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UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re MSD Performance, Inc., et al.

Case No. 13-12286 Reporting Period: November 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	Х		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a		Ť	
Schedule of Professional Fees Paid	MOR-1b	Х		
Copies of bank statements			†	
Cash disbursements journals			†	
Statement of Operations	MOR-2	Х		
Balance Sheet	MOR-3	Х		
Status of Post-petition Taxes	MOR-4	Х		
Copies of IRS Form 6123 or payment receipt			N/A	
Copies of tax returns filed during reporting period			ŧ	
Summary of Unpaid Post-petition Debts	MOR-4	Х		
Listing of aged accounts payable	MOR-4	Х		
Accounts Receivable Reconciliation and Aging	MOR-5	Х		
Debtor Questionnaire	MOR-5	Х		

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

<u>/s/ Guadalupe Soto</u> Signature of Debtor

Guadalupe Soto

Printed Name of Authorized Individual*

December 31, 2013 Date

Chief Financial Officer Title of Authorized Individual

*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 November 1, 2013 - November 30, 2013

					loveniber 1, 2013	November 3	, 2013						
											Cumul		
					MSD Brink	Edge	EDGE		November 3		Filing to		
	ACC	RSI	Superchips	CSI	Acquisition, Inc.	Parent, LLC		MSDP	Actual	Budget	Actual	Budget	
Beginning Balance:	\$ 654,581	17,010	16,246	266,425	-	-	79,893	4,043,116	5,077,271	6,551,421	3,810,525	3,829,168	Cash Reconciliation :
													Per Balance Sheet
Receipts:													Less:
Accounts Receivable	3,621,437	224	-	514,863	-	-	1,795,046	-	5,931,569	4,407,333	18,217,692	18,275,581	MSDP Trading Shanghai
Cash Sales	-	-	321	-	-	-	-	-	321	-	321	-	Petty Cash - ACC
Sale of Assets	-	-	-	-	-	-	10,000	-	10,000	-	27,500	-	Petty Cash - RSI
Other - Tax Refund	-	-	-	-	-	-	-	-	-	-	1,262	-	Petty Cash - CSI
Transfers (DIP Accts)	-	10,000	58,678	-	-	-	150,000	758,678	977,356	-	5,160,852	-	Petty Cash - Edge Products
Total Receipts	3,621,437	10,224	58,999	514,863	-	-	1,955,046	758,678	6,919,246	4,407,333	23,407,627	18,275,581	Per MOR-1
Disbursements:													
Payroll	566,683	7,469	-	88,833	-	-	348,514	-	1,011,498	1,191,549	3,026,340	3,531,823	
Payroll Taxes	188,956	2,247	-	39,195	-	-	135,865	-	366,263	265,451	1,102,766	802,245	
Employee Benefits	131,428	162	-	5,988	-	-	112,645	-	250,222	356,090	1,191,853	1,057,663	
Executive Mgmt	-	-	-	-	-	-	-	131,978	131,978	200,000	321,161	473,198	
Materials	1,504,788	13,637	-	250,179	-	-	655,840	-	2,424,444	2,159,055	5,671,520	5,102,832	
Operating Costs	573,737	-	258	40,550	-	-	179,321	49,564	843,429	942,249	2,235,737	2,599,093	
Freight	143,617	-	-	16,307	-	-	36,091	-	196,015	119,639	339,305	283,666	
Occupancy	46,136	-	-	14,400	-	-	27,969	-	88,505	86,936	174,718	173,872	
Utilities	53,036	-	-	2,889	-	-	5,208	279	61,412	44,200	118,123	111,719	
Insurance	-	-	-	-	-	-	-	-	-	-	1,007	14,981	
Taxes	2,477	104	-	1,911	-	-	1,013	-	5,505	34,256	120,861	160,286	
Commissions	133,161	-	-	-	-	-	-	-	133,161	120,587	371,927	363,500	
Professional Fees	15,534	-	-	-	-	-	-	-	15,534	588,666	15,534	892,332	
US Trustee Qtly Fees	-	-	-	-	-	-	-	2,600	2,600	-	2,600	35,425	
Court Costs	-	-	-	-	-	-	-	-	-	-	-	-	
BOD	-	-	-	-	-	-	-	-	-	4,000	28,000	30,000	
Adequate Protection Payments	-	-	-	-	-	-	-	749,938	749,938	775,186	2,352,799	2,075,560	
Capital Expenditures	158,377	-	-	-	-	-	22,315	-	180,692	192,244	425,086	292,053	
Transfers to (DIP Accounts)	510,000	-	68,999	-	-	-	258,678	150,000	987,677	-	5,171,173	225,845	
Total Disbursements	4,027,929	23,618	69,257	460,253	-	-	1,783,459	1,084,359	7,448,874	7,080,108	22,670,510	18,226,093	
Net Cash Flow	(406,492)	(13,394)	(10,258)	54,610	-	-	171,586	(325,681)	(529,628)	(2,672,775)	737,117	49,488	
Cash End of Month	\$ 248,090	3,616	5,988	321,035	-	-	251,479	3,717,435	4,547,643	3,878,646	4,547,642	3,878,656	

Disbursements for calculatin	ng U.S. Trustee Quarterly Fees
Total Disbursements	7,448,874
Less: transfers to debtor in possession accounts	(987,677)
Plus: estate disbursements made by outside sources	-
Total Disbursements for calculating U.S. Trustee Quarterly Fees	6,461,197

Attach copies of: 1) bank statements, 2) disbursements journal and 3) bank reconciliations

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4,571,008 (20,699) (500) (381) (225) (1,560) 4,547,643

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MSD Performance, Inc. Schedule of Professional Fees and Expenses Paid November 1, 2013 - November 30, 2013

	Period	Amount		Ch	leck	Amoun	t Paid	Year-to	o-date
Payee	Covered	Approved	Payor	Number	Date	Fees	Expenses	Fees	Expenses
James McFarland	Nov-13	6,250.00	MSD Performance, Inc.	1617	11/20/2013	\$ 6,250	-	\$ 12,500	-
Motosports	Dec-13	5,000.00	Autotronic Controls, Corporation	214603	11/27/2013	5,000	-	10,000	-
Milteq, LLC	Oct-13	28,937.39	MSD Performance, Inc.	Wire	11/18/2013	25,000	3,937	50,000	7,384

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					MSD Performan idating Statement oth Ended Novem (Unaudited	t of Operations ber 30, 2013						
						Edge	Edge					Cumulative
					MSD Brink	Parent	Products	_	Eliminati	on Entries	Total	Filing to
	ACC	RSI	SC	CSI	Acq, Inc.	LLC	LLC	MSDP	Debit	Credit	Month	Date
Sales		-	-	514,993	-	-	1,363,310	-			5,627,245	19,734,096
Discounts Returns and Allowances	(482,544) (104,573)	-	-	(54,391) (8,988)	-	-	(64,857) 40,544	-			(601,792) (73,017)	(2,022,563) (568,490)
Net Sales	3,161,825			451,614			1,338,997				4,952,436	17,143,043
Her Bales	5,101,025			451,014			1,550,557				4,552,450	17,110,015
Cost of Goods Sold:												
Materials	1,168,894	1,179	-	145,546	-	-	459,602	-			1,775,221	6,303,656
Labor	173,857	-	-	30,771	-	-	48,036	-			252,664	762,962
Overhead	557,374	-	-	47,048		-	72,377	-			676,799	1,898,878
COGS % of Gross Sales Gross Profit on Net Sales	1,900,125 1,261,700	1,179 (1,179)	-	223,365 228,249	-	-	580,015 758,982	-			2,704,684 2,247,752	8,965,496 8,177,547
Gloss Front on Net Sales	1,201,700	(1,175)		220,249		-	738,582	-			2,247,732	8,177,347
Operating Expenses: Sales and Marketing: Salaries	165,186	10,833	_	42,674	_	_	186,499	_			405,192	1,171,415
Freight Out	53,448	-	-	599	-	-	31,063	-			85,110	291,425
Warranty Costs	50,097	321	-	642	-	-	(5,866)	-			45,194	293,090
Sales Commissions	114,555	-	-	-	-	-	-	-			114,555	308,598
Advertising	318,065	171	-	9,104	-	-	120,843	-			448,183	1,053,438
Co-op Advertising	19,265	-	-	-	-	-	-	-			19,265	54,584
Travel & Entertainment	26,193	4,435	-	4,123	-	-	37,420	-			72,171	157,199
Consulting Fees Other	11,916 16,717	127 2,904	-	- 867	-	-	2,322 4,153	-			14,365 24,641	44,441 77,497
Product Repair (Revenue)\Expense	(9,254)	2,904	-	5,090	-	-	(10,629)	-			(14,793)	(59,906)
Total Sales and Marketing	766,188	18,791	-	63,099		-	365,805	-			1,213,883	3,391,781
											_//	-,
Research and Development:												
Salaries - New Products	151,949	-	-	21,023	-	-	132,718	-			305,690	880,993
Salaries - Sustaining Eng.	9,711	-	-	7,927	-	-	43,693	-			61,331	209,612
Materials	9,063	-	-	332	-	-	15,017	-			24,412	67,074
Compliance and Regulatory Fees Auto Test Equipment	(278)	-	-	-	-	-	5,000 9,770	-			4,722 9,770	13,889 52,255
Consulting - New Products	16,344	-	-	-	-	-	4,687	28,836			49,867	123,922
R & D Other	14,533	-	-	-	-	-	9,560	-			24,093	51,654
Total Research and Development	201,322	-	-	29,282	-	-	220,445	28,836			479,885	1,399,400
General and Administrative:												
Salaries and Wages	80,963	-	-	21,084	-	-	72,855	13,205			188,107	539,559
401K & Other Benefits Audit, Legal and Consulting Fees	102,176 19,161	-	-	16,431	-	-	72,265	- 85,575			190,872 104,736	455,686 285,376
Computer and Office Supplies	19,181	- 60	-	1,979	-	-	24,012	65,575			36,233	121,325
Travel and Entertainment	5,828	-	_	1,400	_	_	8,275	4,824			20,327	46,267
Facilities Expense	12,781	750	-	10,819	-	-	37,842	-1,02-1			62,192	183,784
Insurance	18,058	239	-	2,350	-	-	11,699	16,997			49,343	142,679
Bank and Other Services Fees	12,774	577	258	7,788	-	-	8,613	-			30,010	92,680
Other	6,382	150		2,097	-	-	2,787	21			11,437	41,258
MSD Performance Allocation	(8,059)			-	-	-	8,059	-			-	-
Total General and Administrative Total Operating Expenses	260,246	1,776 20,567	258 258	63,948 156,329	-	-	246,407 832,657	120,622 149,458			693,257 2,387,025	1,908,613 6,699,794
EBITDA before Admin Alloc	33,944	(21,746)	(258)	71,920			(73,675)	(149,458)			(139,273)	1,477,754
Admin Allocation	(88,180)	(21,740)	(250)	(13,152)	-	-	(48,125)	149,458			(155,275)	1,477,754
EBITDA	(54,236)	(21,746)	(258)	58,768	-	-	(121,800)	-			(139,272)	1,477,755
												· · ·
Other (Income) Expense:												
Interest Expense-cash	123,707	-	253,037	74,974	-	-	485,457	-			937,175	2,558,740
Interest Expense-non-cash	-	-	-	-	-	-	-	-			-	-
Interest Income Depreciation and Amortization	(3,333) 75,850	- 755	- 20,338	- 15,452	-	-	103,766	-			(3,333) 216,161	(3,333) 636,108
License fee (revenue)/expense	/3,650	/55	20,336	15,452	-	-	105,766	-			210,101	501,108
Reorganization Items	-	-	(42,679)	-	-	-	42,679	50.019			50,019	540,177
Total Other (Income) Expense	196,224	755	230,696	90,426	-	-	631,902	50,019			1,200,022	3,731,692
Net Income (Loss) Before Taxes	(250,460)	(22,501)	(230,954)	(31,658)	-	-	(753,702)	(50,019)			(1,339,294)	(2,253,938)
Income Tax Expense (Benefit)	3,355	-	-	-	-	-	-	-			3,355	8,712
Admin Allocation - Other Income (Expense) Net Income (Loss)	(29,511) (283,326)	(22,501)	- (230,954)	(4,402) (36,060)	-	-	(16,106) (769,808)	50,019			- (1,342,649)	(2,262,649)
Net income (Loss)	, (203,320)	(22,501)	(230,934)	(000,000)	-	-	(709,606)	-			(1,342,049)	(2,202,049)

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MSD Performance, Inc. Consolidating Balance Sheet November 30, 2013 and September 5, 2013 (Unaudited)

				(Unat	uuiteu)							
					MSD Brink	Edge	Edge			ion Entries	Consolidated	Pretition Date September 5, 2013
• •	ACC	RSI	Superchips	CSI	Acquisition	Parent	Products	MSDP	Debit	Credit	MSDP	MSDP
Assets												
Current assets:	2(0.200	2.007	5 000	221.260			252.070	0.717.414			4 571 000	2 471 454
Cash and cash equivalents \$	269,289	3,997	5,988	321,260	-	-	253,060	3,717,414	-	-	4,571,008	3,471,454
Trade accounts receivable, net	4,641,083	9,679	42,679	381,639	-	-	1,934,020	-	-	42,679	6,966,421	8,276,053
Inventories	9,413,816	68,801	-	1,278,006	-	-	2,270,431	-	-	-	13,031,054	12,828,519
Prepaid expenses and other current assets	1,114,479	1,739	-	212,882	-	-	117,969	871,722	-	-	2,318,791	2,078,966
Deferred income taxes	996,936	-	11,500	208,428	-	-	-	-	-	1,216,864		
Total current assets	16,435,603	84,216	60,167	2,402,215	-	-	4,575,480	4,589,136	-	1,259,543	26,887,274	26,654,992
Property, plant and equipment, net	4,357,393	27,374	1,190,172	131,023	-	-	620,384	-	-	-	6,326,346	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	5,482,489	-	248,100	284,783	-	-	706,286	-	-	-	6,721,658	7,034,474
Other assets	198,589	-	3,186	-	5,633,208	6,300,000	18,237	80,729,250	-	92,840,624	41,846	39,365
Other assets - intercompany	42,474,486	88,351	4,849,185	4,560,811			3,948,690	31,034,443	-	86,955,966	-	-
Total assets \$	71,548,560	199,941	14,250,810	11,047,832	5,633,208	6,300,000	11,469,077	116,352,829	-	181,056,133	55,746,124	55,541,344
Liabilities and Stockholders' Equity												
Current liabilities:												
Accounts payable \$	4,477,624	10,802	-	433,262	-	-	2,167,948	82,274	-	-	7,171,910	4,972,971
Accrued liabilities	2,561,568	9,514	-	241,726	-	-	936,810	120,672	42,679	-	3,827,609	3,741,392
Current portion of LT Note & accrued interest	82,343	-	504,864	49,997	-	-	323,399	-	-	-	960,603	750,869
Total current liabilities	7,121,535	20,316	504,864	724,985	-	-	3,428,157	202,946	42,679	-	11,960,122	9,465,232
Long-term debt, net of current portion-Term Notes			485,360	-							485,360	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
2 , 1		-	259,985		-	-		-	-	-	1,901,128	1,901,128
Deferred Liability - Non Current	2,452,829	-	4,238,623	405,178	-	-	- 23,303,696	-	1,216,864 86,955,966	-	1,901,128	1,901,128
Other Liabilities - intercompany	13,366,237	1,321,041		2,654,762	-	-	, ,	42,071,604	, ,	-	105 027 700	-
Total liabilities	35,028,023	1,341,357	30,072,001	11,149,870	-	-	74,287,496	42,274,550	88,215,509	-	105,937,789	103,470,292
Stockholders' equity:												
Common Stock	-	68,938	500	-	-	-	-	3	69,438	-	3	3
Preferred Stock - Series A	-	-	-		-	-	-	7	-	-	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)	-	-	(87,407,960)	-	-	12,600,000	(122,929,139)	(120,804,205)
Current year income (loss)	(283,326)	(22,501)	(230,954)	(36,060)	-	-	(769,808)	-	-	-	(1,342,649)	(1,204,866)
Total stockholders' equity	36,520,537	(1,141,416)	(15,821,191)	(102,038)	5,633,208	6,300,000	(62,818,419)	74,078,279	105,440,624	12,600,000	(50,191,665)	(47,928,948)
Total liabilities and stockholders' \$	71,548,560	199,941	14,250,810	11,047,832	5,633,208	6,300,000	11,469,077	116,352,829	193,656,133	193,656,133	55,746,124	55,541,344
	-	-	-	-	-	-	-	-	-		-	-

November 30, 2013 Beginning Amount Ending											
	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability					
Federal											
Withholding		147,897	147,897	11/12 & 11/25	EFT	-					
FICA		153,966	153,966	11/12 & 11/25	EFT	-					
Medicare	-	39,257	39,257	11/12 & 11/25	EFT	-					
Unemployment		8,027	8,027	11/12 & 11/25	EFT	-					
Income		15,662	15,662	11/12 & 11/25	EFT	-					
Other		-	-			-					
Total Federal Taxes	-	364,808	364,808			-					
State and Local											
Sales	14,605	9,460	4,388	-	-	19,678					
Excise	-	-	-		-	-					
Unemployment	-	1,454	1,454	11/13 & 11/26	EFT	-					
Real Property		-	-	-	-	-					
Personal Property	-	-	-	-	-	-					
Other	-	14,540	14,540	11/13 & 11/26	EFT	-					
Total State and Local	14,605	25,454	20,382	-	-	19,678					

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

Summary of Unpaid Postpetition Debts November 30, 2013

	İ	vovember 30,	2015			
	Current	0-30	31-60	61-90	Over 90	Total
Accounts Payable	1,156,825	538,219	251,829			1,946,873
Wages Payable	439.948	336,219	231,029			439,948
Taxes Payable	19,678					19,678
Rent/Leases- Building	15,078				_	
Rent/Leases- Equipment	-	-	-		-	-
Secured Debt/Adequate Protection Pymts	-	-	-		-	-
Professional Fees	-	-	-		-	-
Amounts due to Insiders	-	-	-		-	-
Other	-	-		-	-	-
Total Postpetition Debts	1,616,451	538,219	251,829	-	-	2,406,499

		Subsidiary Deta	1			
Accounts Payable						
ACC	867,535	489,723	225,284	-	-	1,582,542
RSI		-	66	-	-	66
CSI	72,142	25,465	1,615	-	-	99,222
Edge Products, LLC	153,389	23,031	24,864	-	-	201,284
MSD Performance, Inc.	63,759	-	-	-	-	63,759
Total	1,156,825	538,219	251,829	-	-	1,946,873
Wages Payable						
ACC	242,569	-	-	-	-	242,569
RSI	3,095	-	-	-	-	3,095
CSI	41,269	-	-	-	-	41,269
Edge Products, LLC	153,015	-				153,015
MSD Performance, Inc.		-	-	-	-	-
Total	439,948		-	-	-	439,948
Taxes Payable						
ACC	4,556	-	-	-	-	4,556
RSI	4,235	-	-	-	-	4,235
CSI	2,096	-	-	-	-	2,096
Edge Products, LLC	8,790	-				8,790
Total	19,678	-		-		19,678

	FIT	FICA	Medicare	Unemp	Income	Total
ACC	81,762	83,418	21,757	66	1,850	188,85
RSI	843	1,138	266	-	-	2,24
CSI	14,299	14,133	3,608	609	6,545	39,19
Edge Products, LLC	50,992	55,276	13,626	7,352	7,267	134,51
	147.897	153.966	39.257	8.027	15.662	364.80
Total	147,057	155,500	55,257	0,027	10,002	,
Iotal	Balance	Accrued	Paid	0,027	15,002	Total
Sales		,.	,	0,027	13,002	,
		,.	,	-	-	,
Sales	Balance	Accrued	Paid	- , -		Total
Sales	Balance 4,303	Accrued 2,730	Paid 2,477	- , -		Total 4,55
Sales ACC RSI	Balance 4,303 4,235	Accrued 2,730	Paid 2,477	-		Total 4,55 4,23

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MSD Performance, Inc. Accounts Receivable Reconciliation and Aging

November 30, 2013

				EDGE	MSDP
Accounts Receivable Reconciliation	ACC	RSI	CSI	Products, LLC	Total
Beginning Balance	5,774,947	11,141	414,158	2,894,913	9,095,158
Add: Amounts billed during the period	3,421,510		468,346	1,316,030	5,205,887
Less: Amounts collected during the period	(3,621,437)	(224)	(514,863)	(1,795,046)	(5,931,569)
Other adjustments - early pay discounts & misc. credits	(379,885)	(1,238)	645		(380,478)
Ending Balance	5,195,135	9,679	368,287	2,415,897	7,988,998
Accounts Receivable Aging					
Current	5,176,045	544	282,252	2,273,863	7,732,704
0 - 30 days old	68,207	399	91,875	135,172	295,654
31 - 60 days old	(21,271)	5,640	17,494	28,683	30,546
61 - 90 days old	(2,115)	-	28,635	(8,470)	18,050
91 days old	(25,732)	3,096	(51,970)	(13,351)	(87,957)
Total Accounts Receivable	5,195,135	9,679	368,287	2,415,897	7,988,998
Amount considered uncollectible (allowance for bad debt)	(88,413)	-	(5,563)	(29,768)	(123,744)
Net Accounts Receivable	5,106,722	9,679	362,724	2,386,129	7,865,254

Net A/R Reconciliation :	
Per MOR-5	7,865,254
Add: Credit Card in-transit:	
ACC	1,408
RSI	-
CSI	18,915
Edge Products	5,498
Edge Products - Employee Receivables	14,000
Less: Returns & Allowances:	
ACC	(467,047)
Edge Products	(471,608)
Per Balance Sheet	6,966,420

	Debtor Questionnaire November 30, 2013	
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
Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an		
explanation below.		х
3. Have all postpetition tax returns been timely filed? If no, provide an		
explanation below.	Х	
4. Are workers compensation, general liability and other necessary		
insurance coverages in effect? If no, provide an explanation below.	Х	
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 aurount to the Delaware Lead Pule 4001.2		v
documentation pursuant to the Delaware Local Rule 4001-3.		х