

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	
)	Chapter 11
RYAN INTERNATIONAL AIRLINES, INC., et)	
al. ¹ ,)	Case No. 12- 80802
)	
Debtors.)	Jointly Administered

NOTICE OF MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL

To: All Parties on the Attached Service List

PLEASE TAKE NOTICE that on the 9th day of July, 2012 at 10:30 A.M., or as soon thereafter as may be heard, Ryan International Airlines, Inc., et al., shall appear before the Honorable Manuel Barbosa in Courtroom 3100, at the United States Bankruptcy Court, Stanley J. Roszkowski U.S. Courthouse, 327 South Church Street, Rockford, Illinois, or before any judge sitting in his stead, and present the **DEBTORS' MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL**. Notice of which is hereby served upon you. A copy of the Motion is on file at the Bankruptcy Clerk's Office located in Room 1100 at 327 South Church Street, Rockford, Illinois and via the ECF/Pacer system which may be accessed through the Bankruptcy Court's website at www.ilnb.uscourts.gov, or by contacting Debtors' counsel at (815) 969-4323 and requesting a copy.

Dated: June 29, 2012

/s/Thomas J. Lester
 Thomas J. Lester
 Matthew M. Hevrin
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Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I, Cynthia L. Rawson, of Hinshaw & Culbertson LLP, hereby certify that a true and correct copy of the foregoing **NOTICE** was served on the parties listed on the attached Service List via the U.S. District Court CM/ECF E-Filing System and/or via U.S. Mail, proper postage prepaid on or about June 29, 2012.

/s/Cynthia L. Rawson

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

SERVICE LIST

SERVED VIA THE U.S. DISTRICT COURT CM/ECF E-FILING SYSTEM	
Office of the United States Trustee Attn: Ms. Carole Ryczek 780 Regent Street Suite 304 Madison, WI 53715	Douglas J. Lipke, Esq. Vedder Price P.C. 222 North LaSalle Street Suite 2600 Chicago, IL 60601
Edward Nazar Redmond & Nazar LLP 245 N. Waco Suite 402 Wichita, KS 67202	Andrea Horowitz Handel United States Department of Justice Civil Division P.O. box 875 Ben Franklin Station Washington, D.C. 20044
Stephen T. Bobo, Esq. Robert P. Simons, Esq. Reed Smith LLP 10 South Wacker Drive 40 th Floor Chicago, IL 60606-7507	Robert J. Labate Holland & Knight LLP 131 South Dearborn 30 th Floor Chicago, IL 60603
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Debra Devassy Babu Juyon Ham Askounis & Darcy, PC 401 N. Michigan Avenue Suite 550 Chicago, IL 60611	Anita M. Mosner Holland & Knight 2099 Pennsylvania Avenue, NW Washington, DC 20006
Arthur E. Rosenberg John M. Toriello Holland & Knight LLP 31 West 52 nd Street New York, NY 10019	James E. Stevens Stephen G. Balsley Barrick, Switzer, Long, Balsley & Van Evera 6833 Stalter Drive Rockford, IL 61108
Jared S. Roach Reed Smith LLP Reed Smith Centre 225 Fifth Avenue Pittsburgh, PA 15222	Michael G. Burke Sidley Austin LLP 787 Seventh Avenue New York, NY 10019

SERVED VIA U.S. MAIL, PROPER POSTAGE PREPAID	
<p>Transport Workers Union of America, AFL-CIO 501 3rd Street NW 9th Floor Washington, D.C. 20001</p>	<p>VRG Linhas Aereas Avenida Vinte De Janeiro Seguimento D CEP 21941-570 Rio De Janeiro Brazil</p>
<p>Airline Pilots Association, International 1625 Massachusetts Avenue NW Washington, D.C. 20036</p>	<p>American Express – 360001 US Payment Florida 2965 West Corporate Lakes Blvd Weston FL 33331-3626</p>
<p>Internal Revenue Service 201 West Rivercenter Blvd. Covington, KY 41011</p>	<p>Pratt & Whitney Christchurch Engine Centre Christchurch Int'l Airport 8544 14005 CHC New Zealand</p>
<p>Delta Air Lines 1030 Delta Blvd. Atlanta, GA 30320-6001</p>	<p>Airbus of North America 2550 Wasser Terrace Suite 9100 Herndon, VA 20171</p>
<p>Wells Fargo Bank Northwest, not individually but as Trustee for Triton Aviation International LLC c/o Mr. Jeremy Stamelman Gibson, Dunn & Crutcher LLC 200 Park Avenue New York, NY 10166-0193</p>	<p>US Customs & Border Protection Revenue Division Attn: UserFeeT 6650 Telecom Drive Indianapolis, IN 46278</p>
<p>North Shore Aircraft LLC – Lease c/o Wayzata Investment Partners, LLC Attn: Ray Wallander & John McEvoy 701 East Lake Street Suite 300 Wayzata, MN 55391</p>	<p>Ascent Aviation Services 6901 S. Park Road Tucson, AZ 85756</p>
<p>Futura International Airways c/o Klenda, Mitchell, Austeman & Zuercher, LLC Attn: Christopher McElgunn/Michelle Brenwald 1600 Epic Center 301 North Main Wichita, KS 67202</p>	<p>Piedmont Aviation 1031 E. Mountain Street Suite 320 Kernersville, NC 27284</p>
<p>Professional Insurance Management Inc. 2120 Airport Road Wichita, KS 67277</p>	<p>McGladrey & Pullen, LLP 5155 Paysphere Circle Chicago, IL 60674</p>

<p>Wright Express Financial Srv 33548 Treasury Center Chicago, IL 60694-3500</p>	<p>SFB Fueling, LLC P.O. Box 401026 Las Vegas, NV 89140-1026</p>
<p>DSSN 3801 L1-Craf Attn: Disbursing Operations Director 3801 Limestone Field Site P.O. Box 269339 Indianapolis, IN 46226-9339</p>	<p>U.S. Jet Services, Inc. 3216 S. Nordic Road Arlington Heights, IL 60005</p>
<p>Euro Jet Intercontinental 12 Mount Havelock Douglas IM72QG United Kingdom</p>	<p>Cooper & Kirk 1523 New Hampshire Washington, D.C. 20036</p>
<p>US AIRWAYS 111 W. RIO SALADO PARKWAY TEMPE, AZ 85281</p>	<p>Globe Ground North America LLC 111 Great Neck Road Suite 320 Great Neck, NY 11021</p>
<p>Boeing Commercial Airplanes P.O. Box 3707 Seattle, WA 98124-2207</p>	<p>Delta Air Lines c/o David Meadows King & Spaulding, LLP 1180 Peachtree Street, NE Atlanta, GA 30309</p>
<p>Chicago Aircraft Inc. 3216 S. Nordic Road Arlington Heights, IL 60005</p>	<p>Consultoria – Mexican Immigration Homero 1832 Col Los Morales Polanco Delgacia Miguel Hidalgo C.P. 11510 Mexico DF</p>
<p>Baker Botts L.L.P. One Shell Plaza 910 Louisiana Street Houston, TX 77002-4995</p>	<p>Eric Fishman Pillsbury Winthrop Shaw Pittman LLP 1540 Broadway New York, NY 10036-4039</p>

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	
)	Chapter 11
)	
RYAN INTERNATIONAL AIRLINES, INC., <i>et</i>)	Case No. 12- 80802
<i>al.</i> ¹)	
)	Jointly Administered
Debtors.)	
)	

DEBTORS’ MOTION TO EXTEND AUTHORIZATION TO USE CASH COLLATERAL

Ryan International Airlines, Inc. (“**Ryan**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the “**Debtors**”), by and through undersigned counsel, file this motion (the “**Motion**”) seeking the entry of an order to extend the Debtors’ authorization to use their Cash Collateral to operate their business. In support of this Motion, the Debtors respectfully represent as follows:

Background

1. The Debtors are providers of military, passenger and commercial charter air transportation services. The Debtors are primarily a commercial provider of air transportation for the Department of Defense (the USTRANSCOM contract) and the U.S. Marshall’s Services (the USMS J-Pats contract). The Debtors operate their businesses through Ryan with aircraft leased or owned by the other Debtors. The Debtors operate a diverse fleet of passenger aircraft, employ approximately 468 employees and have annual revenues of more than \$244,000,000.00.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

2. Recently, the Debtors have encountered various financial and operational hurdles, due in part to a decreased demand for military and passenger services. In an effort to facilitate a comprehensive restructuring of the Debtors' businesses, on March 6, 2012 (the "**Commencement Date**"), each of the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On March 19, 2012, the United States Trustee for Region 11 (the "**U.S. Trustee**") appointed the official committee of unsecured creditors (the "**Creditors' Committee**") and issued the *Notice of Appointment of a Committee of Unsecured Creditors* [Docket No. 77].

Jurisdiction

3. The Court has jurisdiction of this matter and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue over this Motion is proper under 28 U.S.C. §§ 1408 and 1409.

4. This Motion is a "core" proceeding as defined in 28 U.S.C. § 157(b)(2).

Relief Requested

5. By Order dated April 6, 2012, this Court entered a Final Cash Collateral Order which authorized the Debtor to use its Cash Collateral to operate its business through the period ending July 9, 2012.

6. By this Motion, the Debtors seek an extension of the authorization to use their Cash Collateral through the period ending September 30, 2012.

7. As set forth in the Debtor's previous motion for authorization to use Cash Collateral, the Debtors continue to need to use their cash and the cash proceeds of their property

and contracts in order to fund ongoing operations as the Debtors undergo the process of formulating a confirmable plan of reorganization in this case.

8. The Debtors will suffer irreparable harm unless they are allowed to use their Cash Collateral insofar as they will lack the ability to pay employees and other business expenses, and will therefore lack the ability to perform contracts and stay in business.

9. Pursuant to Rule 4001 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 4001-2(C), the Debtors are proposing to continue and extend the authorization to use Cash Collateral under the same conditions under which the Debtors were granted authorization for use of Cash Collateral pursuant to the previous cash collateral orders.

10. Attached hereto as **Exhibit A** is a proposed order granting the Debtors continued authorization to use Cash Collateral for the period ending September 30, 2012, which order incorporates all of the same conditions as contained in the previous order, except for the change of the September 30, 2012 date.

11. The Debtors have the willingness and capacity to satisfy the conditions proposed for extending authorization to use cash collateral. In support thereof, a budget reflecting the Debtors' estimated receipts and expenses from operations through September 30, 2012 is attached hereto as **Exhibit B**.

Notice

12. The Debtors have provided notice of this motion to: (a) the United States Trustee for Region 11; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to any statutory committee appointed in these Chapter 11 cases; (d) Airline Pilots Association, International; (e) Transport Workers Union of America, AFL-CIO; (f) the Internal Revenue Service; (g) counsel to INTRUST Bank, N.A., the primary secured lender; and (h) all parties that have requested notice

per the ECF filing system. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper and enter an Order substantially in the form of Exhibit A attached hereto.

Dated: June 29, 2012

By /s/Thomas J. Lester
Thomas J. Lester
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Rockford, Illinois 61105-1389
(815) 490-4908
Fax: (815) 490-4901
tlester@hinshawlaw.com

Attorneys for Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	
)	Chapter 11
RYAN INTERNATIONAL AIRLINES, INC., <i>et</i>)	Case No. 12- 80802
<i>al.</i> ²)	
Debtors.)	Jointly Administered
)	

**ORDER EXTENDING THE DEBTORS' AUTHORIZATION TO USE CASH
COLLATERAL**

Upon the motion (the "**Motion**")³ of the Debtors for entry of an order (this "**Order**") seeking to extend the Debtors' authority to use their Cash Collateral; the Court having reviewed the Motion, and the Court having found that (x) the Court has jurisdiction over this matter, (y) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (z) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing it is hereby ORDERED:

1. The Motion is granted to the extent set forth herein.
2. The Debtors' Use of Cash Collateral is hereby extended to and including September 30, 2012 for the Debtors' to operate their business. The terms of the Final Cash

² The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number include: Ryan International Airlines, Inc., 1437; Rubloff 757-MSN24794, LLC, 1494; Rubloff Ryan, L.L.C., 1289; Rubloff/Ryan 80 LLC, 4274; Ryan 763BK, L.L.C., 4107; Ryan 767, LLC, 6777; Sundowner 102, LLC, 6462; Sundowner Alexandria LLC, 1058; Sundowner Mesa, LLC f/k/a Prisoner Transportation Services, LLC, 7195; Sundowner Oklahoma City LLC, 0958; Rubloff Aerospace, L.L.C., 4536.

³ Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

Collateral Order are hereby modified so that the last sentence of Paragraph 25 of the Final Cash

Collateral Order states as follows:

The use of Cash Collateral shall extend through September 30, 2012, 11:59 p.m. CDT, unless extended with the written consent of INTRUST Bank.

3. In all other respects, the terms of the Final Cash Collateral Order shall remain in full force and effect and shall govern the use of Cash Collateral authorized herein.

Dated: _____, 2012
Rockford, Illinois

HONORABLE MANUEL BARBOSA
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Budget

RYAN INTERNATIONAL AIRLINES + SUNDOWNER + SPECIFIC USE ENTITIES
13-week Cash Flow Projection (000's)
Consolidated

Period Ending	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
Consolidated													

SUMMARY

CONTRIBUTED NET REVENUES	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
CONTRIBUTED NET REVENUES	4,978	5,071	4,857	4,087	4,088	4,087	3,777	2,907	2,778	2,685	2,685	2,685	61,082

CONTRIBUTED NET EXPENSES	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
CONTRIBUTED NET EXPENSES	5,153	5,282	5,013	4,088	4,088	4,088	4,100	3,818	3,197	3,012	3,125	2,685	64,468

CONTRIBUTED NET EARNINGS	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
CONTRIBUTED NET EARNINGS	(175)	(211)	(156)	(101)	(100)	(101)	(111)	(111)	(119)	(127)	(140)	(100)	(3,386)

OPERATING EXPENSES	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
OPERATING EXPENSES	2,983	3,048	2,983	2,421	2,422	2,422	2,244	1,783	1,688	1,631	1,631	1,631	42,347

OTHER INCOME	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
OTHER INCOME	212	212	212	212	212	212	212	212	212	212	212	212	2,460

NET EARNINGS	12/31/11	1/31/12	2/28/12	3/31/12	4/30/12	5/31/12	6/30/12	7/31/12	8/31/12	9/30/12	10/31/12	11/30/12	Total
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OTHER INCOME	212	212	212	212	212	212	212	212	212	212	212	212	2,460

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OTHER INCOME	212	212	212	212	212	212	212	212	212	212	212	212	2,460

RYAN INTERNATIONAL AIRLINES + SUNDOWNER + SPECIFIC USE ENTITIES
 13-week Cash Flow Projection (000's)
 Consolidated

Period Ending	06/15/12	06/22/12	06/29/12	07/06/12	07/13/12	07/20/12	07/27/12	08/03/12	08/10/12	08/17/12	08/24/12	08/31/12	09/07/12	09/14/12	09/21/12	09/28/12	10/05/12	10/12/12	10/19/12	10/26/12	11/02/12	11/09/12	11/16/12	11/23/12	11/30/12	Total
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Account	06/15/12	06/22/12	06/29/12	07/06/12	07/13/12	07/20/12	07/27/12	08/03/12	08/10/12	08/17/12	08/24/12	08/31/12	09/07/12	09/14/12	09/21/12	09/28/12	10/05/12	10/12/12	10/19/12	10/26/12	11/02/12	11/09/12	11/16/12	11/23/12	11/30/12	Total
Beginning Balance	5,433	4,678	4,678	4,681	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448
Cash Disbursements	0	3,457	3,457	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Net Receipts	0	(8,153)	(3,258)	(5,092)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)	(4,088)
Ending Balance	5,433	4,678	4,361	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448	4,448

Account	06/15/12	06/22/12	06/29/12	07/06/12	07/13/12	07/20/12	07/27/12	08/03/12	08/10/12	08/17/12	08/24/12	08/31/12	09/07/12	09/14/12	09/21/12	09/28/12	10/05/12	10/12/12	10/19/12	10/26/12	11/02/12	11/09/12	11/16/12	11/23/12	11/30/12	Total
Beginning Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)
Cash Disbursements	0	3,764	2,188	0	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810
Net Receipts	0	(1,853)	(1,298)	(2,034)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)
Ending Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)

Account	06/15/12	06/22/12	06/29/12	07/06/12	07/13/12	07/20/12	07/27/12	08/03/12	08/10/12	08/17/12	08/24/12	08/31/12	09/07/12	09/14/12	09/21/12	09/28/12	10/05/12	10/12/12	10/19/12	10/26/12	11/02/12	11/09/12	11/16/12	11/23/12	11/30/12	Total
Beginning Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)
Cash Disbursements	0	3,764	2,188	0	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810
Net Receipts	0	(1,853)	(1,298)	(2,034)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)
Ending Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)

Account	06/15/12	06/22/12	06/29/12	07/06/12	07/13/12	07/20/12	07/27/12	08/03/12	08/10/12	08/17/12	08/24/12	08/31/12	09/07/12	09/14/12	09/21/12	09/28/12	10/05/12	10/12/12	10/19/12	10/26/12	11/02/12	11/09/12	11/16/12	11/23/12	11/30/12	Total
Beginning Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)
Cash Disbursements	0	3,764	2,188	0	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810	2,810
Net Receipts	0	(1,853)	(1,298)	(2,034)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)	(1,088)
Ending Balance	1,442	3,445	(827)	76	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)	(4,441)

Bluebonnet Advisors, Inc.
13 West 10th Street, Suite 1000, Austin, TX 78703

Period	12/31/11	3/31/12	6/30/12	9/30/12	12/31/12	3/31/13	6/30/13	9/30/13	12/31/13	3/31/14	6/30/14	9/30/14	12/31/14	3/31/15	6/30/15	9/30/15	12/31/15	3/31/16	6/30/16	9/30/16	12/31/16	Total	
Assets	177	117	362	662	842	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900	900
Liabilities	488	405	403	483	413	429	403	403	403	403	403	403	403	403	403	403	403	403	403	403	403	403	403
Net Assets	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289	289

ADDITIONAL INFORMATION

ADP: ADP
 Change Order (CAGR)
 OOD: OOD
 OOD: OOD
 OOD: OOD

REVENUE

Net Assets
 Total ADP Collection
 New ADP Cash
 OOD: OOD
 OOD: OOD

EXPENSES

General & Admin
 Payroll
 Other

ASSETS

Assets
 Assets
 Assets
 Assets

LIABILITIES

Liabilities
 Liabilities
 Liabilities
 Liabilities

NET ASSETS

Net Assets
 Net Assets
 Net Assets
 Net Assets

