

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: US Tool & Engineering, LLC
Debtor

Case No. 13-10028 (BLS)
Reporting Period: April 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	Yes		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	No		
Schedule of Professional Fees Paid	MOR-1b	No	None paid	
Copies of bank statements		Yes		
Cash disbursements journals		No		
Statement of Operations	MOR-2	Yes		
Balance Sheet	MOR-3	Yes		
Status of Post-petition Taxes	MOR-4	No	Note 6	
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Post-petition Debts	MOR-4	No	Note 7	
Listing of aged accounts payable	MOR-4	No	Note 7	
Accounts Receivable Reconciliation and Aging	MOR-5	Yes		
Debtor Questionnaire	MOR-5	Yes		

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.

Signature of Debtor

Date

Signature of Joint Debtor

Date

James M. Lukenda

Signature of Authorized Individual*

May 30, 2013

Date

Signature of Authorized Individual*

Date

James M. Lukenda, CIRA

Printed Name of Authorized Individual

DCRO

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partner

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

MOR - 1

The Debtor placed its operations in stand-by mode in November 2012. The activity in its bank accounts was as follows:

Description	PNC # 42-5976-0074
Beginning balance (4/1/2013)	\$ 200.00
Deposits	0.00
Withdrawals	0.00
Ending balance (4/30/2013)	\$ 200.00

Industry Solutions Ckg

PNC Bank



For the Period 03/30/2013 to 04/30/2013

Primary Account Number: [REDACTED] 0074

Page 1 of 1

Number of enclosures: 0

US TOOL & ENGINEERING LLC
 DEBTOR IN POSSESSION
 PO BOX 480340
 NEW HAVEN MI 48048-0340

For 24-hour banking sign on to
 PNC Bank Online Banking on pnc.com
 FREE Online Bill Pay

For customer service call 1-877-BUS-BNKG
 Monday - Friday: 7 AM - 10 PM ET
 Saturday & Sunday: 8 AM - 5 PM ET

Para servicio en español, 1-877-BUS-BNKG

Moving? Please contact your local branch

Write to: Customer Service
 PO Box 609
 Pittsburgh, PA 15230-9738
 Visit us at PNC.com/mybusiness/
 TDD terminal: 1-800-531-1648
 For hearing impaired clients only

Industry Solutions Ckg Summary

Account number: [REDACTED] 074

US Tool & Engineering Llc
 Debtor In Possession

Overdraft Protection has not been established for this account.
 Please contact us if you would like to set up this service.

Balance Summary

Beginning balance	Deposits and other additions	Checks and other deductions	Ending balance
200.00	.00	.00	200.00
		Average ledger balance	Average collected balance
		200.00	200.00

Deposits and Other Additions

Description	Items	Amount
Total	0	.00

Checks and Other Deductions

Description	Items	Amount
Total	0	.00

Celebrating Small Businesses

During the month of May we are celebrating all Small Businesses and thanking you for all you do. To see more about what PNC is offering to Small Businesses during the month of May please go to pnc.com/4yourbiz

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

MOR – 2

UNAUDITED

	<u>Apr-13</u>
Sales	\$ -
Cost of goods sold	-
Contribution margin	-
Selling, general, & administrative expenses	12,000
Operating income	(12,000)
Interest (income)/expense	-
Reorganization items (see Note 4)	47,000
Other (income)/expense	-
Net income	<u>(59,000)</u>

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

MOR-3

	<u>04/30/13</u>
Current assets	
Cash	\$ 200
Accounts receivable, net	<u>-</u>
Total current assets	200
 Machinery and equipment, net	 -
Due from related companies	<u>32,198</u>
Total assets	<u>\$ 32,398</u>
 Liabilities & Equity	
Current liabilities	
Rent payable	40,000
Accrued utilities	8,000
Accrued restructuring	<u>168,236</u>
Total current liabilities	216,236
 Liabilities subject to compromise (Note 5)	 9,668,939
Total liabilities	9,885,175
Equity	<u>(9,852,777)</u>
Total liabilities & equity	<u>\$ 32,398</u>

The accompanying notes are an integral part of this Balance Sheet.

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

Notes to MOR-2 and MOR-3

Note 1. Reservation of Rights:

Nothing contained in this Monthly Operating Report shall constitute a waiver of any of the Debtor's rights or an admission with respect to its Chapter 11 proceedings, including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, ultimate allocation of proceeds from sales among debtor estates, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of title 11 of the United States Code ("Bankruptcy Code") and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

Note 2. Basis of Presentation:

US Tool & Engineering, LLC ("US Tool" or the "Debtor") placed its operations in standby mode several weeks prior to its January 7, 2013 petition date.

US Tool has not previously conducted any financial reporting as a stand-alone entity. The financial statements contained herein are not intended to reconcile to any financial statements otherwise prepared or distributed by the Debtor or any of the Debtor's affiliates. The Debtors' accounting systems, policies, and practices were developed without consideration of stand-alone reporting for the Debtor. Accordingly, it is possible that not all assets or liabilities have been recorded at the correct legal entity. As such, the Debtor reserves all rights to supplement or amend any financial statements contained in this Monthly Operating Report.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The information presented herein has not been subject to all procedures that would typically be applied to financial information presented in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). Upon the application of such procedures (such as tests of asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this Monthly Operating Report is limited to presenting the Debtor's interest in the equity of its subsidiaries as recorded on the trial balance of those subsidiaries, unless otherwise noted herein. Information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Therefore, the Debtor cautions readers not to place undue reliance upon the information contained in this Monthly Operating Report.

These financial statements filed with the U.S. Bankruptcy Court are subject to change as better reporting between the Debtor and its subsidiaries is implemented. The Debtor may, at a future date, amend this Monthly Operating Report for updated financial information.

Note 3. Use of Estimates:

The Debtor and its subsidiaries make estimates and assumptions that affect the reported amounts of assets and liabilities and revenue and expenses. Actual results may differ from those estimates. Estimates are used when accounting for items and matters such as revenue recognition and accruals for losses on contracts, allowances for uncollectible accounts receivable, inventory provisions and outsourced manufacturing related obligations, product warranties, estimated useful lives of intangible assets and plant and equipment, asset valuations, impairment and recoverability assessments, employee benefits including

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

pensions, taxes and related valuation allowances, and provisions, restructuring and other provisions, contingencies and pre-petition liabilities, among other items.

Note 4. Reorganization Items:

ASC 852 requires items of revenue and expense directly attributed to the reorganization such as professional fees directly related to the Debtor's Chapter 11 proceedings, realized gains and losses, and provisions for losses resulting from such proceedings to be separately accumulated and disclosed in the statement of operations. The Debtor recorded reorganization items of \$47,000 in the period related to the Debtor's allocated portion of professional fees incurred and other costs.

Note 5. Liabilities Subject to Compromise:

As a result of the Chapter 11 Proceedings, pre-petition liabilities may be subject to compromise or other treatment under the Debtor's Chapter 11 proceedings. Generally, actions to enforce or otherwise effect payment of pre-petition liabilities are stayed. Although pre-petition claims are generally stayed, under the Chapter 11 proceedings, the Debtor is permitted to undertake certain actions designed to stabilize the Debtor's operations including, among other things, payment of employee wages and benefits, maintenance of its cash management system, satisfaction of customer obligations, payments to suppliers for goods and services received after the Petition Date and retention of professionals.

The Debtor may reject pre-petition executory contracts and unexpired leases with respect to the Debtor's operations, with the approval of the U.S. Bankruptcy Court. Damages resulting from rejection of executory contracts and unexpired leases are treated as pre-petition general unsecured claims and will be classified as liabilities subject to compromise. Any differences between claim amounts listed by the Debtor in its Schedules of Assets and Liabilities (as may be amended) and claims filed by creditors will be investigated and, if necessary, the U.S. Bankruptcy Court will make the final determination as to the amount, nature and validity of claims. The determination of how liabilities will ultimately be settled and treated cannot be made until the U.S. Bankruptcy Court approves a Chapter 11 plan of reorganization. Accordingly, the ultimate amount of such liabilities is not determinable at this time.

Financial Accounting Standard Board Accounting Standards Codification Section 852 ("ASC 852") requires pre-petition liabilities of a debtor that are subject to compromise to be reported at the claim amounts expected to be allowed, even if they may be settled for lesser amounts. The Debtor will continue to evaluate the classification of their pre-petition liabilities through the remainder of this Chapter 11 case. As a result, the amount of "liabilities subject to compromise" is subject to change. Liabilities subject to compromise include the following items as of April 30, 2013:

Description	Amount (\$)
Judgment amount to lender, plus accrued interest	\$ 4,218,696
Judgment amount to former employee	1,500,000
Medical benefit plan obligations	163,638
Taxes	157,737
Trade, intercompany and other	3,628,868
Total	\$ 9,668,939

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

Pursuant to court order, the automatic stay was modified to allow Boston Finance Group (“BFG”) to exercise its rights under applicable state law to dispose of the machinery and equipment comprising its collateral, including, without limitation, the right to credit bid to acquire title to such collateral. BFG agreed to reduce its claim against the Debtor by \$675,000 in connection with exercising its rights to dispose of the collateral. The collateral was sold to a third party in an auction on April 16, 2013 for \$631,305, net of expenses.

A non-debtor affiliate of the Debtor is the sponsor of two (2) defined benefit pensions plan subject to regulation by the Pension Benefit Guarantee Corporation (“PBGC”). On March 1, 2013 the PBGC filed a complaint related to a notice of termination related to these pension plans. The current estimate of liabilities subject to compromise does not include any estimate for any claim that may be allowed in the future against the Debtor as an alleged member of a control group related to these pension plans in the event the PBGC would succeed in terminating the plans.

Note 6. Post-Petition Taxes:

The Debtor has no employees or operations in the post-petition period. On April 26, 2013, the State of Michigan Department of Treasury filed an administrative claim of \$7,829 for withholding taxes due and payable for the period January 7, 2013 through February 28, 2013. The Debtor is evaluating the validity of the claim as of the date of this report.

Note 7. Post-Petition Accounts Payable:

The Debtor has accrued the following items in the post-petition period:

- Rent: \$40,000
- Utilities: \$8,000
- Professional fees: \$168,236

The amount accrued for rent and utilities is based on an understanding with the receiver of the facility that houses the machinery and equipment of US Tool. Rent and utilities will be paid out of proceeds of the sale of the Debtor’s assets. The amount recorded for utilities is an estimate that will be adjusted to actual utilities costs at the time of payment. The professional fees accrued represent the Debtor’s allocation of such fees incurred during the period January 7, 2013 through April 30, 2013.

US Tool & Engineering, LLC
Debtor-in-possession

Period: April 1 – 30, 2013

Case no.: 13-10028 (BLS)

MOR-5

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation		Amount
Total Accounts Receivable at the beginning of the reporting period		\$ 98,488
+ Amounts billed during the period		0
- Amounts collected during the period		0
Total Accounts Receivable at the end of the reporting period		\$ 98,488
Accounts Receivable Aging		Amount
0 - 30 days old		\$ 0
31 - 60 days old		0
61 - 90 days old		0
91+ days old		98,488
Total Accounts Receivable		98,488
Amount considered uncollectible (Bad Debt)		(98,488)
Accounts Receivable (Net)		\$ 0

DEBTOR QUESTIONNAIRE

Must be completed each month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below. (see Note 5)	X	
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverage in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X

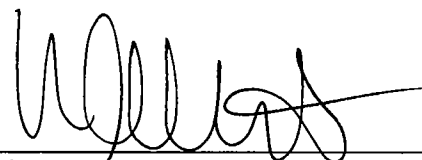
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
REVSTONE INDUSTRIES, LLC, <u>et al.</u> , ¹)	Case No. 12-13262 (BLS)
)	
Debtors.)	(Jointly Administered)
)	
)	

AFFIDAVIT OF SERVICE

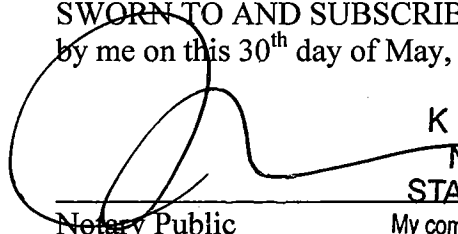
Monica A. Molitor, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl & Jones LLP, counsel to the Debtors in the above-captioned action, and that on the 30th day of May, 2013, she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

[US Tool & Engineering, LLC] Monthly Operating Report (for April 2013)



Monica A. Molitor, Paralegal

SWORN TO AND SUBSCRIBED
by me on this 30th day of May, 2013.


K A JOHN BOWER
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Nov. 13, 2014
Notary Public
My Commission Expires: _____

¹ The Debtors in these Chapter 11 Cases and the last four digits of each Debtors' federal tax identification numbers are: Revstone Industries, LLC (7222); Spira, LLC (6613); Greenwood Forgings, LLC (9285); and US Tool and Engineering, LLC (6450). The location of the Debtors' headquarters and the service address for each of the Debtors is 2250 Thunderstick Dr., Suite 1203, Lexington, KY 40505.

Revstone, et al. MOR Service List
Case No. 12-13263 (BLS)
Document No. 186748
04 – HAND DELIVERY
02 – FIRST CLASS MAIL

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