UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re MSD Performance, Inc., et al.

Case No. 13-12286

Reporting Period: December 2013

MONTHLY OPERATING REPORT

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

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

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

correct to the best of my knowledge and belief.	•
/s/ Guadalupe Soto	February 5, 2014
Signature of Debtor	Date
Guadalupe Soto	Chief Financial Officer
Printed Name of Authorized Individual*	Title of Authorized Individual

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

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

[†] Due to the voluminous nature of these documents and potentially sensitive information contained therein, these records have not been attached. They are available upon request to Debtors' counsel.

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MSD Performance, Inc. Schedule of Cash Receipts and Disbursements December 1, 2013 - December 16, 2013

Case No. 13-12286-PJW

Cumulative

												Cumui	ative
						MSD Brink	Edge	EDGE		December 1		Filing to	
	_	ACC	RSI	Superchips	CSI	Acquisition, Inc.	Parent, LLC	Products, LLC	MSDP	Actual	Budget	Actual	Budget
Beginning Balance:	\$	248,090	3,616	5,988	321,035	-	-	251,479	3,717,435	4,547,643	6,551,421	3,810,525	3,829,16
Receipts:													
Accounts Receivable		1,133,354	4,347	-	300,226	-	-	1,182,447	-	2,620,374	3,222,029	20,838,066	21,497,61
Cash Sales		-	-	-	-	-	-	-	-	-	-	321	-
Sale of Assets		-	-	-	-	-	-	-	-	-	-	27,500	-
Other - Tax Refund		-	-	-	-	-	-	-	-	-	-	1,262	-
Transfers (DIP Accts)		470,000	9,000	-	-	-	-	-	222,679	701,679	-	5,862,531	-
otal Receipts		1,603,354	13,347	-	300,226	-	-	1,182,447	222,679	3,322,053	3,222,029	26,729,680	21,497,61
Disbursements:													
Payroll		291,551	5,840	_	44,980	_	_	174,735		517,106	595,774	3,543,446	4,127,59
Payroll Taxes		96,192	1,709	-	18,127	-	-	65,923		181,951	132,727	1,284,717	934,97
Employee Benefits		167,088	81	_	2,934	_	_	92,082		262,185	123,909	1,454,038	1,181,57
Executive Mgmt		-	-	_	-	_	_		96,238	96,238	77,000	417,399	550,19
Materials		749,073	-	_	133,849	_	_	389,799	-	1,272,721	1,190,383	6,944,241	6,293,21
Operating Costs		219,564	375	261	18,233	_	_	60,861	35,437	334,731	504,074	2,570,467	3,103,16
Freight		70,218	-	-	1,358	-	-	9,258	-	80,834	61,007	420,139	344,67
Occupancy		46,136	-	-	14,400	-	-	28,326	2,400	91,262	86,936	265,980	260,80
Utilities		9,239	-	_	2,498	_	_	1,501	311	13,549	33,816	131,672	145,53
Insurance		_	-	_	-	_	_	,	-	-	2,840	1,007	17,82
Taxes		_	-	_		_	_	1,263		1,263	-	122,123	160,28
Commissions		-	-	-	-	-	-	-		-	-	371,927	363,50
Professional Fees		-	-	-	-	-	-	-	184,038	184,038	778,666	199,572	1,670,99
US Trustee Qtly Fees		-	-	-	-	-	-	-	14,963	14,963	-	17,563	35,42
Court Costs		_	-	_		_	_	_	· -	· -	_		
BOD		-	-	-	-	-	-	-			-	28,000	30,00
Adequate Protection Payments		-	-	-	-	-	-	-	369	369	775,186	2,353,168	2,850,74
Capital Expenditures		76,567	-	-	-	-	-	-		76,567	107,061	501,653	399,11
Transfers to (DIP Accounts)		9,000	-	-	180,000	-	-	42,679	470,000	701,679	-	5,872,852	225,84
otal Disbursements	_	1,734,628	8,005	261	416,379	-	-	866,425	803,756	3,829,454	4,469,379	26,499,964	22,695,47
Net Cash Flow	_	(131,274)	5,342	(261)	(116,153)	-	-	316,022	(581,077)	(507,401)	(1,247,350)	229,715	(1,197,86
ach End of Month		116 016	0.050	E 727	204 992			E67 E01	2 126 250	4 040 242	E 204 071	4.040.240	2 621 20
Cash End of Month	\$	116,816	8,958	5,727	204,882	-	-	567,501	3,136,358	4,040,242	5,304,071	4,040,240	2,631
					Disbursem	ents for calculatin	g U.S. Trustee	Quarterly Fees					
otal Disbursements		_			_	•			•	3,829,454			_
Less: transfers to debtor in posses	ssion a	accounts								(701,679)			
Plus: estate disbursements made	h., a.,												
rius. estate dispuisements made	by ou	tside sources								-			

Cash Reconciliation:	
Per Balance Sheet	4,063,356
Less:	
MSDP Trading Shanghai	(20,660
Petty Cash - ACC	(500
Petty Cash - RSI	(381
Petty Cash - CSI	(225
Petty Cash - Edge Products	(1,348
Per MOR-1	4 040 242

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MSD Performance, Inc. Schedule of Professional Fees and Expenses Paid December 1, 2013 - December 16, 2013

	Period	Amount		(Check	Amour	nt Paid	Year-t	o-date
Payee	Covered	Approved	Payor	Number	Date	Fees	Expenses	Fees	Expenses
James McFarland	Dec-13	6,250.00	MSD Performance, Inc.	1617	11/20/2013	\$ 6,250	-	\$ 18,750	-
Motosports	Dec-13	5,000.00	Autotronic Controls, Corporation	214603	12/2/2013	5,000	-	15,000	-
Milteq, LLC	Dec-13	28,835.50	MSD Performance, Inc.	Wire	12/6/2013	25,000	3,836	75,000	11,220
Electomotion	Dec-13	1,200.00	Autotronic Controls, Corporation	214605	12/2/2013	1,200	-	1,200	-
Lock, Lord	Nov-Dec 13	14,595.67	Autotronic Controls, Corporation	214639	12/6/2013	14,596	-	14,596	-
SR Associates	Dec-13	5,294.00	Autotronic Controls, Corporation	214710	12/6/2013	5,294	-	5,294	-
i									

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MSD Performance, Inc. Consolidating Statement of Operations Month Ended December 16, 2013 (Unaudited)

Sales \$ 1,798,187 Discounts (216,244) Returns and Allowances (47,9522) Net Sales 1,533,991 Cost of Goods Sold: Materials 512,847 Labor 73,610 Overhead 232,338 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Sales and Marketing: 95,610 Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense 31,159 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees	8,305 1,957 1,957 1,948 8,366 639 - 9,005	sc	CSI 300,273 (39,619) (190) 260,464 84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 -1,940 - 6,479 - 529 1,567 44,760	Acq, Inc.		110,817 115,234 16,187 1,766 818	MSDP	Debit	Credit	Month 2,900,133 (280,224) (96,188) 2,523,721 847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	Date 22,634,229 (2,302,787 (664,678 19,666,764 7,150,840 879,426 2,194,271 10,224,537 9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527
Discounts (216,244) Returns and Allowances (47,952) Net Sales 1,533,991 Cost of Goods Sold: 73,610 Materials 512,847 Labor 73,610 Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: Salaries - New Products 8,5071 Salaries - Sustaining Eng 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment<	3,905 1,957 1,957 1,948 8,366	- - - - - - - -	(39,619) (190) 260,464 84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 			(24,361) (48,046) 725,361 248,167 23,787 35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818				(280,224) (96,188) 2,523,721 847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	(2,302,787 (664,678 19,666,764 7,150,840 879,426 2,194,271 10,224,537 9,442,227 1,398,938 335,381 326,559 352,317 1,304,908 64,527
Returns and Allowances Net Sales (47,952) Net Sales 1,533,991 Cost of Goods Sold: 31,533,991 Materials 512,847 Labor 73,610 Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Saleries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 <t< td=""><td>1,957</td><td>- - - - - - - -</td><td>(190) 260,464 84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567</td><td></td><td></td><td>(48,046) 725,361 248,167 23,787 35,985 307,939 417,422 101,817 17,740 9,154 115,234 - 16,187 1,766 818</td><td></td><td></td><td></td><td>(96,188) 2,523,721 847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165</td><td>(664,678 19,666,764 7,150,846 879,426 2,194,271 10,224,573 9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527</td></t<>	1,957	- - - - - - - -	(190) 260,464 84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			(48,046) 725,361 248,167 23,787 35,985 307,939 417,422 101,817 17,740 9,154 115,234 - 16,187 1,766 818				(96,188) 2,523,721 847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	(664,678 19,666,764 7,150,846 879,426 2,194,271 10,224,573 9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527
Net Sales 1,533,991 Cost of Goods Sold: S12,847 Materials 512,847 Labor 73,610 Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Sales and Marketing: Salaries Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense 3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consult	1,957	- - - - - - - -	260,464 84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			725,361 248,167 23,787 35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818	-			2,523,721 847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	19,666,764 7,150,840 879,426 2,194,271 10,224,537 9,442,227 1,396,936 335,381 326,559 352,317 1,304,908 64,527
Cost of Goods Sold: Materials	1,957	- - - - - - - -	84,213 19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			248,167 23,787 35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818				847,184 116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	7,150,840 879,426 2,194,271 10,224,537 9,442,227 1,398,936 333,381 326,559 352,317 1,304,908 64,527
Materials 512,847 Labor 73,610 Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Sales and Marketing: 95,610 Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Total Sales and Marketing 337,197 Research and Development: Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K	1,957 1,948 8,366 	- - - - - - - -	19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			23,787 35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818	-			116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	879,426 2,194,271 10,224,537 9,442,227 1,398,936 335,381 326,559 352,317 1,304,086 64,527
Labor 73,610 Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Sales and Marketing: 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 9,943 Travel & Entertainment 13,499 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737	1,957 1,948 8,366 	- - - - - - - -	19,067 27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			23,787 35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818	-			116,464 295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	879,426 2,194,271 10,224,537 9,442,227 1,398,936 335,381 326,559 352,317 1,304,086 64,527
Overhead 232,383 COGS % of Gross Sales 818,840 Gross Profit on Net Sales 715,151 Operating Expenses: Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: 3 Salaries and Wages 51,333	8,366 	- - - - - - - -	27,025 130,305 130,159 21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			35,985 307,939 417,422 101,817 17,740 9,154 - 115,234 16,187 1,766 818				295,393 1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	2,194,271 10,224,537 9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527
COGS % of Gross Sales Gross Profit on Net Sales Gross Profit on Net Sales 7715,151 Operating Expenses: Sales and Marketing: Salaries 95,610 Freight Out 23,3930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees Auto Test Equipment Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266	8,366 	- - - - - - - -	21,728 2,286 2,31 - 11,940 - 6,479 - 529 1,567		- - - - - - - - - - - - - - - - - -	307,939 417,422 101,817 17,740 9,154 - 115,234 - 16,187 1,766 818	-			1,259,041 1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	10,224,537 9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527
Gross Profit on Net Sales 715,151 Operating Expenses: Sales and Marketing: Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment 3,350 C & Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10	8,366 	- - - - - - - -	21,728 2,286 231 - 11,940 - 6,479 - 529 1,567			101,817 17,740 9,154 - 115,234 - 16,187 1,766 818	-			1,264,680 227,521 43,956 33,469 43,719 251,470 9,943 36,165	9,442,227 1,398,936 335,381 326,559 352,317 1,304,908 64,527
Operating Expenses: Sales and Marketing: Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense 337,197 Research and Development: Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment Consulting - New Products 3,350 R & D Other 5,008 R & D Other 5,008 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 General and Administrative: Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266	8,366 - - - - - - - - - - - - - -	- - - - - - - -	21,728 2,286 231 - 11,940 - 6,479 - 529 1,567	- - - - - - - -	-	101,817 17,740 9,154 - 115,234 16,187 1,766 818				227,521 43,956 33,469 43,719 251,470 9,943 36,165	1,398,936 335,381 326,559 352,317 1,304,908 64,527
Sales and Marketing: Salaries 95,610 Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense 33,7197 Research and Development: Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment Consulting - New Products 3,350 R & D Other 5,008 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	- - - - - - - 639		2,286 231 - 11,940 - 6,479 - 529 1,567		-	17,740 9,154 - 115,234 - 16,187 1,766 818				43,956 33,469 43,719 251,470 9,943 36,165	335,381 326,559 352,317 1,304,908 64,527
Freight Out 23,930 Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7	- - - - - - - 639	- - - - - - - - - -	2,286 231 - 11,940 - 6,479 - 529 1,567	- - - - - - - - - - - -	- - - - - - -	17,740 9,154 - 115,234 - 16,187 1,766 818	- - - - - -			43,956 33,469 43,719 251,470 9,943 36,165	335,381 326,559 352,317 1,304,908 64,527
Warranty Costs 24,084 Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 Guik & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_	- - - - - - - - - -	231 - 11,940 - 6,479 - 529 1,567	- - - - - - - -	- - - - - - - -	9,154 - 115,234 - 16,187 1,766 818	- - - - - -			33,469 43,719 251,470 9,943 36,165	326,559 352,317 1,304,908 64,527
Sales Commissions 43,719 Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue) Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages AUIX & Other Benefits 71,232 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_	- - - - - - - -	- 11,940 - 6,479 - 529 1,567	- - - - - - -	- - - - - - -	115,234 - 16,187 1,766 818	-			43,719 251,470 9,943 36,165	352,317 1,304,908 64,527
Advertising 124,296 Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266 Travel and Entertainment 7,266	_	- - - - - - -	6,479 - 529 1,567	- - - - - -	- - - - - -	16,187 1,766 818	-			251,470 9,943 36,165	1,304,908 64,527
Co-op Advertising 9,943 Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_	- - - - - -	6,479 - 529 1,567	- - - - -	- - - - -	16,187 1,766 818	- - - -			9,943 36,165	64,527
Travel & Entertainment 13,499 Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: \$8,071 Salaries - New Products \$8,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages AUIX, & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Travel and Entertainment 7,132	_	- - - - - -	- 529 1,567	- - - - -	- - - -	1,766 818	- - -			36,165	
Consulting Fees 3,200 Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: \$5,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_	- - - - -	- 529 1,567	- - - -	- - -	1,766 818	-				
Other 2,075 Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: 337,197 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_	- - -	1,567	- - -	- - -	818	-				193,364
Product Repair (Revenue)\Expense (3,159) Total Sales and Marketing 337,197 Research and Development: \$85,071 Salaries - New Products \$8,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees Auto Test Equipment Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	_		1,567	- - -	-		_			4,966	49,407
Total Sales and Marketing 337,197	9,005	-		-	-					4,061	81,558
Research and Development: 85,071 Salaries - New Products 85,071 Salaries - Sustaining Eng. 4,058 Materials 4,250 Compliance and Regulatory Fees - Auto Test Equipment - Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	9,005	-	44,760	-		(8,140)	-			(9,732)	(69,638
Salaries - New Products 85,071	-				-	254,576	-			645,538	4,037,319
Salaries - Sustaining Eng. 4,058	-	_									
Materials	_		11,406	-	-	76,088	-			172,565	1,053,558
Materials		-	4,107	-	-	22,835	-			31,000	240,612
Auto Test Equipment Consulting - New Products R & D Other Total Research and Development General and Administrative: Salaries and Wages 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	1,338	-	-	1,733	-			7,321	74,395
Consulting - New Products 3,350 R & D Other 5,008 Total Research and Development 101,737 General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	-	-	-	1,971	-			1,971	15,860
R & D Other 5,008 Total Research and Development 101,737 General and Administrative: 5 Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	-	-	-	9,594	-			9,594	61,849
Total Research and Development 101,737	-	-	-	-	-	2,419	14,883			20,652	144,574
General and Administrative: Salaries and Wages 51,333 401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	-	-	-	40,424	-			45,432	97,086
Salaries and Wages 51,333 4011 & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	16,851	-	=	155,064	14,883			288,535	1,687,935
401K & Other Benefits 71,207 Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132											
Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	10,493	-	-	38,600	6,997			107,423	646,982
Audit, Legal and Consulting Fees 10,127 Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	8,456	-	-	27,653	-			107,316	563,002
Computer and Office Supplies 13,576 Travel and Entertainment 7,266 Facilities Expense 7,132	-	-	-	-	-	(25,449)	51,312			35,990	321,366
Facilities Expense 7,132	-	-	845	-	-	13,543	-			27,964	149,289
	-	-	159	-	-	3,398	4,317			15,140	61,407
	387	-	9,064	-	-	10,832	-			27,415	211,199
Insurance 9,271	123	-	1,213	-	-	6,216	8,772			25,595	168,274
Bank and Other Services Fees 5,066	312	-	2,498	-	-	7,992	-			15,868	108,548
Other 21,053	78	-	2,349	-	-	29,853	-			53,333	94,591
MSD Performance Allocation (4,158)	-	-	-	-	-	4,158	-			-	-
Total General and Administrative 191,873	900	-	35,077	-	-	116,796	71,398			416,044	2,324,657
Total Operating Expenses 630,807	9,905	-	96,688	-	-	526,436	86,281			1,350,117	8,049,911
EBITDA before Admin Alloc 84,344	(7,957)	-	33,471	-	-	(109,014)	(86,281)			(85,437)	1,392,317
Admin Allocation (50,906)	-	-	(7,593)	-	-	(27,782)	86,281			-	-
EBITDA 33,438	(7,957)	-	25,878	-	-	(136,796)	-			(85,437)	1,392,317
Other (Income) Expense:											
Interest Expense-cash 51,092	-	-	30,965	-	-	202,728	-			284,785	2,843,525
Interest Expense-non-cash -	-	-	-	-	-	-	-			-	-
Interest Income -	-	-	-	-	-	-	-			-	(3,333)
Depreciation and Amortization 40,344	390	-	7,982	-	-	52,032	-			100,748	736,856
License fee (revenue)/expense -	-	-	-	-	-	-	-			-	-
Non-Recurring Expenses 21,780	(7,623)	-	6,392	-	-	(299,123)	1,594,778			1,316,204	1,856,381
Total Other (Income) Expense 113,216	(7,233)	-	45,339	-	-	(44,363)	1,594,778			1,701,737	5,433,429
Net Income (Loss) Before Taxes (79,778)	(724)	-	(19,461)	-	=	(92,433)	(1,594,778)			(1,787,174)	(4,041,113
Income Tax Expense (Benefit) 1,379	-	-	-	-	-	-	-			1,379	10,091
Admin Allocation - Other Income (Expense) (941,303)	-	-	(140,398)	-	-	(513,727)	1,595,428			-	-
Net Income (Loss) \$ (1,022,460)	(724)	-	(159,859)	-	-	(606,160)	650			(1,788,553)	(4,051,203)

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MSD Performance, Inc. Consolidating Balance Sheet December 16, 2013 and September 5, 2013 (Unaudited)

-					MSD							Pretition Date
					Brink	Edge	Edge		Eliminat	ion Entries	Consolidated	September 5, 2013
_	ACC	RSI	Superchips	CSI	Acquisition	Parent	Products	MSDP	Debit	Credit	MSDP	MSDP
Assets												
Current assets:												
Cash and cash equivalents \$	137,975	9,341	5,727	205,106	-	-	568,849	3,136,358	-	-	4,063,356	3,471,454
Trade accounts receivable, net	5,038,775	9,369	27,163	348,697	-	-	1,490,022	-	-	27,163	6,886,863	8,276,053
Inventories	9,869,392	54,810	-	1,370,781	-	-	2,511,310	-	-	-	13,806,293	12,828,519
Prepaid expenses and other current assets	1,002,186	3,036	-	305,941	-	-	162,307	16,377	-	-	1,489,847	2,078,966
Deferred income taxes	996,936	-	11,500	208,428	-	-	-	-	-	1,216,864	-	
Total current assets	17,045,264	76,556	44,390	2,438,953	-	-	4,732,488	3,152,735	-	1,244,027	26,246,359	26,654,992
Property, plant and equipment, net	4,371,266	26,984	1,188,074	128,665	-	-	593,338	-	-	-	6,308,327	6,043,513
Goodwill	2,600,000	-	7,900,000	3,669,000	-	-	1,600,000	-	-	-	15,769,000	15,769,000
Intangibles, net of amortization	5,481,164	-	240,028	279,160	-	-	667,447	-	-	-	6,667,799	7,034,474
Other assets	198,421	-	3,186	-	5,633,208	6,300,000	18,237	80,729,250	-	92,840,624	41,678	39,365
Other assets - intercompany	42,529,288	88,351	4,891,864	4,732,989			3,966,040	33,190,822	-		89,399,354	-
Total assets \$	72,225,403	191,891	14,267,542	11,248,767	5,633,208	6,300,000	11,577,550	117,072,807	-	94,084,651	144,432,517	55,541,344
Liabilities and Stockholders' Equity												
Current liabilities:												
Accounts payable \$	3,955,601	1,440	_	499,339	_	_	2,075,442	77,217	_	_	6,609,039	4,972,971
Accrued liabilities	3,233,611	13,214	_	321,125	_	_	1,019,915	615,155	27,163	_	5,175,855	3,741,392
Current portion of LT Note & accrued interest	133,388	- ,	272,877	80,932	-	-	523,707	-	-	-	1,010,904	750,869
Total current liabilities	7,322,600	14,654	272,877	901,396	-	-	3,619,064	692,372	27,163	-	12,795,798	9,465,232
Long-term debt, net of current portion-Term Notes	_	_	50,000				_	_	_	_	50,000	512,753
Long-term debt, net of current portion-Term A	5,203,616	_	10,502,287	3,192,832	_	_	20,541,208	_	_	_	39,439,943	39,439,943
Long-term debt, net of current portion-Term B	6,883,806	_	14,080,882	4,172,113	_	_	27,014,435	_	_	_	52,151,236	52,151,236
Deferred Liability - Non Current	2,452,829	_	259,985	405,178	_	_	27,014,433	_	1,216,864	_	1,901,128	1,901,128
Other Liabilities - intercompany	14,844,855	1,319,377	4,239,884	2,839,145	_	_	23,854,587	42,301,506	1,210,004	_	89,399,357	1,701,120
Total liabilities	36,707,706	1,334,031	29,405,915	11,510,664	-	-	75,029,294	42,993,878	1,244,027	-	195,737,462	103,470,292
Stockholders' equity:												
Common Stock	_	68.938	500	_		_	_	3	69,438	_	3	3
Preferred Stock - Series A		00,730	500		_		_	7	07,430		7	7
Preferred Stock - Series B					_		_	1	_		1	1
APIC- Additional Paid in Capital	59,708,703	-	7,430,332	941,439	5,633,208	6,300,000	25,359,349	74,078,268	105,371,186	-	74,080,112	74,080,112
Retaining earnings, prior year	(22,904,840)	(1,187,853)	(23,021,069)	(1,007,417)	5,055,206	0,300,000	(87,407,960)	74,078,208	105,571,180	12,600,000	(122,929,139)	(120,804,205)
Current year income (loss)	(1,286,166)	(23,225)	451,864	(195,919)	-	-	(1,403,133)	650	-	12,000,000	(2,455,929)	(1,204,866)
Total stockholders' equity	35,517,697	(1,142,140)	(15,138,373)	(261,897)	5,633,208	6,300,000	(63,451,744)	74,078,929	105,440,624	12.600.000	(51,304,945)	(47,928,948)
Total liabilities and stockholders' \$	72,225,403	191,891	14,267,542	11,248,767	5,633,208	6,300,000	11,577,550	117,072,807	106,684,651	106,684,651	144,432,517	55,541,344
Total nuolities and stockholders \$	-	-	-	-	5,055,200	-	-	-	-	100,004,001	-	-

MSD Performance, Inc. Status of Postpetition Taxes December 16, 2013

	Beginning	Amount				Ending
	Tax	Withheld or	Amount	Date	Check No.	Tax
	Liability	Accrued	Paid	Paid	or EFT	Liability
Federal						
Withholding	-	74,378	74,378	12/11	EFT	-
FICA	-	75,713	75,713	12/11	EFT	-
Medicare	-	19,892	19,892	12/11	EFT	-
Unemployment	-	2,102	2,102	12/11	EFT	-
Income	-	9,866	9,866	12/11	EFT	-
Other	-	-	-			-
Total Federal Taxes	-	181,951	181,951	-		-
State and Local						
Sales	19,677	5,110	9,436	-	-	15,351
Excise	-	-	-	-	-	-
Unemployment	-	863	863	12/11	EFT	-
Real Property	-	-	-	-	-	-
Personal Property	-	-	-	-	-	-
Other	-	6,862	6,862	12/11	EFT	-
Total State and Local	19,677	12,835	17,161	-	-	15,351

Attach copies of: 1) IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes and

2) copies of any tax returns filed during the reporting period.

Summary of Unpaid Postpetition Debts December 16, 2013

	Current	0-30	31-60	61-90	Over 90	Total
Accounts Payable	1,384,582	574,161	233,792	12,576	-	2,205,111
Wages Payable	522,470	-	-	-	-	522,470
Taxes Payable	15,351	-	-	-	-	15,351
Rent/Leases- Building	-	-	-	-	-	-
Rent/Leases- Equipment	-	-	-	-	-	-
Secured Debt/Adequate Protection Pymts	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-
Amounts due to Insiders	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Postpetition Debts	1,922,403	574,161	233,792	12,576	-	2,742,932

Attach aged listing of accounts payable

	5	Subsidiary Deta	il			
Accounts Payable						
ACC	920,096	437,162	225,284	-	-	1,582,542
RSI	-	66	-	-	-	66
CSI	226,864	5,773	2,839	12,576	-	248,052
Edge Products, LLC	222,415	86,317	6,367	-	-	315,099
MSD Performance, Inc.	15,207	44,843	(698)	-	-	59,352
Total	1,384,582	574,161	233,792	12,576	-	2,205,111
Wages Payable						
ACC	287,252	-	-	-	-	287,252
RSI	3,611	-	-	-	-	3,611
CSI	47,554	-	-	-	-	47,554
Edge Products, LLC	184,053	-				184,053
MSD Performance, Inc.	-	-	-	-	-	-
Total	522,470	-	-	-	-	522,470
Taxes Payable						
ACC	2,773	-	-	-	-	2,773
RSI	485	-	-	-	-	485
CSI	1,696	-	-	-	-	1,696
Edge Products, LLC	10,397	-				10,397
Total	15,351	-	-	-	-	15,351

	FIT	FICA	Medicare	Unemp	Income	Total
ACC	42,412	41,663	11,163	77	877	96,192
RSI	624	879	206	-	-	1,709
CSI	7,145	5,928	1,803	434	2,817	18,127
Edge Products, LLC	24,197	27,243	6,720	1,591	6,172	65,923
Total	74,378	75,713	19,892	2,102	9,866	181,951

	Balance	Accrued	Paid			Total
Sales						
ACC	4,556	1,669	3,452	-	-	2,773
RSI	4,235	131	3,881			485
CSI	2,096	440	840	-		1,696
Edge	8,790	2,870	1,263	-	-	10,397
Total	19,677	5,110	9,436	-	-	15,351

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MSD Performance, Inc. Accounts Receivable Reconciliation and Aging December 16, 2013

				EDGE	MSDP
Accounts Receivable Reconciliation	ACC	RSI	CSI	Products, LLC	Total
Beginning Balance	5,195,135	9,679	368,287	2,415,897	7,988,998
Add: Amounts billed during the period	1,581,943	4,036	260,664	726,078	2,572,721
Less: Amounts collected during the period	(1,133,354)	(4,347)	(300,226)	(1,182,447)	(2,620,374
Other adjustments - early pay discounts & misc. credits	(103,921)	-	7,974	(29,768)	(125,715
Ending Balance	5,539,803	9,368	336,698	1,929,760	7,815,630
Accounts Receivable Aging					
Current	5,354,445	-	236,450	1,575,533	7,166,428
0 - 30 days old	295,978	579	93,107	373,741	763,405
	(71,308)	3,350	26,273	(20,127)	(61,813
31 - 60 days old				12 001	40.070
31 - 60 days old 61 - 90 days old	(4,787)	2,343	30,453	12,661	40,670
•	(4,787) (34,524)	2,343 3,096	30,453 (49,585)	(12,048)	,
61 - 90 days old	` ' '	,	,	,	(93,061
61 - 90 days old 91 days old	(34,524)	3,096	(49,585)	(12,048)	7,815,629 (125,161

Net A/R Reconciliation :				
Per MOR-5	7,690,468			
Add: Credit Card in-transit:				
ACC	28,884			
RSI	17,563			
CSI	-			
Edge Products	47,042			
Edge Products - Employee Receivables	14,080			
Less: Returns & Allowances:				
ACC	(441,101)			
Edge Products	(470,073)			
Per Balance Sheet	6,886,863			

Debtor Questionnaire

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