18,933.52
CHECK # 11987	245.61		09/06/12	18,687.91
WT + FEE/MG	2,768.70		09/06/12	15,919.21
CCD HARPER BRUSH WOR IMPOUN	35.00		09/06/12	15,884.21
CCD HARPER BRUSH WOR IMPOUN	4,254.55		09/06/12	11,629.66
CHECK # 11972	322.06		09/07/12	11,307.60
CHECK # 11973	224.42		09/07/12	11,083.18
CHECK # 11976	185.04		09/07/12	10,898.14
CHECK # 11985	619.19		09/07/12	10,278.95
CHECK # 11988	289.59		09/07/12	9,989.36
CHECK # 11991	260.15		09/07/12	9,729.21
CHECK # 11992	25.00		09/07/12	9,704.21
CHECK # 11975	210.68		09/10/12	9,493.53
CHECK # 11982	742.61		09/10/12	8,750.92
CHECK # 11989	322.07		09/10/12	8,428.85
CHECK # 11993	98.94		09/10/12	8,329.91
9-13-12 PAYROLL		000000001384357700		
		23,480.02	09/11/12	31,809.93
CHECK # 11974	263.00		09/11/12	31,546.93
WT + FEE/MG	1,096.93		09/11/12	30,450.00
CCD HARPER BRUSH WOR IMPOUN				

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81- REGULAR BUSINESS
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08/31/12 THRU 09/30/12

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81- REGULAR BUSINESS		386812		
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
	198.84		09/12/12	30,251.16
CCD HARPER BRUSH WOR IMPOUN	6,497.43		09/12/12	23,753.73
CCD HARPER BRUSH WOR IMPOUN	11,812.75		09/12/12	11,940.98
CHECK # 12000	401.27		09/13/12	11,539.71
CHECK # 12001	245.60		09/13/12	11,294.11
CHECK # 12006	25.00		09/13/12	11,269.11
CHECK # 11978	793.80		09/14/12	10,475.31
CHECK # 11990	248.17		09/14/12	10,227.14
CHECK # 11994	280.91		09/14/12	9,946.23
CHECK # 11995	268.54		09/14/12	9,677.69
CHECK # 11998	167.68		09/14/12	9,510.01
CHECK # 11999	619.19		09/14/12	8,890.82
CHECK # 12005	260.15		09/14/12	8,630.67
9-18 SCHWABB PMT		000000001388533600		
		2,768.67	09/17/12	11,399.34
CHECK # 11997	251.38		09/17/12	11,147.96
CHECK # 12002	290.75		09/17/12	10,857.21
CHECK # 12003	311.67		09/17/12	10,545.54
CHECK # 12007	124.12		09/17/12	10,421.42
9/20/12 PAYROLL		000000001389953600		
		52,566.97	09/18/12	62,988.39
WT + FEE	2,795.42		09/18/12	60,192.97
CHECK # 11996	323.11		09/19/12	59,869.86
CCD HARPER BRUSH WOR IMPOUN	284.72		09/19/12	59,585.14
CCD HARPER BRUSH WOR IMPOUN	15,121.62		09/19/12	44,463.52
CCD HARPER BRUSH WOR IMPOUN	32,330.64		09/19/12	12,132.88
CHECK # 12014	418.77		09/20/12	11,714.11
CHECK # 12015	315.06		09/20/12	11,399.05
CHECK # 12020	25.00		09/20/12	11,374.05
CHECK # 12008	362.21		09/21/12	11,011.84
CHECK # 12009	281.73		09/21/12	10,730.11
CHECK # 12012	219.91		09/21/12	10,510.20
CHECK # 12013	585.74		09/21/12	9,924.46
CHECK # 12017	337.41		09/21/12	9,587.05
CHECK # 12019	260.15		09/21/12	9,326.90

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08/31/12 THRU 09/30/12

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81- REGULAR BUSINESS		386812		
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
CHECK # 12011	148.40		09/24/12	9,178.50
CHECK # 12016	320.25		09/24/12	8,858.25
9-27-12 PAYROLL		000000001395333600		
		17,688.44	09/25/12	26,546.69
WT + FEE/MG	856.22		09/25/12	25,690.47
CCD HARPER BRUSH WOR IMPOUN	181.89		09/26/12	25,508.58
CCD HARPER BRUSH WOR IMPOUN	4,832.33		09/26/12	20,676.25
CCD HARPER BRUSH WOR IMPOUN	8,664.64		09/26/12	12,011.61
CHECK # 12004	304.47		09/27/12	11,707.14
CHECK # 12010	323.11		09/27/12	11,384.03
CHECK # 12027	418.77		09/27/12	10,965.26
CHECK # 12031	25.00		09/27/12	10,940.26
INVESTMENT CREDIT		3.75	09/28/12	10,944.01
CHECK # 12022	362.21		09/28/12	10,581.80
CHECK # 12023	239.49		09/28/12	10,342.31
CHECK # 12030	215.00		09/28/12	10,127.31
MAINTENANCE FEE	5.00		09/28/12	10,122.31
PER DEBIT CHARGE	5.40		09/28/12	10,116.91
Sales tax paid on service charges	0.47		09/28/12	10,116.44
BALANCE THIS STATEMENT			09/30/12	10,116.44
TOTAL CREDITS (7)		154,176.59		
TOTAL DEBITS (75)	151,816.46			

YOUR CHECKS SEQUENCED

DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT
9/05	11954	304.47	9/07	11972*	322.06	9/14	11978	793.80
9/05	11960*	263.00	9/07	11973	224.42	9/10	11982*	742.61
9/04	11961	227.61	9/11	11974	263.00	9/07	11985*	619.19
9/04	11966*	317.19	9/10	11975	210.68	9/06	11986	388.36
9/04	11967	327.55	9/07	11976	185.04	9/06	11987	245.61
9/05	11968	304.47	9/06	11977	706.49	9/07	11988	289.59

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81- REGULAR BUSINESS						386812		
DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT
9/10	11989	322.07	9/13	12001	245.60	9/21	12013	585.74
9/14	11990	248.17	9/17	12002	290.75	9/20	12014	418.77
9/07	11991	260.15	9/17	12003	311.67	9/20	12015	315.06
9/07	11992	25.00	9/27	12004	304.47	9/24	12016	320.25
9/10	11993	98.94	9/14	12005	260.15	9/21	12017	337.41
9/14	11994	280.91	9/13	12006	25.00	9/21	12019*	260.15
9/14	11995	268.54	9/17	12007	124.12	9/20	12020	25.00
9/19	11996	323.11	9/21	12008	362.21	9/28	12022*	362.21
9/17	11997	251.38	9/21	12009	281.73	9/28	12023	239.49
9/14	11998	167.68	9/27	12010	323.11	9/27	12027*	418.77
9/14	11999	619.19	9/24	12011	148.40	9/28	12030*	215.00
9/13	12000	401.27	9/21	12012	219.91	9/27	12031	25.00

(*) INDICATES A GAP IN CHECK NUMBER SEQUENCE

- - - ITEMIZATION OF SERVICE CHARGES PAID THIS PERIOD - - -

INVESTMENT CREDIT	\$3.75+
MAINTENANCE FEE	\$5.00-
PER DEBIT CHARGE	\$5.40-

- - - ITEMIZATION OF NSF PAID AND RETURNED ITEM FEES - - -

	TOTAL FOR THIS PERIOD	TOTAL YEAR TO DATE
NSF PAID ITEM FEE:	\$0.00	\$0.00
TOTAL OVERDRAFT FEES:	\$0.00	\$0.00
NSF RETURNED ITEM FEE:	\$0.00	\$0.00

-----End-of-Statement-for-above-Account-----



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81- REGULAR BUSINESS
 376787

08/31/12 THRU 09/30/12

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 81- REGULAR BUSINESS 376787
 =====

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
BALANCE LAST STATEMENT.....			08/31/12	116,985.28
DEPOSIT		9,765.39	09/04/12	126,750.67
DEPOSIT		38,436.74	09/04/12	165,187.41
CCD BANK OF AMERICA DEPOSI 431254615880		2,085.48	09/04/12	167,272.89
CHECK # 1165	64.12		09/04/12	167,208.77
CHECK # 1202	215.62		09/04/12	166,993.15
CHECK # 1206	30.75		09/04/12	166,962.40
CHECK # 1216	732.00		09/04/12	166,230.40
ACH ORIGINATION FEES/TB	270.07		09/04/12	165,960.33
OUTGOING WIRE/DM	768.75		09/04/12	165,191.58
INTERNET TRANSFER TO CHECKING 6901		000000001378220500		
	20,000.00		09/04/12	145,191.58
8/6/12 PAYROLL		000000001378220700		
	57,470.59		09/04/12	87,720.99
CCD HARPER BRUSH WOR Payment				
	904.65		09/04/12	86,816.34
CCD BANK OF AMERICA FE 431254615880				
	2,990.07		09/04/12	83,826.27
DEPOSIT		5,383.99	09/05/12	89,210.26
CCD ACE HARDWARE EPOSPYMNT 000002000680070				
REF*TN*000000000000000000002000680070\		21,900.90	09/05/12	111,111.16
CHECK # 1181	336.45		09/05/12	110,774.71
CHECK # 1197	674.10		09/05/12	110,100.61
CHECK # 1199	107.00		09/05/12	109,993.61
CHECK # 1203	121.35		09/05/12	109,872.26
CHECK # 1205	612.00		09/05/12	109,260.26
CHECK # 1212	5,624.25		09/05/12	103,636.01
CHECK # 1214	1,451.76		09/05/12	102,184.25
CHECK # 1215	1,601.35		09/05/12	100,582.90
CHECK # 1217	102.96		09/05/12	100,479.94
WT + FEE/MG	12,358.85		09/05/12	88,121.09
CCD HARPER BRUSH WOR Payment				
	469.95		09/05/12	87,651.14
CCD HARPER BRUSH WOR Payment				
	1,906.30		09/05/12	85,744.84
CCD HARPER BRUSH WOR Payment				
	12,040.18		09/05/12	73,704.66
DEPOSIT		13,696.80	09/06/12	87,401.46
CCD BANK OF AMERICA DEPOSI 431254615880		2,649.18	09/06/12	90,050.64

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08/31/12 THRU 09/30/12

PAGE 2

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 81- REGULAR BUSINESS 376787
 =====

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
CHECK # 1184	4.96		09/06/12	90,045.68
CHECK # 1186	503.79		09/06/12	89,541.89
CHECK # 1207	8,485.45		09/06/12	81,056.44
CHECK # 1210	1,745.97		09/06/12	79,310.47
CHECK # 1211	566.67		09/06/12	78,743.80
CHECK # 1220	89.76		09/06/12	78,654.04
CHECK # 1223	1,000.00		09/06/12	77,654.04
DEPOSIT		14,593.92	09/07/12	92,247.96
CHECK # 1196	296.15		09/07/12	91,951.81
CHECK # 1213	1,522.11		09/07/12	90,429.70
CHECK # 1219	69.25		09/07/12	90,360.45
WT/FEE BH	2,197.75		09/07/12	88,162.70
WT/FEE BH	24,224.75		09/07/12	63,937.95
CCD U. P. S. UPS BIL 122450000534977	1,445.45		09/07/12	62,492.50
DEPOSIT		50,459.30	09/10/12	112,951.80
CCD ACE HARDWARE EPOSPYMNT 000002000681432 REF*TN*00000000000000000002000681432\		14,274.80	09/10/12	127,226.60
CHECK # 1204	450.00		09/10/12	126,776.60
CHECK # 1209	1,627.65		09/10/12	125,148.95
CHECK # 1222	51.69		09/10/12	125,097.26
CHECK # 1224	2,781.43		09/10/12	122,315.83
CHECK # 1239	10,632.14		09/10/12	111,683.69
CHECK # 1246	1,000.00		09/10/12	110,683.69
WT + FEE/MG	2,661.25		09/10/12	108,022.44
WT + FEE/MG	2,763.75		09/10/12	105,258.69
WT + FEE/MG	2,766.75		09/10/12	102,491.94
WT + FEE/MG	4,605.64		09/10/12	97,886.30
CCD HARPER BRUSH WOR Payment	5,592.06		09/10/12	92,294.24
DEPOSIT		10,186.67	09/11/12	102,480.91
CCD BANK OF AMERICA DEPOSI 431254615880		4,197.91	09/11/12	106,678.82
CHECK # 1208	1,952.28		09/11/12	104,726.54
CHECK # 1227	5,624.25		09/11/12	99,102.29
CHECK # 1235	688.29		09/11/12	98,414.00
CHECK # 1237	3,129.84		09/11/12	95,284.16
WT + FEE/MG	864.25		09/11/12	94,419.91
9-13-12 PAYROLL		000000001384357600		
	23,480.02		09/11/12	70,939.89

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81- REGULAR BUSINESS		376787		
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
CCD HARPER BRUSH WOR Payment	10,823.60		09/11/12	60,116.29
DEPOSIT		5,638.34	09/12/12	65,754.63
CCD BANK OF AMERICA DEPOSIT 431254615880		30,341.92	09/12/12	96,096.55
CHECK # 1221	155.95		09/12/12	95,940.60
CHECK # 1226	4,258.00		09/12/12	91,682.60
CHECK # 1229	264.27		09/12/12	91,418.33
CHECK # 1234	235.39		09/12/12	91,182.94
CHECK # 1236	2,991.72		09/12/12	88,191.22
CHECK # 1238	7,357.94		09/12/12	80,833.28
CHECK # 1243	4,397.10		09/12/12	76,436.18
ARC WASTE INDUSTRIES CHECKPAYMT #1230	100.00		09/12/12	76,336.18
DEPOSIT		13,828.13	09/13/12	90,164.31
DEPOSIT		29,757.78	09/13/12	119,922.09
CHECK # 1173	1,037.40		09/13/12	118,884.69
CHECK # 1240	66.00		09/13/12	118,818.69
WT + FEE/MG	1,639.91		09/13/12	117,178.78
WT + FEE/MG	7,393.04		09/13/12	109,785.74
ARC Earthlink Payment #1228	12.00		09/13/12	109,773.74
CCD HARPER BRUSH WOR Payment	1,417.15		09/13/12	108,356.59
DEPOSIT		8,753.28	09/14/12	117,109.87
CHECK # 1241	307.62		09/14/12	116,802.25
CHECK # 1245	38.52		09/14/12	116,763.73
CHECK # 1252	781.17		09/14/12	115,982.56
WT + FEE/MG	770.57		09/14/12	115,211.99
WT + FEE/MG	5,546.09		09/14/12	109,665.90
WT + FEE/MG	8,404.65		09/14/12	101,261.25
WT + FEE/MG	9,745.25		09/14/12	91,516.00
CCD U. P. S. UPS BIL 122520000534977	1,985.40		09/14/12	89,530.60
DEPOSIT		60,994.55	09/17/12	150,525.15
CCD BANK OF AMERICA DEPOSIT 431254615880		8,518.37	09/17/12	159,043.52
CHECK # 1225	103.68		09/17/12	158,939.84
CHECK # 1250	2,500.00		09/17/12	156,439.84
CHECK # 1253	689.81		09/17/12	155,750.03
CHECK # 1260	75.00		09/17/12	155,675.03
9-18 SCHWABB PMT				000000001388533500

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81- REGULAR BUSINESS		376787			
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE	
	2,768.67		09/17/12	152,906.36	
MISCELLANEOUS DEBIT	4,647.93		09/17/12	148,258.43	
CCD HARPER BRUSH WOR Payment	6,735.00		09/17/12	141,523.43	
DEPOSIT		1,455.29	09/18/12	142,978.72	
CHECK # 1248	150.00		09/18/12	142,828.72	
CHECK # 1258	3,167.31		09/18/12	139,661.41	
CHECK # 1259	500.00		09/18/12	139,161.41	
WT + FEE	531.85		09/18/12	138,629.56	
WT + FEE	942.71		09/18/12	137,686.85	
WT + FEE	3,022.11		09/18/12	134,664.74	
9/20/12 PAYROLL		000000001389953500			
	52,566.97		09/18/12	82,097.77	
CCD HARPER BRUSH WOR Payment	5,893.15		09/18/12	76,204.62	
CCD HARPER BRUSH WOR Payment	11,733.56		09/18/12	64,471.06	
DEPOSIT		14,162.08	09/19/12	78,633.14	
CCD BANK OF AMERICA DEPOSIT 431254615880		3,114.45	09/19/12	81,747.59	
CHECK # 1218	418.34		09/19/12	81,329.25	
CHECK # 1231	329.85		09/19/12	80,999.40	
CHECK # 1249	1,518.51		09/19/12	79,480.89	
CHECK # 1251	40.00		09/19/12	79,440.89	
CHECK # 1255	125.94		09/19/12	79,314.95	
WT + FEE/MG	1,456.75		09/19/12	77,858.20	
WT + FEE/MG	6,710.75		09/19/12	71,147.45	
CCD HARPER BRUSH WOR Payment	5,207.92		09/19/12	65,939.53	
DEPOSIT		14,211.67	09/20/12	80,151.20	
CHECK # 1247	369.34		09/20/12	79,781.86	
CHECK # 1256	1,658.82		09/20/12	78,123.04	
CHECK # 1265	2,625.00		09/20/12	75,498.04	
CCD HARPER BRUSH WOR Payment	1,184.03		09/20/12	74,314.01	
DEPOSIT		31,842.08	09/21/12	106,156.09	
CCD BANK OF AMERICA DEPOSIT 431254615880		892.84	09/21/12	107,048.93	
CHECK # 1254	64.02		09/21/12	106,984.91	
CHECK # 1261	540.00		09/21/12	106,444.91	
CHECK # 1272	2,803.76		09/21/12	103,641.15	
CHECK # 1274	776.34		09/21/12	102,864.81	

* * * CONTINUED * * *





Iowa State Bank
& Trust Company of Fairfield, Iowa

R.O. Box 1010 • Fairfield, Iowa 52556-1010
641-472-3161 • Fax: 641-472-4075
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Main Bank
With Drive-Up Banking
At 4th and Burlington
Bank on the Square
Court and Broadway

HARPER BRUSH WORKS INC
DEBTOR IN POSSESSION
USBC SDIA
400 NORTH 2ND ST
FAIRFIELD IA 52556

81- REGULAR BUSINESS
376787

08/31/12 THRU 09/30/12

PAGE 5

81- REGULAR BUSINESS		376787		
DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
CCD U. P. S. UPS BIL 122590000534977	3,222.16		09/21/12	99,642.65
DEPOSIT		26,552.48	09/24/12	126,195.13
CCD HOME DEPOT 1154 EDI PAYMN 2000523802 REF*TN*2000523802\		115.47	09/24/12	126,310.60
CCD ACE HARDWARE EPOSPYMNT 000002000691947 REF*TN*0000000000000000000002000691947\		1,963.29	09/24/12	128,273.89
CCD BANK OF AMERICA DEPOSIT 431254615880		3,720.14	09/24/12	131,994.03
CHECK # 1263	402.96		09/24/12	131,591.07
CHECK # 1264	1,300.00		09/24/12	130,291.07
CHECK # 1266	20.30		09/24/12	130,270.77
CHECK # 1269	200.00		09/24/12	130,070.77
CHECK # 1273	157.32		09/24/12	129,913.45
CHECK # 1275	65.49		09/24/12	129,847.96
DEPOSIT		3,152.35	09/25/12	133,000.31
CCD HOME DEPOT 1154 EDI PAYMN 2000585441 REF*TN*2000585441\		88.90	09/25/12	133,089.21
CHECK # 1257	880.96		09/25/12	132,208.25
CHECK # 1276	839.19		09/25/12	131,369.06
9-27-12 PAYROLL		000000001395333500		
	17,688.44		09/25/12	113,680.62
CCD HARPER BRUSH WOR Payment				
	11,815.62		09/25/12	101,865.00
DEPOSIT		1,530.00	09/26/12	103,395.00
CCD BANK OF AMERICA DEPOSIT 431254615880		13,309.06	09/26/12	116,704.06
CHECK # 1277	306.00		09/26/12	116,398.06
DEPOSIT		16,057.85	09/27/12	132,455.91
CCD BANK OF AMERICA DEPOSIT 431254615880		3,438.91	09/27/12	135,894.82
CHECK # 1244	1,075.80		09/27/12	134,819.02
CHECK # 1278	4,704.78		09/27/12	130,114.24
CHECK # 1279	167.59		09/27/12	129,946.65
CHECK # 1280	147.84		09/27/12	129,798.81
DEPOSIT		31,150.70	09/28/12	160,949.51
CCD BANK OF AMERICA DEPOSIT 431254615880		763.70	09/28/12	161,713.21
INVESTMENT CREDIT		30.00	09/28/12	161,743.21
CHECK # 1271	127.00		09/28/12	161,616.21
CHECK # 1293	60.00		09/28/12	161,556.21

* * * C O N T I N U E D * * *



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81- REGULAR BUSINESS
 376787

08/31/12 THRU 09/30/12

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 81- REGULAR BUSINESS 376787
 =====

DESCRIPTION	DEBITS	CREDITS	DATE	BALANCE
WT + FEE/MG	744.35		09/28/12	160,811.86
WT + FEE/MG	5,086.43		09/28/12	155,725.43
WT + FEE/MG	22,117.74		09/28/12	133,607.69
MAINTENANCE FEE	5.00		09/28/12	133,602.69
PER DEBIT CHARGE	7.90		09/28/12	133,594.79
TRANSIT DEPOSITED ITEM CHARGE				
	26.60		09/28/12	133,568.19
CCD U. P. S. UPS BIL 122660000534977				
	1,460.57		09/28/12	132,107.62
Sales tax paid on service charges				
	0.67		09/28/12	132,106.95
BALANCE THIS STATEMENT.....			09/30/12	132,106.95
TOTAL CREDITS (38)	513,014.71			
TOTAL DEBITS (134)	497,893.04			

=====
 YOUR CHECKS SEQUENCED
 =====

DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT
9/04	1165	64.12	9/05	1212	5,624.25	9/12	1234*	235.39
9/13	1173*	1,037.40	9/07	1213	1,522.11	9/11	1235	688.29
9/05	1181*	336.45	9/05	1214	1,451.76	9/12	1236	2,991.72
9/06	1184*	4.96	9/05	1215	1,601.35	9/11	1237	3,129.84
9/06	1186*	503.79	9/04	1216	732.00	9/12	1238	7,357.94
9/07	1196*	296.15	9/05	1217	102.96	9/10	1239	10,632.14
9/05	1197*	674.10	9/19	1218	418.34	9/13	1240	66.00
9/05	1199*	107.00	9/07	1219	69.25	9/14	1241	307.62
9/04	1202*	215.62	9/06	1220	89.76	9/12	1243*	4,397.10
9/05	1203	121.35	9/12	1221	155.95	9/27	1244	1,075.80
9/10	1204	450.00	9/10	1222	51.69	9/14	1245	38.52
9/05	1205	612.00	9/06	1223	1,000.00	9/10	1246	1,000.00
9/04	1206	30.75	9/10	1224	2,781.43	9/20	1247	369.34
9/06	1207	8,485.45	9/17	1225	103.68	9/18	1248	150.00
9/11	1208	1,952.28	9/12	1226	4,258.00	9/19	1249	1,518.51
9/10	1209	1,627.65	9/11	1227	5,624.25	9/17	1250	2,500.00
9/06	1210	1,745.97	9/12	1229*	264.27	9/19	1251	40.00
9/06	1211	566.67	9/19	1231*	329.85	9/14	1252	781.17

* * * C O N T I N U E D * * *





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81- REGULAR BUSINESS
376787

08/31/12 THRU 09/30/12

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81- REGULAR BUSINESS				376787				
DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT	DATE	CHECK #	AMOUNT
9/17	1253	689.81	9/24	1263*	402.96	9/21	1274	776.34
9/21	1254	64.02	9/24	1264	1,300.00	9/24	1275	65.49
9/19	1255	125.94	9/20	1265	2,625.00	9/25	1276	839.19
9/20	1256	1,658.82	9/24	1266	20.30	9/26	1277	306.00
9/25	1257	880.96	9/24	1269*	200.00	9/27	1278	4,704.78
9/18	1258	3,167.31	9/28	1271*	127.00	9/27	1279	167.59
9/18	1259	500.00	9/21	1272	2,803.76	9/27	1280	147.84
9/17	1260	75.00	9/24	1273	157.32	9/28	1293*	60.00
9/21	1261	540.00						

(*) INDICATES A GAP IN CHECK NUMBER SEQUENCE

--- ITEMIZATION OF SERVICE CHARGES PAID THIS PERIOD ---

INVESTMENT CREDIT	\$30.00+
MAINTENANCE FEE	\$5.00-
PER DEBIT CHARGE	\$7.90-
TRANSIT DEPOSITED ITEM CHARGE	\$26.60-

--- ITEMIZATION OF NSF PAID AND RETURNED ITEM FEES ---

	TOTAL FOR THIS PERIOD	TOTAL YEAR TO DATE
NSF PAID ITEM FEE:	\$0.00	\$0.00
TOTAL OVERDRAFT FEES:	\$0.00	\$0.00
NSF RETURNED ITEM FEE:	\$0.00	\$0.00

-----End-of-Statement-for-above-Account-----



STATEMENT OF ACCOUNT
 AUGUST 31, 2012: LAST STATEMENT
 SEPTEMBER 28, 2012: THIS STATEMENT
 TOTAL DAYS IN STATEMENT PERIOD: 28

PAGE 1 OF 1 0001100343

HARPER BRUSH WORKS INC
 DEBTOR IN POSSESSION USBC SDIA
 CASE #12-01757-11
 400 N 2ND ST
 FAIRFIELD IA 52556-2416

DIRECT INQUIRIES TO:
 641-472-4121
 FIRST NATIONAL BANK IN FAIRFIELD
 100 EAST BURLINGTON BOX 1007
 FAIRFIELD IA 52556

1

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S U M M A R Y O F A C C O U N T B A L A N C E

=====

ACCOUNT	NUMBER	ENDING BALANCE
BUSINESS CHECKING	0001100343	\$242.72

BUSINESS CHECKING

ACCOUNT NUMBER	BEGINNING BALANCE	
0001100343	\$10,015.39	
	LOW BALANCE	\$244.65
1 ENCLOSURE	AVERAGE BALANCE	\$1,291.52
	TOTAL ADDITIONS	.00
	TOTAL SUBTRACTIONS	\$-9,772.67

DATE	DESCRIPTION	ADDITIONS	SUBTRACTIONS
09-04	DEBIT MEMO		
09-28	#STATE SALES TAX		-9,770.74
09-28	#MAINTENANCE FEE		-0.13
			-1.80

***** ALL MAINTENANCE FEES AND SERVICE CHARGES INCLUDE TAX *****

DAILY BALANCES					
DATE	AMOUNT	DATE	AMOUNT	DATE	AMOUNT
08-31	10,015.39	09-04	244.65	09-28	242.72

	TOTAL FOR THIS PERIOD	TOTAL YEAR-TO-DATE
TOTAL OVERDRAFT FEES	\$0.00	\$0.00
TOTAL RETURNED ITEM FEES	\$0.00	\$0.00



CHAPTER 11 MONTHLY OPERATING REPORT - SUPPLEMENTAL INFORMATION			
Case No.	12-01757-als	Report Month/Year	30-Sep-12
Debtor	Harper Brush Works, Inc.		

Reconciliation of Unpaid Post-Petition Taxes				
Type of tax	1	2	3	4
	Unpaid post-petition taxes from prior reporting month	Post-petition taxes accrued this month (new obligations)	Post-petition tax payments made this reporting month	Unpaid post-petition taxes at end of reporting month (col. 1+2-3)
Federal				
Employee income tax withheld				
Employee FICA taxes withheld				
Employer FICA taxes				
Unemployment taxes				
Other:				
State				
Sales, use & excise taxes	362	743		1,105
Unemployment taxes				
Other:				
Local				
Personal property taxes	3,521			3,521
Real property taxes	11,651	3,887	11,248	4,290
Other:				
Total unpaid post-petition taxes				8,916

Payments to Attorneys and Other Professionals (requires court approval)				
Professional's name	Type of services	Amount paid this month	Date of court approval	Balance unpaid at end of month, net of retainer
Badshaw, Fowler, Et al	Legal Fees	10,293		22,125
Total				22,125

Payments to Principals of Debtor and Other Insiders (includes officers, directors, shareholders, partners, members, relatives, etc.)				
Payee's name	Position with or relationship to Debtor	Amount paid this month	Purpose of payment (e.g., wages or salary, expense reimbursement, loan)	
Robert M. Johnson	Controller	8,913	Salary	
Diana Spates	Board Secretary	5,467	Wages	
Marc Ross	Chief Restructuring Office	46,413	Salary and Expenses post petition	

Insurance Coverage Summary				
Type of insurance	Insurance carrier	Amount of coverage	Policy expiration date	Premium paid through date
Workers' compensation	The Hartford	\$ 1,000,000	12/31/2012	12/31/2012
General liability	The Hartford	\$ 5,000,000	12/31/2012	12/31/2012
Property (fire, theft, etc.)	Traveler's	\$ 40,000,000	12/31/2012	12/31/2012
Umbrella	Great American Insurance	\$ 10,000,000	12/31/2012	12/31/2012
Ocean Cargo	Traveler's	\$ 500,000	12/31/2012	12/31/2012
D and O Insurance	The Hartford	\$ 3,000,000	12/31/2012	12/31/2012
Vehicle	The Hartford	\$ 1,000,000	12/31/2012	12/31/2012
Terrorism	The Hartford	\$ 1,000,000	12/31/2012	12/31/2012
Other:				
<i>If any policies were renewed or replaced during reporting period, attach new certificate of insurance.</i>				

CHAPTER 11 MONTHLY OPERATING REPORT - SUPPLEMENTAL INFORMATION

Case No. 12-01757-als Report Month/Year 30-Sep-12
Debtor Harper Brush Works, Inc.

Accounts Receivable Aging Summary (attach detailed aging report)					
	Current or 30 days or less	31 to 60 days Past Due	61 to 90 days Past Due	Over 90 days Past Due	Total at month end
Pre-petition receivables				283,128	283,128
Post-petition receivables	737,661	97,887	38,978	85,619	960,145
Total	737,661	97,887	38,978	368,747	1,243,273

Post-Petition Accounts Payable Aging Summary (attach detailed aging report)					
	30 days or less	31 to 60 days	61 to 90 days	Over 90 days	Total at month end
Trade Payables	100,642	1,649	256		102,546
Other Payables					
Total	100,642	1,649	256		102,546

Personnel Changes		
	Full-time	Part-time
Number of employees at beginning of month	60	2
Number of employees at end of month	47	2

Other Information		
	Yes	No
Payment of Pre-Petition Debts Did Debtor pay any unsecured pre-petition debts during the reporting month? <i>If yes, attach a detailed explanation including the payee, amount paid, and date of court approval.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Sale of Assets Did Debtor, or another party on behalf of Debtor, sell, transfer, or otherwise dispose of any assets outside of the ordinary course of Debtor's business during the reporting month? <i>If yes, attach a report of sale or settlement statement, or detailed explanation including description of asset sold, purchaser, sale price, net proceeds received, and date of court approval.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Post-Petition Financing Did Debtor borrow any money outside of the ordinary course of business during the reporting month? <i>If yes, attach a detailed explanation including the name of the lender, the amount borrowed, and the date of court approval.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Narrative
Provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period; any unusual or non-recurring accounting transactions that are reported in the financial statements; any significant changes in the financial condition of the debtor; and any progress made toward confirmation of a plan during the month.

Row Labels	Values				Sum of Total
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	
3 D's Distributing	830.47	598.09	272.93	0.00	1,701.49
A To Z Working Chemical, LLC	1,101.97	-	0.00	0.00	1,101.97
AB Electric	2,191.47	0.00	0.00	0.00	2,191.47
Ace Hardware Corporation	2,348.28	162.75	0.00	0.00	2,511.03
Adams Supply	1,539.00	0.00	0.00	0.00	1,539.00
AGASSIZ SEEDS INC	3,324.12	0.00	52.29	0.00	3,376.41
Air Works	1,836.16	0.00	0.00	0.00	1,836.16
Airgas Safety	255.60	0.00	0.00	0.00	255.60
Airgas USA LLC North Div	561.91	-117.25	0.00	0.00	444.66
All Fasteners USA	808.12	54.77	0.00	-42.65	820.24
All Point Solutions	1,110.48	2,854.86	0.00	699.82	4,665.16
AM Leonard, Inc	3,727.88	0.00	-110.16	0.00	3,617.72
American Chemical & Sanitary	0.00	0.00	0.00	4,815.36	4,815.36
American Iowa Mfg	9,181.92	0.00	0.00	0.00	9,181.92
American Supply Company	964.76	0.00	0.00	0.00	964.76
Arthur Distributing Company	88.82	0.00	0.00	0.00	88.82
Atlanta Pricing Systems	1,006.98	0.00	0.00	0.00	1,006.98
Aubuchon Hardware	0.00	0.00	0.00	263.42	263.42
Automotive Profit Systems	4,411.97	0.00	0.00	0.00	4,411.97
Bajo Imports & Exports	5,711.30	409.00	0.00	1,875.67	7,995.97
Beaver Of Wisconsin	442.85	0.00	0.00	0.00	442.85
Becknell Wholesale Company	1,831.82	0.00	0.00	0.00	1,831.82
Ben-Ami Corporation	1,329.02	0.00	0.00	-183.69	1,145.33
Benny's Inc	6,705.34	0.00	0.00	0.00	6,705.34
BILL HAUKOS	0.00	0.00	0.00	2,203.84	2,203.84
Blish-Mize Company	3,860.73	0.00	0.00	0.00	3,860.73
Blue Bird Body Company	1,370.48	0.00	0.00	0.00	1,370.48
Boomer Wholesale	4,737.09	83.64	0.00	1,561.17	6,381.90
Brier Maintenance Supplies	22.06	0.00	0.00	0.00	22.06
Broom Dude	2,970.55	0.00	0.00	0.00	2,970.55
Bunch Distributing, Inc	3,057.04	1,339.85	0.00	0.00	4,396.89
Bunzl Northern California	254.21	0.00	0.00	148.80	403.01
Bunzl Retail	0.00	0.00	0.00	46.12	46.12
Bunzl Scotia 92920	0.00	0.00	0.00	-19.30	-19.30
Bus Parts Warehouse	2,130.12	0.00	49.08	0.00	2,179.20
Cantrell Supply, Inc	422.82	0.00	0.00	0.00	422.82

Row Labels	Values				Sum of Total
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	
Cascade Wholesale Hardware	13,393.09	-6.14	0.00	0.00	13,386.95
Central Garden & Pet Supply	0.00	0.00	0.00	1,948.16	1,948.16
Champ Restaurant Equipment	37.44	0.00	0.00	0.00	37.44
Champion Products Corp	0.00	-0.03	0.00	689.16	689.13
Chem-Pak	365.59	0.00	0.00	0.00	365.59
Childs Distributing Company	202.05	0.00	0.00	0.00	202.05
Clarion Distributing	2,242.31	0.00	0.00	0.00	2,242.31
Clean Sweep	189.19	0.00	0.00	0.00	189.19
CM Industrial & Safety	1,182.92	0.00	0.00	0.00	1,182.92
Columbus McKinnon Corp	891.73	0.00	0.00	0.00	891.73
Coomer Dist	381.94	0.00	0.00	838.82	1,220.76
CRESCO	80.48	0.00	0.00	0.00	80.48
D. L. WIMMER CO.	7,917.39	0.00	0.00	0.00	7,917.39
DABNEY HOOVER SUPPLY CO, INC	1,409.82	0.00	0.00	0.00	1,409.82
DAKOTA BRUSH	1,946.41	0.00	0.00	0.00	1,946.41
DAVE STEFANSKI	1,930.78	0.00	0.00	0.00	1,930.78
DBK JANITORIAL	2,004.02	0.00	0.00	0.00	2,004.02
DEER LODGE DISTRIBUTING	566.40	0.00	0.00	0.00	566.40
DEL NORTE CHEMICAL & SUPPLY	1,332.91	0.00	0.00	0.00	1,332.91
DIRECT ACCOUNT	14.49	0.00	0.00	-48.66	-34.17
DISTRIBUTION AMERICA	-189.50	0.00	0.00	0.00	-189.50
DO IT BEST	3,636.38	0.00	0.00	0.00	3,636.38
DO IT BEST WAREHOUSE	66,379.08	6,401.32	0.00	0.00	72,780.40
DRAGO SUPPLY CO.	22.09	39.67	0.00	0.00	61.76
DXP ENTERPRISES	180.30	0.00	0.00	0.00	180.30
EAGLE BRUSH & CHEMICAL INC	336.83	0.00	0.00	0.00	336.83
ECO Sanitary Supply	390.83	0.00	0.00	0.00	390.83
EDWARDS AUTOMOTIVE PRODUCTS	1,540.20	0.00	0.00	0.00	1,540.20
Eisenking Products Inc.	2,199.44	0.00	0.00	0.00	2,199.44
EMERY-WATERHOUSE CO	0.00	0.00	0.00	0.00	0.00
EXCEL GARDEN PRODUCTS	1,465.04	0.00	0.00	35,217.39	35,217.39
EXEL SANITATION & PACKAGING	0.00	0.00	0.00	353.20	1,818.24
FAIRMONT SUPPLY COMPANY	76.62	0.00	0.00	3,841.93	3,841.93
FARM KING SUPPLY, INC.	1,487.50	-431.53	515.82	0.00	76.62
FASTENAL CO.	1,240.91	0.00	0.00	9,537.26	11,109.05
FISKS FARM & HOME SUPPLY	198.72	0.00	0.00	0.00	1,240.91
FIVE STAR SHOP SERVICE	20,378.87	0.00	0.00	0.00	198.72
FLEXO PRODUCTS LIMITED	0.00	0.00	0.00	978.54	20,378.87

Row Labels	Values				
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	Sum of Total
Forestry Suppliers, Inc.	3.21	0.00	0.00	0.00	3.21
Frank Barnes	718.74	179.14	0.00	1,718.13	2,616.01
FRED MEYERS STORES	21,637.04	0.00	0.00	17,056.41	38,693.45
Fuller Brush Co.	0.00	0.00	0.00	10,686.84	10,686.84
FURGALE INDUSTRIES LTD.	0.00	5,203.33	0.00	50,348.21	55,551.54
GENERAL HARDWARE DISTRIBUTOR	5,898.64	0.00	0.00	0.00	5,898.64
GILCO, INC.	0.00	0.00	0.00	6,505.45	6,505.45
GLOBAL COUNTRY OF WRLD PEACE	242.70	0.00	0.00	0.00	242.70
GOOD HOUSEKEEPER MAINT SUPP	551.07	0.00	0.00	0.00	551.07
GRAINGER INC	20,043.62	0.00	2,037.60	0.00	22,081.22
GRAINGER SOURCING	851.51	0.00	42.98	0.00	894.49
Greschler's Inc.	2,675.50	0.00	0.00	0.00	2,675.50
H E S	256.54	38.39	0.00	11.64	306.57
HAGEL SUPPLY COMPANY	69.77	0.00	0.00	0.00	69.77
HAGEMEYER N.AMERICA	752.75	0.00	0.00	0.00	752.75
HANDY HARDWARE WHOLESale	177.36	0.00	0.00	0.00	177.36
HANNAFORD RETAIL SERVICES	1,227.60	43.08	0.00	0.00	1,270.68
HARDWARE DISTRIBUTION WHSE.	36.84	0.00	0.00	0.00	36.84
HARPER BROOMS	4,285.82	0.00	0.00	0.00	4,285.82
HARPER BRUSH DIST., INC.	3,945.40	0.00	0.00	0.00	3,945.40
HARPER INDUSTRIAL BRUSH	2,125.15	0.00	0.00	0.00	2,125.15
HCM PLASTICS	0.00	0.00	0.00	6,213.14	6,213.14
HD SUPPLY FACILITIES MAINT.	-112.35	6,336.48	0.00	7,822.32	14,046.45
HILLYARD LOS ANGELES	131.21	0.00	0.00	0.00	131.21
HOME DEPOT CANADA	0.00	0.00	0.00	3,005.31	3,005.31
HOME DEPOT DIRECT	249.38	0.00	0.00	0.00	249.38
HORIZON DISTRIBUTION	157.44	0.00	0.00	0.00	157.44
HOUSE HASSON HARDWARE	50.58	0.00	0.00	0.00	50.58
HOUSE HASSON HARDWARE CO.	0.00	0.00	0.00	417.68	417.68
HUCO PRODUCTS	580.55	0.00	0.00	0.00	580.55
HVH BRUSHWORKS	1,807.65	0.00	0.00	0.00	1,807.65
INDUSTRIAL DISTRIBUTORS	278.86	0.00	0.00	0.00	278.86
INLAND WHOLESale HARDWARE	119.62	0.00	0.00	0.00	119.62
INLINE DISTRIBUTING CO.	1,944.00	0.00	0.00	0.00	1,944.00
INTERMOUNTAIN FARMERS ASSOCI	1,904.29	111.36	0.00	-28.36	1,987.29
JAC-PAC DISTRIBUTORS	1,511.28	0.00	0.00	0.00	1,511.28
JAMES C. YOUNG ENTERPRISES	1,840.17	-74.69	0.00	118.20	1,883.68
JANITOR SUP.CTR.OF MEMPHIS	301.39	0.00	0.00	0.00	301.39

Row Labels	Values					Sum of Total
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	Sum of Total	
JAN-MAR SALES LIMITED	0.00	0.00	0.00	7,505.52	7,505.52	
JAY'S BIG ROLLS INC	1,581.86	0.00	0.00	0.00	1,581.86	
JENSEN DISTRIBUTION SERVICES	145.81	0.00	136.32	0.00	282.13	
JOHN FINCH	128.59	0.00	0.00	0.00	128.59	
JOHNNY VAC	0.00	0.00	0.00	-267.89	-267.89	
JOHN'S INDUSTRIES	416.10	0.00	0.00	0.00	416.10	
K & M SUPPLY	87.62	0.00	0.00	0.00	87.62	
K.E. GREER DISTRIBUTING CO.	0.00	0.00	0.00	348.87	348.87	
KAMEI HOUSEHOLD WARE	1,173.38	0.00	0.00	0.00	1,173.38	
KE WA PA SALES	652.72	0.00	0.00	0.00	652.72	
KEITH GRADOWITZ	6,906.94	2,063.70	399.22	4,531.78	13,901.64	
Kirvek Industries Limited	0.00	0.00	0.00	0.00	0.00	
LAS VEGAS TOWEL & TISSUE	690.00	0.00	0.00	-31.82	658.18	
LEIGHT SALES COMPANY	10,186.45	0.00	0.00	248.10	10,434.55	
Leo Cardettis Distributing	1,149.23	0.00	0.00	0.00	1,149.23	
LEONARD BUS SALES	578.59	0.00	0.00	0.00	578.59	
LES EMBALLAGES RALIK, INC.	0.00	0.00	0.00	83.71	83.71	
LEWIS INDUSTRIAL SUPPLY CO	124.78	0.00	0.00	0.00	124.78	
LIBERTY JANITORIAL SUPPLY	2,964.71	-16.79	0.00	0.00	2,947.92	
LINDAN SUPPLY	0.00	0.00	0.00	1,317.92	1,317.92	
LOWE'S COMPANIES, INC.	710.71	16,676.90	11,786.76	34,808.96	63,983.33	
M S C INDUSTRIAL SUPPLY	5,257.18	0.00	0.00	408.50	5,665.68	
MALCO AUTO CHEM SUPPLY	2,181.23	0.00	0.00	0.00	2,181.23	
MALCO PRODUCTS	2,955.00	0.00	0.00	0.00	2,955.00	
MARTIN SUPPLY COMPANY	658.68	0.00	0.00	0.00	658.68	
MARVIN'S INC.	0.00	0.00	1,227.30	26,865.40	28,092.70	
MASTER DISTRIBUTION SERVICES	0.00	0.00	0.00	0.02	0.02	
MAYFIELD PAPER	87.55	0.00	0.00	133.81	221.36	
MD WHOLESAL	7,179.31	4,773.13	0.00	55.79	12,008.23	
MEMCO/DIV OF MIDDLETON GROUP	452.71	0.00	-30.50	-0.73	421.48	
MERIT SUPPLY STOCKTON	1,738.08	0.00	0.00	0.00	1,738.08	
METRO BRUSH & SUPPLY COMPANY	1,136.73	0.00	0.00	0.00	1,136.73	
MICHAEL KVISTAD	-37.51	-231.31	0.00	-132.78	-401.60	
MICHAELSEN TOOL & BRUSH	5.72	6.77	0.00	0.00	12.49	
MILLS FLEET FARM	324.06	0.00	0.00	0.00	324.06	
MIRAI INC	136.94	0.00	0.00	0.00	136.94	
MONTESSORI SERVICES	1,156.18	0.00	0.00	0.00	1,156.18	
MORGAN SCOTT PARTNERSHIP	0.00	0.00	0.00	2,736.65	2,736.65	

Row Labels	Values				
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	Sum of Total
MOTION INDUSTRIES	2,202.50	262.08	-137.45	285.44	2,612.57
NATIONAL ENVIRONMENTAL CONT.	0.00	0.00	0.00	687.27	687.27
NATIONAL SALES CORP.	82.73	0.00	0.00	0.00	82.73
Needham Industrial Sales, In	331.94	1,882.80	0.00	0.00	2,214.74
New York City Industries for	34,540.00	0.00	0.00	0.00	34,540.00
NIMAN PAPER SUPPLY	167.34	0.00	0.00	0.00	167.34
No Charge Orders-Marketing	64.67	0.00	0.00	0.00	64.67
NO CHG. ORDERS- CUS. SERVICE	8.25	0.00	0.00	74.83	83.08
NO CHG.ORDERS-RETL. RANGERS	0.00	0.00	0.00	-1,415.49	-1,415.49
NORTH CENTRAL DIVISION	2,200.00	0.00	0.00	0.00	2,200.00
NORTH COUNTRY AUTO RADIATOR	0.00	0.00	0.00	3,431.82	3,431.82
NORTHERN SANITATION	0.00	0.00	0.00	286.75	286.75
NORVAL KILGORE	0.00	17.50	79.19	0.00	96.69
NYTECH SUPPLY	4,609.62	2,689.36	0.00	224.73	7,523.71
Office Depot, Inc.	63,677.58	19,231.21	1,089.60	1,439.40	85,437.79
OK INDUSTRIAL SUPPLY	116.54	0.00	0.00	0.00	116.54
ORCHARD SUPPLY HARDWARE	30,011.04	6,397.86	8,608.46	14,291.82	59,309.18
ORGILL INC	2,307.21	0.00	0.00	1,495.94	3,803.15
ORSCHELN FARM & HOME LLC	22.32	-847.68	0.00	400.16	-425.20
OXARC INC	136.96	0.00	0.00	0.00	136.96
PARTS & MORE, INC.	630.15	0.00	0.00	0.00	630.15
PIONEER HEAVY DUTY PARTS	471.62	0.00	0.00	0.00	471.62
Precise Chemical & Equipment	-41.58	0.00	0.00	0.00	-41.58
PRO-TECH SANITATION LTD.	0.00	0.00	0.00	1,187.93	1,187.93
R E FENNELL CO INC	0.00	1,091.88	0.00	0.00	1,091.88
REDWOOD VACUUM & JANITORIAL	48.10	0.00	243.14	163.78	455.02
RICHARD WIESEN	0.00	0.00	0.00	4,221.57	4,221.57
RON BRUNER	0.00	0.00	0.00	781.80	781.80
ROYAL PAPER CORPORATION	426.38	150.00	-540.35	0.00	36.03
RUNNINGS FARM AND FLEET	27,393.13	0.00	0.00	0.00	27,393.13
RUSTY'S JANITOR SUPPLY	0.00	0.00	0.00	2,841.25	2,841.25
RUTHERFORD JANITORIAL	268.98	0.00	0.00	0.00	268.98
RYDER TRUCK RENTAL	78.99	0.00	0.00	-6.25	72.74
S & S SUPPLY & SOLUTIONS	91.91	0.00	0.00	0.00	91.91
SANI-TEC	0.00	0.00	0.00	1,486.29	1,486.29
SIESEL DISTRIBUTING	9,102.48	317.28	3,901.32	2,320.92	15,642.00
SKIT INDUSTRIAL SUPPLIES	0.00	658.43	0.00	0.00	658.43
SMART & FINAL CORP	0.00	0.00	609.88	3,659.14	4,269.02

Row Labels	Values			
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days
Smith & Son	36.08	0.00	0.00	0.00
SMITH TOOL & SUPPLY	42.10	0.00	0.00	0.00
SNC Cleaning Supplies & Equi	0.00	0.00	0.00	760.95
SO MINNESOTA BROOMS & SUPP	188.24	779.97	994.77	1,319.80
SOAP MAN DIST VTA CO	152.15	0.00	0.00	0.00
SONNY MERRYMAN, INC.	257.85	0.00	0.00	0.00
SOPHISTIGIFTS/DANIEL LUNA	0.00	0.00	339.80	0.00
SOUTHERN STATES COOP, INC	456.42	2,427.00	2,095.70	0.00
SPACE MANAGEMENT	0.00	256.15	0.00	0.00
SPECIALTY DISTRIBUTORS	1,529.22	0.00	0.00	0.00
SPRUCE GOOSE CLEANING & SUPP	68.06	0.00	0.00	0.00
STAN LONG & ASSOCIATES	1,175.94	0.00	0.00	0.00
STAR CHEM	65.66	0.00	0.00	0.00
STAR VACUUM & JANITORIAL	0.00	0.00	0.00	83.66
STERATORE SUPPLY	242.16	0.00	0.00	0.00
Stockton Paper & Supply	491.40	1,490.28	0.00	0.00
STRAWBERRY POINT JANITORIAL	2,883.50	0.00	0.00	0.00
STYLE CREST INC	142.64	0.00	0.00	0.00
SUPPLY SOURCE	0.00	48.70	18.58	783.41
SUPPLY STATION, THE	3,009.22	26.97	41.49	91.40
SWEPT AWAY	0.00	0.00	0.00	636.90
SWISH MAINTENANCE LIMITED	0.00	0.00	0.00	-19.30
TAJ Manufacturing LTD	0.00	0.00	0.00	134.25
TERRY EDGAR	47.88	0.00	1,737.43	12,740.13
TEX EURO	0.00	0.00	0.00	279.99
THE HOME DEPOT	0.00	0.00	0.00	710.70
THE MEYROSE CO.	691.16	142.82	0.00	743.22
THE TRANZONIC COMPANIES	152.49	0.00	0.00	0.00
THOMPSON DISTRIBUTING	3,696.70	0.00	0.00	0.00
TISA CANADA CORP.	0.00	0.00	0.00	0.00
TRACTOR SUPPLY COMPANY	198,375.04	0.00	0.00	51,282.58
TRUE VALUE COMPANY	530.42	7,103.74	1,147.84	108.92
UNITED HARDWARE	0.00	6,944.42	0.00	13,593.25
UTICA BRUSH	463.89	231.56	0.00	122.21
VAL-TEST	-298.23	0.00	0.00	0.00
VERTON, INC.	0.00	-20.40	0.00	0.00
WARNER DIST	1,885.71	106.78	2,263.65	0.00
WHALEY DISTRIBUTING CO INC	4,490.87	0.00	105.24	0.00
				36.08
				42.10
				760.95
				3,282.78
				152.15
				257.85
				339.80
				4,979.12
				256.15
				1,529.22
				68.06
				1,175.94
				65.66
				83.66
				242.16
				1,981.68
				2,883.50
				142.64
				850.69
				3,169.08
				636.90
				-19.30
				134.25
				14,525.44
				279.99
				710.70
				1,577.20
				152.49
				3,696.70
				51,282.58
				198,483.96
				8,782.00
				20,537.67
				817.66
				-298.23
				-20.40
				4,256.14
				4,596.11

Row Labels	Values				
	Sum of Less Than 30 Days	Sum of Over 30 Days	Sum of Over 60 Days	Sum of Over 90 Days	Sum of Total
WILSON DISTRIBUTOR SERVICE	1,723.31	0.00	0.00	0.00	1,723.31
WINSHAM FABRIC	0.00	0.00	0.00	304.94	304.94
WITHERS/KC SANITARY SUPPLY	429.04	0.00	0.00	0.00	429.04
WYRICK CO.	3,223.02	0.00	0.00	0.00	3,223.02
Grand Total	737,661.09	97,887.20	38,977.93	368,747.25	1,243,273.47

Harper Brush Works
Accounts Payable Aging
As of: September 30, 2012

Vendor #	Supplier	Not Yet Due	0-30 Days	To 60 Days	Over 60 Days	Total Amount
			Past Due	Past Due	Past Due	
B1006	Treasurer, Jefferson County	0.00	11,248.50	0.00	0.00	11,248.50
B1113	Keystone Plastics, Inc	0.00	514.36	12.00	0.00	526.36
B113	ABF Freight System, Inc	4,972.01	6,847.50	0.00	0.00	11,819.51
B1316	McMaster-Carr	0.00	0.00	6.15	0.00	6.15
B1319	Aramark Uniform Services	0.00	69.19	0.00	0.00	69.19
B1430	Pelray International, LLC	0.00	0.00	84.20	0.00	84.20
B1609	PitneyBowes	1,746.86	0.00	0.00	0.00	1,746.86
B1641	Panama Transfer, Inc	601.92	500.00	108.12	0.00	1,210.04
B2080	U.S. Bank	0.00	0.00	56.97	262.07	319.04
B2127	Airgas National Welders	0.00	0.00	5.00	0.00	5.00
B220	Wellmark Blue Cross	0.00	0.00	0.00	0.00	0.00
B228	Garlock Rubber Technologies	0.00	0.00	-86.95	0.00	-86.95
B229	Lisco	0.00	1,107.12	0.00	0.00	1,107.12
B2771	Timberland Wood Products	0.00	0.00	688.38	0.00	688.38
B2783	Deltacom 1058	890.71	-19.12	0.00	0.00	871.59
B2959	Clegg's Termite &	0.00	0.00	600.00	0.00	600.00
B3079	Commerce Hub	0.00	51.00	0.00	0.00	51.00
B308	CSI Industries	0.00	-165.88	0.00	0.00	-165.88
B3391	Sloan's Printing Service	163.71	0.00	0.00	0.00	163.71
B3440	Fimm USA, Inc	0.00	-917.70	0.00	0.00	-917.70
B363	CenturyLink	0.00	1,223.65	0.00	0.00	1,223.65
B4050	Shoplet	86.89	0.00	0.00	0.00	86.89
b4090	Wilson Paper Company	0.00	0.00	0.00	-6.49	-6.49
B4116	Charles Moon	1,783.64	0.00	0.00	0.00	1,783.64
B4764	SAIA Motor Freight Line, LLC	5,854.33	2,302.18	0.00	0.00	8,156.51
B602	Fairfield Waterworks	240.60	599.42	0.00	0.00	840.02
B839	Holmes Murphy & Assoc, Inc	42,320.35	0.00	0.00	0.00	42,320.35
B869	HCM Plastics, Inc	0.00	265.68	0.00	0.00	265.68
B903	Alliant Energy	2,504.73	11,142.78	0.00	0.00	13,647.51
B9487	Husch Blackwell, LLP	0.00	515.00	175.10	0.00	690.10
B950	Ricoh USA, Inc	1,134.05	0.00	0.00	0.00	1,134.05
B9504	Bass Lawn/Landscaping	0.00	936.25	0.00	0.00	936.25
B9965	Dohrn Transfer Company	784.27	1,337.80	0.00	0.00	2,122.07
Total		63,084.07	37,557.73	1,648.97	255.58	102,546.35

EXHIBIT E — LIST OF UNCLASSIFIED §507(A)(8) UNSECURED PRIORITY SALE AND
USE TAX CREDITORS

EXHIBIT E

<u>NAME</u>	<u>Claim Amt</u>
California Board of Equalization	\$392.00
City of Madison	\$50.00
Florida Dept of Rev	\$5.47
Franchise Tax Board (California)	\$1,253.54
Illinois Dept of Rev	\$44.84
Indiana Dept of Rev	\$70.94
Iowa Dept of Revenue	\$57.46
Mississippi Dept of Rev	\$48.00
Missouri Dept of Rev	\$24.54
Nevada Dept of Taxation	\$7.79
New York Dept of Taxation	\$632.17
North Carolina Dept of Rev	\$169.16
Ohio Dept of Taxation	\$148.79
Oklahoma Tax Commission	\$52.97
Oklahoma Tax Commission	\$20.00
Pennsylvania Dept of Rev	\$22.83
Pitt County Tax Collector	\$15,025.55
Pueblo City	\$15.00
South Dakota Dept of Rev	\$17.54
State of New Mexico	\$18.84
Virginia Dept of Taxation	\$10.00
Washington Dept of Rev	\$1,413.60
Wyoming Dept of Rev	<u>\$35.00</u>
TOTAL	\$19,536.03

EXHIBIT F - LIST OF CLASS 1 §507(A)(4) PRIORITY NON-TAX CLAIM HOLDERS

Employee	Address	City	State	Zip	5/29/12 Balance
Aburey, William	2993 45th Street	Eldon	IA	52554	\$ 158.94
Balster, Katie	309 E. Main Street	Richland	IA	52585	46.74
Batterson, Gary	1207 Brookfield	Batavia	IA	52533	1,669.38
Baxter, Melissa	226 Wildwood Drive	Ottumwa	IA	52501	162.80
Beebe, Joanna	P. O. Box 102	Birmingham	IA	52535	360.79
Black, Kenneth	715 Riverside Lane	Ottumwa	IA	52501	330.46
Blunt, Ranee	705 3rd Street	Batavia	IA	52533	978.14
Brown, Robert	1300 W. Jackson	Fairfield	IA	52556	881.09
Burke, Ronda	2751 220th Street	Fairfield	IA	52556	3,073.00
Burnham Jr., Jack	704 South 3rd Street	Fairfield	IA	52556	74.67
Carr, Denise	803 S. 2nd Street	Fairfield	IA	52556	502.64
Clark, Sara	201 East Adams	Fairfield	IA	52556	443.88
Craff, Justine	28332 115th Street	Stockport	IA	52651	272.76
Daugherty Jr., Joseph	1009 Oakwood Blvd.	Fairfield	IA	52556	2,832.29
Downing, Lisa	402 South 6th	Fairfield	IA	52556	437.89
Fisher, Pamela	905 Second Street	Batavia	IA	52533	104.24
Gallegos Zamudio, Salvador	907 W. Grimes Street	Fairfield	IA	52556	555.28
Hawkins, Scott	2046 Grant Street	Fairfield	IA	52556	41.04
Henderson, Jesse	202 Woodbine Street	Ottumwa	IA	52501	1,135.35
Hickenbottom, Lloyd	2453 Cresswood	Batavia	IA	52533	38.01
Hoffman, Mark	109 Iowa Avenue	Fairfield	IA	52556	833.23
Ingwersen, Amanda	11967 Gray Avenue	Douds	IA	52551	470.91
Johnson, Robert	503 Fairway Place	Fairfield	IA	52556	2,580.45
Johnson, Virginia	1405 5th Street	Keosauqua	IA	52565	67.94
Kessel, Amy	605 E. Adams Street	Fairfield	IA	52556	718.67
Kiefer, Randall	902 W. Jefferson	Fairfield	IA	52556	7,327.20
Koch, Barbara	1165 Dakota Avenue	Wayland	IA	52564	726.27
Mathias, Kevin	24 Pinhurst Circle	Ottumwa	IA	52501	341.12
McKeever, John	1003 2nd Street	Batavia	IA	52533	596.50
Messerschmitt, Sheri	4010 165th Street	Hedrick	IA	52563	46.74
Miller, James	704 West Broadway	Fairfield	IA	52556	1,014.97
Moon Jr., Charles	19 Touch Me Not Trail	Landrum	SC	29356	5,403.03
Parcell, Angela	704 West Broadway	Fairfield	IA	52556	117.04
Parcell, Judith	1104 W. Adams	Fairfield	IA	52556	2,265.80
Roe, Marc	912 E. Williams Street	Ottumwa	IA	52501	1,619.27
Schwartz, Christy	509 Houghton 3rd Street	Donnellson	IA	52625	988.81
Silvia, Carol	105 N. 5th, Apt. 201	Fairfield	IA	52556	68.40
Spates, Diana	14762 Washington St.	Douds	IA	52551	2,074.37
Stone, John	600 Long Street	Batavia	IA	52533	54.65
Watson, Catherine	13993 Elm Street	Douds	IA	52551	1,886.60
Watson, Seth	220 S. Pine	New London	IA	52645	53.58
Weaver, Kathern	506 1/2 N. Court	Fairfield	IA	52556	146.02
Zaiser, Deborah	2009 Hemlock	Fairfield	IA	52556	942.30

\$ 44,443.25

EXHIBIT G – LIST OF CLASS 11 GENERAL UNSECURED CREDITORS

<u>Name</u>	<u>ClaimAmt</u>
005 Waste Industries	\$810.89
1SYNC, Inc	\$2,625.00
ABF Freight System, Inc.	\$36,000.00
ABS Fire Equipment Co., Inc.	\$430.00
Accent Tag & Label	\$6,477.92
Advanced Integrated Tech	\$7.23
Agri-Industrial Plastics	\$12.00
Agriland FS, Inc.	\$718.40
Airgas National Welders	\$41.11
Airgas USA, LLC	\$1,066.54
Aisle One Merchandising	\$6,000.00
AJ Pudney & Co.	\$42,500.00
Akzo Nobel Coating, Inc.	\$13,917.80
Aladdin Packaging, LLC	\$24,500.00
Alliant Energy	\$8,000.00
Allied K&R, Inc.	\$1,497.60
Allstate Simplified Benefit Solutions	\$805.13
Allsup Manufacturing, Inc.	\$10,554.40
American Cleaning Supply	\$9,623.22
American Transport Group LLC	\$11,709.00
Aon Consulting, Inc. (NJ)	\$3,275.00
Aramark Uniform Services	\$4,215.26
Arc-Fil	\$17,414.27
Arnold Motor Supply	\$36.57
Assoc Integrated Supply Chain Solutions	\$3,842.24
Astro-Med, Inc.	\$2,750.96
Atlantic Corporation	\$3,161.48
Averitt Express	\$329.47
Bass Lawn/Landscaping Care, Inc.	\$1,958.10
Borghi S.p.A	\$3,153.51
Borghi USA, Inc.	\$3,158.91
Brady ~Gros	\$16,690.00
Bridgewell Resources, LLC	\$12,531.54
Brown Winick	\$1,686.25
Brush Fibers, Inc.	\$53,181.57
C. H. Robinson Worldwide Inc.	\$4,759.60
Capstone Ins. Co. Ltd.	\$0.00
Card Services	\$779.27
Carlisle Food Service Product	\$1,132.29
Carolina Handling, LLC	\$5,104.45
Cascade Water Services	\$2,679.89
Cavalier Hose & Fitting	\$172.59
CDW Direct	\$3,259.94
CenturyLink	\$1,535.87
Cheung Shing Kee Feather Co. Ltd.	\$11,410.56
CIPF VI Operating Limited Partnership	\$0.00
CitiBest Enterprises	\$54,387.86
City Carton Recycling	\$92.02
City of ~Fairfield	\$32,000.00
Colony Display, Inc.	\$108,427.27

ColorMatrix Corporation	\$10,015.37
Commerce Hub	\$51.50
Connelly, Inc	\$341.33
Con-Way Freight, Inc.	\$25,573.12
Cotto-Waxo Co., Inc.	\$1,415.12
Creative Poly, Inc.	\$3,032.75
CSI Industries	\$10,511.58
CT Corporation	\$284.00
DanHil Containers II, Ltd.	\$304.80
David D'Eramo	\$482.56
David W. ~Harper	\$15,938.30
Dayson Polymers, LLC	\$5,111.75
Deco Products Company, LLP	\$13,194.70
Deltacom 1058	\$242.81
Denis ~Segura	\$278.85
DFI Solutions in Print	\$4,350.60
Di Paolo Wire & Steelcraft	\$13,943.40
DKM Manufacturing, Inc.	\$59,681.06
DMB Supply, Inc.	\$10,478.01
Dohrn Transfer Company	\$14,695.14
Dorden & Co., Inc.	\$1,120.32
Down East Industrial Supplies, Inc.	\$1,470.54
E. G. Penner Building Centres	\$678.53
EarthLink	\$655.52
East Industries, Inc.	\$13,404.66
EHD	\$130.00
Entec Polymers, LLC	\$21,184.64
Estes Express Lines	\$2,165.10
Expeditors International	\$500.00
Fairfield Economic Dev. Assoc.	\$1,000.00
Fairfield Economic Development Assn.	\$108,000.00
Fairfield Lumber Company	\$34.21
Fairfield Waterworks	\$293.16
Fast Cats Packaging, Inc.	\$2,712.00
Fastenal Company	\$10.76
Fastenal Company	\$13,189.55
Fed Ex Tech Connect Inc. as Assignee of FedEx Express/Ground/Freight/Office	\$126,761.27
FedEx Freight	\$120,835.97
FedEx Ground	\$5,837.81
FedEx Trade Networks	\$64.97
Fimm USA, Inc.	\$0.00
Foss, Kuiken & Cochran, PC	\$171.00
Fuller Brush	\$887.86
Furgale Industries, Ltd.	\$0.00
G. Robert ~Gey	\$1,000.00
Gayle ~Bray	\$4,045.81
Gordon Brush Co.	\$7,729.59
Grainger	\$40.27
Greenwood International, Inc.	\$195,139.38
GripWorks	\$1,244.73

H Muehlstein & Co., Inc.	\$46,031.57
H&H Mold & Tooling	\$400.00
Hardwood Lumber Co.	\$23,761.92
Harper Corporation Defined Benefit	\$0.00
HCM Plastics, Inc.	\$82,934.57
HDW, Inc	\$90.00
HES, Inc	\$3,960.00
Hickenbottom, Inc.	\$34.64
Hindley Manufacturing Co., Inc.	\$393.71
Hisco-Minneapolis	\$213.60
Holland	\$485.17
Holmes Murphy & Assoc., Inc.	\$122,883.85
House-Hasson Hardware	\$8.18
Husch Blackwell, LLP	\$27,134.68
IBM Corporation	\$12,653.29
IHA: Exhibitor Sales	\$6,800.00
Industrial & Construction Enterprises	\$80.88
Innovative Services Co., Ltd.	\$16,986.69
Iowa Assoc. of Business & Industry	\$680.00
Iowa Fire Protection	\$588.50
ISSA	\$11,575.00
Italimpia	\$4,479.00
ITW Foilmark	\$883.20
Jackson County Clerk	\$0.00
Jefferson County Health Center	\$35.00
Jet Power Intl Ltd.	\$6,823.61
JJ Keller & Assoc., Inc.	\$65.98
Jones Companies, Ltd.	\$95,609.71
Kelly Services, Inc.	\$31,099.04
Kelly Supply Company	\$728.32
Keystone Plastics, Inc.	\$42,242.05
Kroger	\$331.98
Lakeville Motor Express	\$174.85
Landsberg	\$846.43
Laufer Group Int., Ltd.	\$70,000.00
LCD Exposition Services	\$290.44
Le Bleu	\$6,452.14
Liaison Technologies, Inc.	\$6,500.00
Liberty Hardwoods	\$168.00
Lisco	\$3,357.00
Live Wire Electric	\$101.98
Loxcreen	\$1,000.00
Luckman Hardware	\$164.14
M Holland Company	\$43,818.00
Magentrade International Ltd.	\$52,011.79
Marvin's Building Materials & Home Ctrs	\$2,000.00
Mary Ann ~Barnett	\$5,182.89
McLiney Lumber & Supply	\$40.00
McMaster-Carr	\$211.52
Medical Arts Clinic, PC	\$1,026.00
Medical Enterprises Inc.	\$595.00
Menasha Packaging Muscatine	\$48,302.00

Menasha Packaging Yukon	\$30,051.70
MH Equipment Co.	\$2,257.07
Microfiber Cleaning Concepts	\$6,454.28
Midland Paper	\$650.58
Midwest Fiber Products, Inc.	\$29,559.96
Milacron Marketing Co., LLC	\$815.69
Moerman Americas, Inc.	\$27,806.84
Monahan Filaments	\$15,986.26
Monahan Partners	\$11,666.44
MPI Label Systems	\$9,278.59
Mr. LongArm, Inc.	\$2,414.40
MSC	\$415.19
Myers Repair & Welding	\$459.57
N.E.W. Plastics Corp.	\$3,099.00
Nash County Clerk of Court	\$0.00
National Hardware Show 2012	\$8,365.00
Newton Broom & Brush Co.	\$651.00
North Central Distribution	\$2,232.75
North Star	\$29,495.40
Northern Safety Co., Inc.	\$478.35
Office Depot, Inc.	\$4,939.50
O'Halloran International	\$33,127.34
Old Dominion Freight Line, Inc.	\$29,329.17
O'Ryan Group, Inc.	\$3,197.70
Package Craft, LLC	\$1,011.12
Panama Transfer, Inc.	\$24,111.27
Patrick Yarns USA	\$25,819.42
Pelray International, LLC	\$37,396.52
Pension Benefit Guaranty Corp. (PBGC)	\$0.00
Piedmont Service Group	\$4,146.74
Pioneer Conferencing, LLC	\$190.89
Piranha Nail & Staple, Inc.	\$273.71
Pitney Bowes	\$2,849.22
Pitney Bowes Purchase Power	\$1,795.92
Preferred Data Imaging, Inc.	\$1,035.84
Prologis Industrial	\$306,780.00
Provedora Mexicana	\$2,395.03
QAD Inc	\$86,761.02
Quality Equipment, Inc.	\$6,527.00
Quickie	\$51,048.61
Quickie Manufacturing Corp.	\$3,569.99
R&L Carriers	\$4,454.43
Randy ~Cox	\$13,579.84
Ravi Industries, Ltd	\$50,982.30
Reliance Protection, Inc.	\$500.53
Remco Products	\$348.00
RM Boggs Company	\$2,706.80
RSM McGladrey, Inc.	\$71,594.00
S.M. Arnold, Inc.	\$1,274.04
Safeguard	\$491.42
SAIA Motor Freight Line, Inc.	\$19,839.55
Schaus-Vorhies Kleaning, Inc.	\$302.39

Snyder Packaging	\$25,947.81
SourceCut Industries, Inc.	\$60,450.88
Southern Steel & Wire, Inc.	\$9,147.48
Southern Textile Group, Inc.	\$5,416.13
SPEE-DEE Delivery Service, Inc.	\$5,874.48
Standard Register	\$18,732.08
Structural Foam Molding Corp.	\$163.80
Susan B. ~Long	\$2,000.00
Synergy Sales Group	\$8.55
Taff Office	\$353.24
Tape Products Company	\$1,500.00
TCF Equipment Finance, Inc.	\$27,966.50
Temp Assoc. - Burlington, Inc.	\$96,865.73
Tenco Industries, Inc.	\$5,946.23
The ~Cleaning House, Ltd.	\$1,475.90
The ~Fairfield Ledger	\$55.48
The ~Jym Bag Company	\$192.43
The ~Malish Corporation	\$6,291.28
The ~Ottumwa Courier	\$976.27
Thermal Label Warehouse, Inc.	\$286.80
Thomas Monahan Company	\$945.00
TigerHawk Profiles	\$4,113.35
Timberland Wood Products	\$15,173.89
Tisa Canada Corporation	\$12,543.24
TL Cleaning, LLC	\$492.20
Tractor Supply Credit Plan	\$172.22
U.S. Bank	\$16,538.28
U.S. Fish & Wildlife Services	\$100.00
ULINE Shipping Supply	\$2,376.55
UniFirst Corporation	\$1,108.10
UPS	\$367.30
UPS Freight	\$742.83
US Cellular	\$145.46
US Postage Meter Center, Inc.	\$566.52
US Xpress, Inc.	\$1,403.05
Va-Vite Pty, Ltd.	\$16,192.80
Vonco Products	\$4,247.25
Waste Management	\$3,462.28
WCJ Pilgrim Wire, LLC	\$2,658.46
Weiler Corporation	\$0.00
Weinig, Inc	\$405.47
Wellmark, Inc. dba Wellmark	\$8,173.17
Welsh Paper Company	\$555.00
Weston Premium Woods	\$13,569.80
Whitley Monahan Handle	\$239,121.86
Wright Express, FSC	\$24.00
WT Industries, Ltd.	\$126,748.71
Yeoman & Company	\$1,608.20
YRC	\$6,252.71
Zone Enterprises, LLC	\$10,631.69

Total **\$3,867,501.54**