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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	: :
Old HB, Inc.	: Case No. 12-22052 (RDD)
(f/k/a Hostess Brands, Inc.), <i>et al.</i> , <sup>1</sup>	: :
	: (Jointly Administered)
Debtors.	: :
	: X
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**MONTHLY OPERATING REPORT FOR  
OLD HB, INC. AND ITS AFFILIATED DEBTORS  
FOR THE PERIOD JUNE 2, 2013 TO JUNE 29, 2013**

<sup>1</sup> The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Old HB, Inc. (f/k/a Hostess Brands, Inc.) (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al. <sup>[1]</sup>  
Debtors

Case No. 12-22052 (RDD) Jointly Administered  
Reporting Period: June 2, 2013 to June 29, 2013

CORPORATE MONTHLY OPERATING REPORT

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

Signature: David Rush

Date: 8/2/2013

David Rush  
Chief Financial Officer and Secretary, Old HB, Inc.  
Chief Financial Officer and Secretary, Interstate Brands Corporation  
Chief Financial Officer and Secretary, IBC Sales Corporation  
Chief Financial Officer and Secretary, MCF Legacy, Inc.  
Vice President of Finance and Secretary, IBC Services LLC  
Vice President of Finance and Secretary, IBC Trucking LLC

[1] The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Old HB, Inc. (f/k/a Hostess Brands, Inc.) (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.  
Case No. 12-22052 (RDD) Jointly Administered  
Monthly Operating Report for Period Ended June 29, 2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS <sup>[1]</sup>**

(\$ in 000's)	<b>CURRENT PERIOD ACTUALS (TOTAL OF 4 MAIN CONCENTRATION ACCOUNTS)</b>
<b>UNRESTRICTED CASH BEGINNING OF PERIOD</b>	<b>\$ 52,661</b>
<b>RECEIPTS</b>	
Customer Receipts	\$ 104
Sale of Assets <sup>[2]</sup>	911
Non-customer Receipts <sup>[3]</sup>	1,208
<b>TOTAL RECEIPTS</b>	<b>\$ 2,223</b>
<b>DISBURSEMENTS <sup>[4]</sup></b>	
Net Payroll	\$ (599)
Payroll Taxes	(358)
Payroll-Garnishments	(2)
Payroll-401K	(2)
Sales & Use Tax	-
Insurance-Medical and Workers Comp	(1,145)
Vendor Trade Payment	(4,375)
Non-Customer Payments <sup>[5]</sup>	(370)
Professional Fees	(2,927)
U.S. Trustee Quarterly Fees	-
<b>TOTAL DISBURSEMENTS</b>	<b>\$ (9,778)</b>
<b>NET CASH FLOW (RECEIPTS LESS DISBURSEMENTS)</b>	<b>\$ (7,555)</b>
<b>UNRESTRICTED CASH – END OF PERIOD</b>	<b>\$ 45,106</b>

- [1] The numbers presented represent cash receipts and disbursements from the Debtors' main concentration account and three intermediate concentration accounts.
- [2] The number represents the sale of machinery and equipment at the Jamaica plant as well as proceeds from Hilco for vehicle fleet sales.
- [3] The number primarily represents return of vendors deposits, refunds from healthcare providers, and certain miscellaneous receipts.
- [4] The disbursements represent all payments that have cleared the Debtors' bank accounts during the reporting period.
- [5] The number primarily represents payments for property taxes, interest, and penalties related to certain properties sold.

Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.

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Monthly Operating Report for Period Ended June 29, 2013

**BANK RECONCILIATIONS**

(\$ in 000's)	TOTAL OF ALL ACCOUNTS <sup>[1]</sup>
<b>UNRESTRICTED CASH BALANCE PER BOOKS</b>	<b>\$ 44,877</b>
BANK BALANCE (SEE RECONCILIATION BY ACCOUNT BELOW)	\$ 45,106
(+) DEPOSITS IN TRANSIT (SEE BELOW)	131
(-) OUTSTANDING CHECKS:	(371)
(-) ACCOUNTS PAYABLE--ACH PAYMENTS--CLEAR NEXT BANKING DAY (SEE BELOW):	-
OTHER (SEE BELOW)	11
<b>CASH BOOK BALANCE</b>	<b>\$ 44,877</b>
<b>DEPOSITS IN TRANSIT</b>	
Plant Field Deposits in Transit	\$ 131
Bank ACH Transfer/Thriftstore Deposits-Timing-UMB	-
<b>Total Deposits in Transit</b>	<b>\$ 131</b>
<b>ACH PAYMENTS--OUTSTANDING</b>	
ACH Payments on 5/31/13	\$ -
	\$ -
<b>OTHER</b>	
Current Payroll-Due Employee-Timing	\$ 1
Petty Cash for Thriftstores/Plants	-
Payroll Taxes	-
Period Variances	10
<b>Total Other</b>	<b>\$ 11</b>

[1] The numbers presented above represent amounts related to the Debtors' main concentration account and three intermediate concentration accounts.

**BANK RECONCILIATIONS - BY CONCENTRATION ACCOUNT**

(\$ in 000's)	Bank of America #XXXXXX0189	JP Morgan #XXXXXX7256	Wells Fargo #XXXXXX6059	UMB #XXXXXX5694	TOTAL
<b>Beginning Balance for the Period</b>	\$ 148	\$ 70	\$ 31	\$ 52,412	\$ 52,661
<b>Customer Receipts</b>	14	6	-	84	104
<b>Miscellaneous Receipts</b>	-	-	-	2,119	2,119
<b>Transfers to UMB--Parent Bank</b>	-	-	-	-	-
<b>Disbursements</b>	(30)	(3)	(31)	(9,714)	(9,778)
<b>Ending Balance for the Period</b>	<b>\$ 132</b>	<b>\$ 73</b>	<b>\$ -</b>	<b>\$ 44,901</b>	<b>\$ 45,106</b>

Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.  
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**DISBURSEMENTS BY DEBTOR ENTITY** <sup>[1]</sup>

(\$ in 000's)

CASE NO.	CASE NAME	DISBURSEMENTS FOR THE PERIOD ENDED [2]		
		6/29/2013	6/1/2013	5/4/2013
087-12-22051	IBC Sales Corporation	\$ 198	\$ 234	\$ 144,418
087-12-22052	Old HB, Inc.	3,077	3,221	11,089
087-12-22053	IBC Trucking LLC	69	4	15
087-12-22054	IBC Services, LLC	1,248	292	145
087-12-22055	Interstate Brands Corporation	4,876	5,029	290,423
087-12-22056	MCF Legacy Inc.	-	-	-
<b>GRAND TOTAL:</b>		<b>\$ 9,468</b>	<b>\$ 8,780</b>	<b>\$ 446,090</b>

[1] Represents all disbursements from the Debtors that occurred within period indicated, whether or not they have cleared the Debtors' bank accounts, and will therefore not reconcile to the disbursements on page 3.

[2] Due to the winddown of the Debtors' businesses, the overall level of disbursements and the relative mix between the various Debtor entities may be different in comparison to prior periods.

Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.  
Case No. 12-22052 (RDD) Jointly Administered  
Monthly Operating Report for Period Ended June 29, 2013

**STATEMENT OF OPERATIONS <sup>[1]</sup>**

<i>(\$ in 000's)</i>	<b>Four Weeks Ended</b> <hr/> <b>June 29, 2013</b> <hr/>
Net Revenue	\$ -
Cost of goods sold	-
Gross profit	-
Selling and delivery expense	-
Workers' compensation	2,168
Selling, general and administrative	731
EBITDA	(2,899)
Restructuring charges, net	32
Reorganization charges, net	1,697
Pension withdrawal expense	556
(Gain) loss on asset dispositions	411
Operating income (loss)	(5,595)
Interest (income) expense <sup>[2]</sup>	49
Other (income) loss	39
Income (loss) before tax	(5,683)
Income tax expense (benefit)	-
Net income (loss)	\$ (5,683)
<b><u>REORGANIZATION CHARGES, NET</u> <sup>[3]</sup></b>	
Professional fees	\$ 1,697
Total reorganization charges, net	\$ 1,697

[1] The Debtors ceased normal operations on November 16, 2012. All amounts will not be comparable with previous periods or indicative of future costs associated with completion of the winddown.

[2] Interest expense excludes unrecorded contractual and other interest expense of \$14,345.

[3] Professional fees have been estimated by the Debtors and will be adjusted for actual invoices received. See Note 5, Reorganization Charges, Net in the Notes to Monthly Operating Report for further discussion.

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Monthly Operating Report for Period Ended June 29, 2013

**BALANCE SHEET**

(\$ in 000's)

**June 29,  
2013****ASSETS** <sup>[1]</sup>

## Current assets

Cash	\$ 44,877
Accounts receivable, net of reserves and allowances	-
Prepays and other current assets	22,107
Total current assets	<u>66,984</u>

## Property and equipment

Land and building	214,271
Machinery and equipment	95,928
	<u>310,199</u>
Less accumulated depreciation	(73,520)
Net property and equipment	<u>236,679</u>

## Restricted cash

79,174

## Intangible assets

63,847

## Other assets

137,869

## Total assets

\$ 584,553

Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.

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Monthly Operating Report for Period Ended June 29, 2013

**BALANCE SHEET**

(\$ in 000's)

**June 29,  
2013****LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)**

Liabilities not subject to compromise

Current liabilities

Accounts payable	\$	47,503
Accrued winddown severance		81,000
Accrued vacation pay		27,678
Accrued payroll		3,352
Worker's compensation reserve		41,351
Accrued expenses		20,411
Total current liabilities		<u>221,295</u>

Worker's compensation reserve

130,156

Deferred income taxes

17,854

Other liabilities

17,766

Total long-term liabilities

165,776

Total liabilities not subject to compromise

387,071Liabilities subject to compromise<sup>[2]</sup>2,673,151

Total liabilities

3,060,222

Stockholders' equity (deficit)

Preferred stock, \$0.01 par value, 1,000,000 shares  
authorized, none issued

-

Common stock, \$0.01 par value, 90,000,000 shares

authorized, 16,217,000 shares issued, 16,021,000 shares outstanding

162

Additional paid-in capital

152,565

Accumulated deficit

(2,626,246)

Treasury stock, 196,000 shares at cost

(1,396)

Accumulated other comprehensive income

(754)

Total stockholders' equity (deficit)

(2,475,669)

Total liabilities and stockholders' equity (deficit)

\$ 584,553



Old HB, Inc. (f/k/a Hostess Brands, Inc.), et al.  
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**BALANCE SHEET**

(\$ in 000's)

	<b>June 29, 2013</b>
<b><u>LIABILITIES SUBJECT TO COMPROMISE</u></b>	
Pension liabilities <sup>[2]</sup>	\$ 2,066,237
Debt	522,468
Accrued interest	6,167
Accounts payable and outstanding checks	41,808
Auto and general liability claims	14,435
Retiree medical accrual for current employees	17,882
Taxes	640
Other	3,514
Total liabilities subject to compromise	\$ 2,673,151

- [1] Assets are stated at the Debtors' historical book balances and not at liquidation values. See Note 2 Background in the Notes to the Monthly Operating Report for changes in accounting policies.
- [2] The Debtors have treated all unpaid pre-petition pension contributions as liabilities subject to compromise. The Debtors accrue pre-petition withdrawal and termination liabilities when a calculation of withdrawal liabilities has been received from the relevant pension fund. The Debtors have received withdrawal notices for approximately \$1.96 billion from 25 funds included in the number above. The Debtors have not yet accrued obligations for approximately 15 funds where a notice of termination and/or withdrawal liability has not been received from the pension fund. The Debtors had estimated the amounts payable for suspended contributions for both pre-petition and post-petition periods. During the current period, the Debtors received actual information on effective dates of withdrawal for certain pension funds and have adjusted accruals for suspended contributions accordingly.

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Monthly Operating Report for Period Ended June 29, 2013

**NOTES TO MONTHLY OPERATING REPORT  
UNAUDITED**

**1. Disclaimer and Reservations**

This Monthly Operating Report (the "MOR"), was prepared by management of Old HB, Inc. and its wholly-owned subsidiaries (the "Debtors") and is unaudited. While those members of management responsible for the preparation of the MOR have made a reasonable effort to ensure that the MOR is accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors or omissions may exist and/or the subsequent receipt of information may result in material changes in financial and other data contained in the MOR. Accordingly, the Debtors reserve their right to amend and/or supplement their MOR from time to time as may be necessary or appropriate and they will do so as information becomes available.

***Name Change***

In connection with the sale of the majority of the Debtors' cake assets, the Debtors were required to discontinue the use of certain trademarks, including "Hostess", following the closing of such sale. In accordance with this requirement, and pursuant to the Order Authorizing the Debtors and Debtors in Possession to Change Corporate Names and Amend Case Caption (Docket No. 2524), the corporate name of the parent company was changed from Hostess Brands, Inc. to Old HB, Inc. This change is reflected herein accordingly.

**2. Background**

***General***

Prior to the approval of their winddown by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Debtors were one of the largest food companies in the United States and focused on developing, manufacturing, marketing, selling, and distributing fresh baked sweet goods and fresh baked bread products virtually coast-to-coast. The Debtors provided a wide range of snack cakes, donuts, sweet rolls, snack pies, bread, buns, rolls, and related products under iconic brand names such as Hostess® and Wonder®, as well as other brand names such as Butternut®, Dolly Madison®, Drake's®, Home Pride®, Merita®, and Nature's Pride®.

Unless otherwise noted, these Notes and the attached financial information refer to the Debtors, taken as a whole. Refer to Subsection "Chapter 11 Cases" below for information regarding the Final Winddown Order (as defined below) entered by the Bankruptcy Court on November 30, 2012.

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The Debtors have adopted certain accounting policies for actions associated with the liquidation of the business. These include:

- The recognition of gains or losses when assets are sold, abandoned or otherwise liquidated. The Debtors will not impair the carrying value of remaining assets based upon estimates of future recoveries.
- The continuation of allowances (including the allowance for doubtful accounts) at pre-winddown values until the reserve is diminished.
- The accrual of liabilities for ongoing liquidation costs as they are incurred, whereas terminations of contractual obligations and employee termination costs will be accrued upon termination of the contract or employment period.
- The termination of depreciation and amortization expense, as the assets that were being depreciated and amortized are no longer in service.
- The continuation of the Debtors' policy on pre-petition pension withdrawal and termination liabilities, which includes accruing these pre-petition liabilities when a calculation of withdrawal liability has been received from the relevant pension fund. The Debtors have not yet accrued obligations for approximately 15 funds where a notice of termination and/or withdrawal liability has not been received from the pension fund.

### *Chapter 11 Cases*

On January 11, 2012 (the "Petition Date"), the Debtors commenced their chapter 11 cases by filing voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the Bankruptcy Court. The Debtors' chapter 11 cases have been consolidated and are being administered jointly for procedural purposes only. The Debtors are authorized to operate their businesses and manage their properties as debtors-in-possession.

On January 18, 2012, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors Committee") pursuant to section 1102 of the Bankruptcy Code. On January 30, 2012, the U.S. Trustee amended the membership of the Creditors Committee.

On February 24, 2012, the Debtors filed with the Bankruptcy Court their Schedules of Assets and Liabilities and Statements of Financial Affairs. On June 11, 2012 and August 9, 2012, respectively, the Debtors filed with the Bankruptcy Court amendments and second amendments to their Schedules of Assets and Liabilities.

On March 13, 2012, the Bankruptcy Court entered the Order, Pursuant to Sections 105, 501 and 503 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3) and Local Bankruptcy Rule 3003-1, Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Docket No. 516) (the "Bar Date Order"). Among other things, the Bar Date Order set April 24, 2012 at 5:00 p.m. Eastern Time as the general bar date (the "General Bar Date") for filing a proof of claim in writing and in accordance with the procedures described in the Bar Date Order, by all entities that assert a claim against a Debtor that arose or is deemed to have arisen prior to the Petition Date. While the Debtors have begun

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the process of reviewing the proofs of claim that have been received, and have filed multiple objections to claims, the Debtors have not yet reviewed or analyzed all filed claims or sought to incorporate information from the claims into their financial reporting.

On November 16, 2012, the Debtors filed the Emergency Motion of Debtors and Debtors in Possession For Interim and Final Orders, Pursuant to Sections 105, 363, 365 and 503(c) of the Bankruptcy Code: (A) Approving (I) a Plan to Wind Down the Debtors' Businesses, (II) the Sale of Certain Assets, (III) Going-Out-of-Business Sales at the Debtors' Retail Stores, (IV) the Debtors' Non-Consensual Use of Cash Collateral and Modifications to Final DIP Order, (V) an Employee Retention Plan, (VI) a Management Incentive Plan, (VII) Protections for Certain Employees Implementing the Winddown of the Debtors' Businesses, (VIII) the Use of Certain Third Party Contractors and (IX) Procedures for the Expedited Rejection of Other Contracts and Leases; and (B) Authorizing the Debtors to Take Any and All Actions Necessary to Implement the Winddown (Docket No. 1710) (the "Emergency Winddown Motion"). By the Emergency Winddown Motion, the Debtors sought approval of, among other things, a plan for the orderly winddown of their business operations and the sale of all their assets. After unsuccessful mediation conducted on November 20, 2012, the Bankruptcy Court granted the Emergency Winddown Motion on an interim basis on November 21, 2012. The final order approving the Winddown Motion (Docket No. 1871) (the "Final Winddown Order") was entered on November 30, 2012.

Pursuant to the Final Winddown Order, the Debtors' postpetition lenders agreed to provide the financing and use of cash collateral necessary to fund the costs of the winddown, so long as the Debtors comply with a liquidation budget that the Debtors negotiated with its secured lenders (the "Liquidation Budget"). The Final Winddown Order authorized the Debtors to act in accordance with the Liquidation Budget but permitted the payment, in accordance with applicable law, of only those expenses that the lenders approved and that were related to the preservation of the value of the Debtors' assets (which constituted the secured lenders' collateral) and the sale of those assets.

On January 28, 2013, the Bankruptcy Court entered the Order, Pursuant to Sections 105 and 503(a) of the Bankruptcy Code and Bankruptcy Rule 2002, Establishing a Bar Date for Filing Postpetition Administrative Expense Claims and Approving Form and Manner of Notice Thereof (Docket No. 2214) (the "Postpetition Administrative Claims Bar Date Order"). The Postpetition Administrative Claims Bar Date Order establishes a bar date of March 28, 2013 for the filing of certain postpetition administrative claims (the "Postpetition Administrative Claims Bar Date") and procedures related thereto. While the Debtors have begun the process of reviewing the administrative claim request forms that have been received, they have not yet reviewed or analyzed all filed claims or sought to incorporate information from such claims into their financial reporting.

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### ***The Sale Process***

The Final Winddown Order contemplates the sale of substantially all of the Debtors' assets. Accordingly, following entry of the Winddown Order, the Debtors undertook an effort to market their various brands, and, as a result, filed several motions seeking authority for the sale of the majority of their brands and other assets (collectively, the "Sale Motions"). On March 20, 2013, the Bankruptcy Court entered orders approving the sale of the majority of the Debtors' bread and cake businesses, among other assets, and, on April 9, 2013, approved the remaining Sale Motions.

The following sales closed prior to the period ended June 29 and are reflected in the financials of previous MORs:

- The sale of the Debtors' Beefsteak® brand and related assets to BBU, Inc., a subsidiary of Bimbo Bakeries USA, for a cash purchase price of \$31.9 million (the "Beefsteak Brand Sale");
- The sale of a majority of the Debtors' cake brands, including the Hostess® and Dolly Madison® brands, and related assets to New HB Acquisition, LLC, an affiliate of Apollo Global Management, LLC and Metropoulos & Co., for a cash purchase price of \$410 million (subject to certain adjustments) (the "Hostess Brands Sale");
- The sale of certain assets related to the Debtors' Sweetheart®, Standish Farms®, Grandma Emilie's® and Eddy's® branded products to Mountain States Bakeries LLC, a wholly owned subsidiary of United States Bakery, for a cash purchase price of approximately \$30.85 million (subject to certain adjustments) (the "Northwest Bakeries Sale"); and
- The sale of the Debtors' Drake's® brand and related assets to McKee Foods Corporation and McKee Foods Kingman, Inc. for a cash purchase price of \$27.5 million (the "Drake's Sale").

The following sale closed after the period ended June 29 and will be reflected in the next reporting period:

- The sale of a majority of the Debtors' other bread brands (such as Butternut®, Home Pride®, Merita®, Nature's Pride® and Wonder®) and related assets to FBC Georgia, LLC, a wholly owned subsidiary of Flowers Foods, Inc., for a cash purchase price of \$355 million (subject to certain adjustments) (the "Bread Brand Sale").

While the majority of the Debtors' assets were included in these Sale Motions, the Debtors continue to pursue the sale and liquidation of any remaining assets as appropriate.

### **3. Basis of Presentation**

The consolidated financial statements reflect adjustments in accordance with the reorganization accounting guidance, Accounting Standards Codification 852 *Reorganizations* ("ASC 852"), which was adopted for financial reporting in periods ending after the Petition Date. In the chapter 11 cases, substantially all of the Debtors' unsecured liabilities except, among others, certain tax, payroll and certain benefit related charges as of the Petition Date,

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are subject to compromise or other treatment. For financial reporting purposes, those liabilities and obligations whose treatment and satisfaction is dependent on the outcome of the chapter 11 cases have been segregated and classified as "Liabilities Subject to Compromise" in the consolidated balance sheet under the reorganization accounting guidance. The ultimate amount of, and the settlement terms for, the Debtors' pre-bankruptcy liabilities are dependent on the outcome of the chapter 11 cases and, accordingly, are not presently determinable. Pursuant to the reorganization accounting guidance, professional fees associated with the chapter 11 cases and certain gains and losses resulting from a reorganization or restructuring of the Debtors' business have been reported separately as reorganization items.

### ***Debtor-in-Possession Financial Statements***

Unless otherwise indicated, the unaudited consolidated financial statements and supplemental information contained herein represent the consolidated financial information for the Debtors as of and for the four-week period ended June 29, 2013.

The Debtors are required to apply the provisions of ASC 852, effective on the Petition Date, which is applicable to companies that have commenced chapter 11 proceedings, and which generally does not change the manner in which financial statements are prepared. However, these provisions do require that the financial statements for periods subsequent to the filing of the chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. The Debtors' financial statements contained herein have been prepared in accordance with ASC 852.

The unaudited consolidated financial statements have been derived from the books and records of the Debtors. Certain financial information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP), and upon the application of such procedures (such as tests for asset impairment), the Debtors believe that the financial information will be subject to changes and these changes could be material.

The results of operations contained herein are not necessarily indicative of the results which may be expected for any other period or for the full year and may not necessarily reflect the combined results of operations, financial position and cash flows of the Debtors in the future.

### ***Disbursements***

The Debtors do not maintain stand-alone financial records for each legal entity except for certain tax return compliance purposes. Further, the Debtors process all of their disbursements through a consolidated, centralized processing facility without regard for the individual Debtor entity involved. Consequently, for purposes of the Schedule of Disbursements section of this MOR, the Debtors have attempted to allocate and assign the payments made to creditors based on (i) the nature of the payment and (ii) the entity receiving the benefit of the payment.

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#### **4. Debtor-in-Possession (DIP) Financing**

On the Petition Date, the Debtors filed a motion with the Bankruptcy Court seeking approval to enter into a certain Debtor-in-Possession Credit, Guaranty and Security Agreement substantially in the form attached to the motion (as it may be amended or modified, the "DIP Facility"). The DIP Facility was approved on an interim basis by the Bankruptcy Court on January 12, 2012. Based on such interim approval, the Debtors entered into the \$75.0 million DIP Facility. On February 3, 2012, the Bankruptcy Court entered an order (as amended, the "Final DIP Order") approving the DIP Facility on a final basis. The Debtors have repaid the DIP Facility in full with funds generated from the closing of various sales described above.

##### ***The Hilco Loan***

In conjunction with the Emergency Winddown Motion, the Debtors filed the Motion of Debtors and Debtors in Possession for an Order (I) Authorizing the Debtors to (A) Retain and Employ Hilco Industrial, LLC, Hilco IP Services, LLC and Hilco Real Estate, LLC as Consulting and Marketing Agents and (B) Obtain Related Postpetition Financing and (II) Granting Certain Related Relief (Docket No. 1901) seeking approval, among other things, to enter into a certain Consulting and Marketing Services Agreement for Real Property and Other Assets (the "Hilco Agreement") between the Debtors and Hilco Industrial, LLC, Hilco IP Services, LLC d/b/a Hilco Streambank and Hilco Real Estate, LLC (collectively, "Hilco"). An order approving the Hilco Agreement was entered by the Bankruptcy Court on December 21, 2012 (Docket No. 1985) (the "Hilco Order"). Pursuant to the terms of the Hilco Agreement, Hilco advanced a secured loan in the aggregate amount of \$30 million that was paid to the Debtors in cash after entry of the Hilco Order (the "Hilco Loan"). The Debtors have repaid the Hilco Loan in full with funds generated from the closing of the various sales described above.

##### ***Prepetition Debt Repayment***

Pursuant to the Stipulation and Agreed Order by and Among the Debtors, the DIP Agent and the Pre-Petition Agents Modifying the Final Orders in Certain Respects (Docket No. 2521) (the "Agent Stipulation") and the Final Winddown Order, certain of the First Lien Term Loan Pre-Petition Indebtedness (as such term is defined in the Agent Stipulation) was repaid by the Debtors during the period ended May 4, 2013. Specifically, on April 15, 2013, a payment of \$29.8 million was made in full repayment of Tranche C of the First Lien Term Loan Pre-Petition Indebtedness, and a payment of \$263.8 million was made with respect to partial repayment of Tranches A and B of the First Lien Term Loan Pre-Petition Indebtedness. Subsequently, on April 19, 2013, an additional \$54.2 million payment was made on Tranches A and B of the First Lien Term Loan Pre-Petition Indebtedness.

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## **5. Reorganization Charges, Net**

The Reorganization Costs reported on the Statement of Operations for this reporting period is primarily comprised of bankruptcy professional fees. Professional fees for the reporting period were estimated by the Debtors and will be adjusted for actual invoices received. Such adjustments will be reported on future MORs.

## **6. Liabilities Subject to Compromise**

As a result of the chapter 11 cases, the payment of prepetition indebtedness is subject to compromise or other treatment. Generally, actions to enforce or otherwise effect payment of prepetition liabilities are stayed. Although payment of prepetition claims is generally not permitted, the Bankruptcy Court granted the Debtors authority to pay certain prepetition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors' businesses and assets. Among other things, the Bankruptcy Court authorized the Debtors to pay certain prepetition claims relating to employee wages and benefits, customers, vendors, suppliers and taxes.

Prior to the entry of the Final Winddown Order, the Debtors generally paid undisputed postpetition claims in the normal course of business and in accordance with the approved DIP budget. Since the entry of the Final Winddown Order, the Debtors are operating in accordance with the Liquidation Budget. The Debtors have previously rejected prepetition executory contracts and unexpired leases with the approval of the Bankruptcy Court. In connection with the winddown of their businesses, the Debtors are in the process of rejecting additional prepetition executory contracts and unexpired leases. To the extent any damages resulting from the rejection of executory contracts and unexpired leases are treated as general unsecured claims, they will be classified as liabilities subject to compromise in the Debtors' Consolidated Balance Sheets. The bar date to assert claims arising from or relating to the rejection of any executory contracts or unexpired leases is 5:00 p.m., Eastern Time, on the date that is 30 days after the entry of the applicable order approving such rejection.

The Debtors, in conjunction with their retained professionals, are reviewing and analyzing the proofs of claim timely submitted by the claimants and are investigating any material differences between these claims and the liability amounts estimated by the Debtors. The Debtors have filed objections to multiple claims and the Bankruptcy Court has granted the Debtors' objections to multiple of such claims, disallowing and expunging them. If necessary, in the event of claims disputes, the Bankruptcy Court will make a final determination whether such claims should be allowed and, if so, the appropriate amount of such allowed claims. The ultimate amount of such liabilities is not determinable at this time.

Prepetition liabilities that are subject to compromise are required to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending



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on Bankruptcy Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims or other events. It is possible that certain amounts currently classified as liabilities subject to compromise may in fact be postpetition liabilities to be paid in the normal course of business as they come due or in accordance with the Liquidation Budget. Any resulting changes in classification will be reflected in subsequent MORs.

Costs and expenses associated with the suspension of pension plan payments, as well as the estimated withdrawal liabilities for certain of the pension plans, are included in the liabilities subject to compromise. Refer to footnote 5 on page 9 for additional information.

## **7. Postpetition Accounts Payable and Accrued Expenses**

Postpetition accounts payable and accrued expenses are being and will be paid in accordance with the Liquidation Budget approved by the Bankruptcy Court in the Final Winddown Order, supplemented from time to time as contemplated by the Final DIP Order.

The Debtors are currently reviewing and analyzing timely requests for administrative claims. If necessary, in the event of claims disputes, the Bankruptcy Court will make a final determination whether such claims should be allowed and, if so, the appropriate amount of such allowed claims. Accordingly, the ultimate amount of such liabilities is not determinable at this time.

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**STATUS OF POSTPETITION TAXES**

<b>Federal</b>	<b>Beginning of Period</b>	<b>Amount Withheld and/or Accrued</b>	<b>Amount Paid</b>	<b>End of Period</b>
Federal Income Tax Withholding	\$ 4,024	\$ 224,383	\$ (226,496)	\$ 1,911
Federal Insurance Contributions Act (FICA)	(94,091)	91,123	(92,776)	(95,744)
Federal Unemployment Tax (FUTA)	20,613	291	(213)	20,691
Federal Income Tax - Corporate	(136,648)	-	-	(136,648)
Federal Tax - Heavy Weight	(30,000)	-	-	(30,000)
<b>Total Federal Taxes</b>	<b>\$ (236,102)</b>	<b>\$ 315,797</b>	<b>\$ (319,485)</b>	<b>\$ (239,790)</b>

[1]

<b>State and Local</b>	<b>Beginning of Period</b>	<b>Amount Withheld and/or Accrued</b>	<b>Amount Paid</b>	<b>End of Period</b>
State and Local Tax Withholding (SALT)	\$ (30,819)	\$ 37,447	\$ (38,136)	\$ (31,508)
State Unemployment Tax (SUTA)	10,580	1,094	(41)	11,633
Business Licenses	98,696	-	217	98,913
Sales Taxes	(46,227)	-	-	(46,227)
Use Tax	(3,930)	2,210	-	(1,720)
Mileage Taxes	23,426	-	-	23,426
Real Property Tax	2,047,145	370,375	(30,166)	2,387,354
Personal Property Tax	1,036,787	36,412	(4,748)	1,068,451
Accrued Franchise Tax	(5,265)	326,349	3,673	324,757
Accrued Operating Taxes	122,395	-	(18)	122,377
Income & Receipts Taxes	489,090	-	-	489,090
<b>Total State and Local Taxes</b>	<b>\$ 3,741,878</b>	<b>\$ 773,887</b>	<b>\$ (69,219)</b>	<b>\$ 4,446,546</b>

[2]

[2]

[2]

[1] Tax refund receivable for loss carryback claim.

[2] Real property tax accruals are booked ratably over the jurisdiction's tax year to which they relate. The above numbers represent real and personal property tax accruals for jurisdictions whose tax years began after the Petition Date, and excluded from the numbers are period accruals for jurisdictions whose tax years began before the Petition Date.

**SUMMARY OF UNPAID POSTPETITION DEBTS <sup>[1]</sup>**

<b>Account Group Name</b>	<b>Current Amt.</b>	<b>1 - 30</b>	<b>31 - 60</b>	<b>61 - 90</b>	<b>Over 90</b>	<b>Total</b>
AP-Direct Vendor Payments	\$ -	\$ 3,285	\$ 2,515	\$ 524,376	\$ 15,568,731	\$ 16,098,907
AP-Employees	4,805	-	-	-	290	5,095
AP-Union Health and Welfare	-	-	-	(18)	(838)	(856)
AP-Other	76,968	130,215	67,818	75,321	11,247,857	11,598,179
AP-Telephone/Utilities	43,648	19,255	4,847	13,603	49,097	130,450
AP-Competitive Discounts	74,260	-	-	186,162	417,745	678,167
AP-Professional Services	44,263	(67,366)	33,683	33,683	141,702	185,965
AP-All Other Tax	-	1,638	-	1,613	182,604	185,855
AP-Resale Outside Purchase	-	-	-	-	384,888	384,888
AP-Engineering	18,920	-	2,636	-	328,137	349,693
AP-Freight	1,687	-	275	4	1,060,375	1,062,341
AP-Temporary Labor	96,401	-	2,306	-	184,588	283,295
Accounts Payable - Escout	-	-	-	-	3,141,577	3,141,577
Expense Accruals <sup>[2]</sup>	13,467,601	-	-	-	-	13,467,601
Payroll Withholding <sup>[2]</sup>	(13,046)	-	-	-	-	(13,046)
Miscellaneous <sup>[2]</sup>	(57,084)	-	-	-	-	(57,084)
<b>Total</b>	<b>\$ 13,758,423</b>	<b>\$ 87,027</b>	<b>\$ 114,080</b>	<b>\$ 834,744</b>	<b>\$ 32,706,753</b>	<b>\$ 47,501,027</b>

[1] Summary of Unpaid Postpetition Debts represents postpetition Accounts Payable, as well as certain prepetition amounts authorized for payment by the Bankruptcy Court, but not yet paid. Postpetition accounts payable and accrued expenses are being and will be paid in accordance with the Liquidation Budget approved by the Bankruptcy Court in the Final Winddown Order, supplemented from time to time as contemplated by the Final DIP Order.

[2] Amounts are not aged.

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**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING <sup>[1]</sup>**

(\$ in 000's)

Trade Accounts Receivable Rollforward	Amount
Total Trade A/R at the beginning of the reporting period	\$ 5,565
Plus: Amounts billed during the period	-
Less: Amounts collected during the period	155
<b>Total Trade A/R at the end of the reporting period</b>	<b>\$ 5,410</b>

Trade Accounts Receivable Aging <sup>[1]</sup>	0-28 Days	29-56 Days	57+ Days	Total
<b>Total Trade Accounts Receivable</b>	<b>\$ (16)</b>	<b>\$ (6)</b>	<b>\$ 5,432</b>	<b>\$ 5,410</b>

Accounts Receivable Reconciliation	Amount
Total Trade Accounts Receivable	\$ 5,410
Less: Reserve for Sales Adjustment	(427)
Less: Allowance for Stale Return	(4,719)
Less: Bad Debt Reserve	(3,017)
Plus: Non-Trade A/R Accounts	2,753
<b>Total Accounts Receivable per Balance Sheet</b>	<b>\$ -</b>

[1] The aging reflects trade A/R accounts only, and does not include certain reserves and allowances associated with sales adjustments and returns. The Debtors are in the process of collecting all outstanding A/R in connection with the winddown of the business but has used prior reserves and/or allowances, and will not further reduce the carrying value of A/R until impacts from the winddown are realized.

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**PAYMENTS TO INSIDERS**

<b>INSIDERS</b>		
<b>NAME</b>	<b>TYPE OF PAYMENT</b>	<b>AMOUNT PAID</b>
Anthony Dowd	Director Fees	\$ 25,000
Matthew Gephardt	Director Fees	25,000
Richard Seban	Payroll	129,955
John Stewart	Payroll	119,868
<b>TOTAL PAYMENTS TO INSIDERS</b>		<b>\$ 299,823</b>

**PAYMENTS TO PROFESSIONALS<sup>[1]</sup>**

<b>PROFESSIONALS</b>		
<b>NAME</b>	<b>DATE OF COURT ORDER AUTHORIZING PAYMENT</b>	<b>AMOUNT PAID IN CURRENT PERIOD</b>
Curtis, Mallet-Prevost, Colt & Mosle LLP	4/20/12 (Docket # 767)	\$ 4,284
FTI Consulting Inc	1/27/2012 (Docket # 192)	1,689,338
Jones Day	1/27/2012 (Docket # 206) & 6/25/12 (Docket # 1165)	1,026,666
KPMG	2/23/2012 (Docket # 399) & 6/25/12 (Docket # 1165)	17,306
Kramer Levin Naftalis & Frankel LLP	2/23/2012 (Docket # 400) & 6/25/12 (Docket # 1165)	16,221
Pedersen & Houpt	1/28/13 (Docket # 2219)	6,696
Perella Weinberg Partners LLP	1/27/2012 (Docket # 205) & 6/25/12 (Docket # 1165)	140,093
Thompson & Knight	2/3/12 (Final DIP Order-Docket # 254)	25,774
Venable LLP	1/27/2012 (Docket # 203) & 6/25/12 (Docket # 1165)	850
<b>TOTAL PAYMENTS TO PROFESSIONALS</b>		<b>\$ 2,927,228</b>

[1] The numbers above reflect payments made to the various professionals involved in the Debtors' chapter 11 cases during the reporting period.

**POSTPETITION STATUS OF SECURED NOTES AND ADEQUATE PROTECTION PAYMENTS**

<b>NAME OF CREDITOR</b>	<b>AMOUNT PAID IN CURRENT PERIOD</b>
Silver Point Finance, LLC	-
Bank of New York	-
<b>TOTAL PAYMENTS</b>	<b>\$ -</b>

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**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>		<b>Yes</b>	<b>No</b>	
1	Have any assets been sold or transferred outside the normal course of business this reporting period?	X		[a]
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X	
3	Is the Debtor delinquent in the timely filing of any postpetition tax returns?		X	
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X	
5	Is the Debtor delinquent in paying any insurance premium payment?		X	
6	Have any payments been made on prepetition liabilities this reporting period?	X		[b]
7	Are any post petition receivables (accounts, notes or loans) due from related parties?		X	
8	Are any post petition payroll taxes past due?		X	
9	Are any post petition State or Federal income taxes past due?	X		[c]
10	Are any post petition real estate taxes past due?	X		[c]
11	Are any other post petition taxes past due?	X		[c]
12	Have any prepetition taxes been paid during this reporting period?	X		[d]
13	Are any amounts owed to post petition creditors delinquent?	X		[e]
14	Are any wage payments past due?			[f]
15	Have any post petition loans been received by the Debtor from any party during this reporting period?		X	
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		X	
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X	[g]
18	Have the owners or shareholders received any compensation outside of the normal course of business?		X	

[a] The Debtors have consummated sales of certain properties, goods, and other assets in accordance with the De Minimis Asset Sales Order (Docket No. 387), and certain sales related to Hilco fleet assets.

[b] In accordance with orders entered by the Bankruptcy Court, the Debtors paid certain prepetition liabilities, including employee benefits and workers compensation claims during the reporting period.

[c] Only certain taxes are being and will be paid in accordance with the Liquidation Budget approved by the Bankruptcy Court in the Final Winddown Order, supplemented from time to time as contemplated by the Final DIP Order, and/or in accordance with the sales process.

[d] Prepetition secured property taxes have been paid or provided for, pursuant to the terms of the property sales.

[e] The process for receiving and submitting invoices for payment is decentralized and manually intensive; therefore, there could be postpetition invoices that are delinquent which have not been received by the Debtors' Shared Services department for processing or are in a dispute resolution status. Postpetition accounts payable and accrued expenses are being and will be paid in accordance with the Liquidation Budget approved by the Bankruptcy Court in the Final Winddown Order, supplemented from time to time as contemplated by the Final DIP Order.

[f] All current wages have been and are being paid. Payments for accrued vacation, severance payments, and other incentive payments will only be made in accordance with the Final Winddown Order. In accordance with such Order, payments for accrued vacation and severance are currently not being made.

[g] After the entry of the Final Winddown Order, all payments to professionals were made in accordance with such order.