

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: Revstone Industries, LLC
Debtor

Case No. 12-13262 (BLS)
Reporting Period: 08/01/14-08/31/14

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	Yes		
Schedule of Professional Fees Paid	MOR-1b	Yes		
Copies of bank statements		Yes		
Cash disbursements journals		Yes		
Statement of Operations	MOR-2	No	Yes	
Balance Sheet	MOR-3	Yes		
Status of Post-petition Taxes	MOR-4	No	Note 8	
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Post-petition Debts	MOR-4	Yes		
Listing of aged accounts payable	MOR-4	Yes		
Accounts Receivable Reconciliation	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*

October 13, 2014

Date

James M. Lukenda, CIRA

Printed Name of Authorized Individual

Deputy Chief Restructuring 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 partner

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
 Debtor-in-possession

MOR – 1

Huntington National Bank Operating Account (x0660)

<u>Date</u>	<u>Deposits</u>	<u>Wires</u>	<u>Checks</u>	<u>Clearing Checks</u>	<u>To/From</u>	<u>Bank Balance</u>	<u>Book Balance</u>	<u>Checks O/S</u>
Beginning balance (8/1/2014)						176,414.42	163,378.56	13,035.86
8/1/2014	1,853.03				AT&T	178,267.45	165,231.59	13,035.86
8/1/2014	92.39				AT&T	178,359.84	165,323.98	13,035.86
8/1/2014		(29.00)			FSA MBI	178,330.84	165,294.98	13,035.86
8/1/2014			(193.98)		Arkadin	178,330.84	165,101.00	13,229.84
8/1/2014			(1,933.51)		AT&T - 6177	178,330.84	163,167.49	15,163.35
8/1/2014			(1,000.00)		Box, Inc.	178,330.84	162,167.49	16,163.35
8/1/2014			(22,422.76)		Cloud Sherpas	178,330.84	139,744.73	38,586.11
8/1/2014			(1,305.42)		Rust Consulting/Omni Bankruptcy	178,330.84	138,439.31	39,891.53
8/1/2014			(1,238.36)		Thomson Reuters	178,330.84	137,200.95	41,129.89
8/1/2014			(250.00)		UpShot Services	178,330.84	136,950.95	41,379.89
8/1/2014			(874.80)		Venteon Finance	178,330.84	136,076.15	42,254.69
8/1/2014		(15,000.00)			Richard E. Newsted	163,330.84	121,076.15	42,254.69
8/1/2014		(15,000.00)			James B. Shein	148,330.84	106,076.15	42,254.69
8/4/2014	231,968.99				Burlington Distribution	380,299.83	338,045.14	42,254.69
8/4/2014		(20.00)			FSA MBI	380,279.83	338,025.14	42,254.69
8/6/2014		(38,241.26)			ADP	314,308.10	299,783.88	14,524.22
8/7/2014		(2,451.40)			Wells 401k	311,856.70	297,332.48	14,524.22
8/7/2014		(17,589.22)			ADP	293,029.12	279,743.26	13,285.86
8/7/2014		(1,086.20)			ADP	291,942.92	278,657.06	13,285.86
8/7/2014		(29,181.70)			Foreign Item Rate Adjustment Debit -	262,761.22	249,475.36	13,285.86
8/8/2014		(19.23)			FSA MBI	262,741.99	249,456.13	13,285.86
8/11/2014		(60.00)			FSA MBI	257,481.99	249,396.13	8,085.86
8/13/2014			(40.92)		Aflac Group Insurance	257,481.99	249,355.21	8,126.78
8/13/2014			(2,941.02)		Anthem BCBS Ky	257,481.99	246,414.19	11,067.80
8/13/2014			(94.85)		Comcast	257,481.99	246,319.34	11,162.65
8/13/2014			(158.71)		Daniel Czarnik	257,481.99	246,160.63	11,321.36
8/13/2014			(1,973.49)		DTE - 0028	257,481.99	244,187.14	13,294.85
8/13/2014			(3.96)		Guardian Life/Dental Insurance	257,481.99	244,183.18	13,298.81
8/13/2014			(147.96)		Karen Kiewski	257,481.99	244,035.22	13,446.77
8/13/2014			(130.00)		Leonard Bros Data Management	257,481.99	243,905.22	13,576.77
8/13/2014			(109.71)		Semco Energy Gas Company	257,481.99	243,795.51	13,686.48
8/13/2014			(1,447.89)		Anthem BCBS Ky	257,481.99	242,347.62	15,134.37
8/14/2014		(120.00)			FSA MBI	257,361.99	242,227.62	15,134.37
8/15/2014		(355.10)			Bank Fees	256,756.89	241,872.52	14,884.37
8/15/2014		(44.60)			FSA MBI	256,712.29	241,827.92	14,884.37
8/18/2014	555.53				Cobra Care Premium Remittance	257,267.82	242,383.45	14,884.37
8/18/2014		(20.00)			FSA MBI	257,247.82	242,363.45	14,884.37
8/20/2014		(20.00)			FSA MBI	256,829.40	242,343.45	14,485.95
8/20/2014		(35,974.53)			ADP	218,881.38	206,368.92	12,512.46

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
 Debtor-in-possession

MOR – 1 (continued) - Huntington National Bank Operating Account (x0660)

Date	Deposits	Wires	Checks	Clearing Checks	To/From	Bank Balance	Book Balance	Checks O/S
8/21/2014		(40.00)			FSA MBI	218,841.38	206,328.92	12,512.46
8/21/2014		(15,225.24)			ADP	203,480.37	191,103.68	12,376.69
8/21/2014		(583.46)			ADP	202,896.91	190,520.22	12,376.69
8/21/2014			(800.00)		Rigney Properties LLC	202,896.91	189,720.22	13,176.69
8/21/2014			(30.00)		Cobra Care Premium Remittance	202,896.91	189,690.22	13,206.69
8/21/2014			(633.88)		Thomson Reuters	202,896.91	189,056.34	13,840.57
8/21/2014			(99.99)		Time Warner Cable	202,896.91	188,956.35	13,940.56
8/21/2014			(107.00)		arkadin	202,896.91	188,849.35	14,047.56
8/22/2014	35,000.00				Tech Cast	237,896.91	223,849.35	14,047.56
8/22/2014		(20.00)			FSA MBI	237,876.91	223,829.35	14,047.56
8/22/2014		(2,414.56)			Plex Systems, Inc	232,373.37	221,414.79	10,958.58
8/25/2014		(82.07)			FSA MBI	232,291.30	221,332.72	10,958.58
8/25/2014		(20.00)			FSA MBI	232,271.30	221,312.72	10,958.58
8/26/2014		(20.00)			FSA MBI	232,247.34	221,292.72	10,954.62
8/27/2014	34.50				3/1 overpayment refund	230,833.95	221,327.22	9,506.73
8/27/2014	80.00				Kuhn, Darling, Boyd	230,913.95	221,407.22	9,506.73
8/27/2014		(256.09)			FSA MBI	230,657.86	221,151.13	9,506.73
8/28/2014		(150.00)			FSA MBI	230,300.87	221,001.13	9,299.74
8/29/2014		(32.42)			FSA MBI	229,634.57	220,968.71	8,665.86
8/29/2014		(21,989.80)			Jacob Associates	207,614.77	198,978.91	8,635.86
8/31/2014	269,584.44	(196,045.38)	(37,938.21)	(42,338.21)		207,614.77	198,978.91	8,635.86

Huntington National Bank Operating Account (x9495)

Beginning balance (8/1/2014)						987,193.26	987,193.26	-
8/25/2014	455,007.56				Aarkel Proceeds	1,442,200.82	1,442,200.82	-
8/31/2014	455,007.56	-	-	-	Total for period	1,442,200.82	1,442,200.82	-

Huntington National Bank Operating Account (x9505)

Beginning balance (8/1/2014)						6,399,954.75	6,399,954.75	-
No activity								
8/31/2014	-	-	-	-	Total for period	6,399,954.75	6,399,954.75	-

THE HUNTINGTON NATIONAL BANK
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REVSTONE INDUSTRIES LLC DIP



by your nearest
 Huntington office or
 contact us at:

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 businessresources

Huntington Analyzed Checking

Account: 9505

Statement Activity From:
 08/01/14 to 08/31/14

Beginning Balance \$6,399,954.75
 Ending Balance \$6,399,954.75

Days in Statement Period 31

Average Ledger Balance* 6,399,954.75
 Average Collected Balance* 6,399,954.75

* The above balances correspond to the
 service charge cycle for this account.

In the Event of Errors or Questions Concerning Electronic Fund Transfers (electronic deposits, withdrawals, transfers, payments, or purchases), please call either 1-614-480-2001 or call toll free 1-800-480-2001, or write to The Huntington National Bank Research - EA4W61, P.O. Box 1558, Columbus, Ohio 43216 as soon as you can, if you think your statement or receipt is wrong or if you need more information about an electronic fund transfer on the statement or receipt. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

1. Tell us your name, your business's name (if appropriate) and the Huntington account number (if any).
2. Describe the error or the transaction you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
3. Tell us the dollar amount of the suspected error. We will investigate your complaint or question and will correct any error promptly.

Verification of Electronic Deposits If you authorized someone to make regular electronic fund transfers of money to your account at least once every sixty days, you can find out whether or not the deposit has been received by us, call either 1-614-480-2001 or call toll free 1-800-480-2001.

Balancing Your Statement - For your convenience, a balancing page is available on our web site <https://www.huntington.com/pdf/balancing.pdf> and also available on Huntington Business Online.

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Huntington Analyzed Checking

Account: [REDACTED] 9495

Statement Activity From:
 08/01/14 to 08/31/14

Days in Statement Period 31
 Average Ledger Balance* 1,089,936.90
 Average Collected Balance* 1,089,936.90

* The above balances correspond to the
 service charge cycle for this account.

Beginning Balance \$987,193.26
 Credits (+) 455,007.56
 Wire Transfer Credits 455,007.56
 Ending Balance \$1,442,200.82

Other Credits (+)

Account: [REDACTED] 9495

Date	Amount	Description
08/25	455,007.56	INCOMING FEDWIRE TRANSFER

Balance Activity

Account: [REDACTED] 9495

Date	Balance	Date	Balance	Date	Balance
07/31	987,193.26	08/25	1,442,200.82		

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Huntington Analyzed Checking

Account: 0660

Statement Activity From:
 08/01/14 to 08/31/14

Days in Statement Period 31
 Average Ledger Balance* 242,194.83
 Average Collected Balance* 241,939.02

* The above balances correspond to the
 service charge cycle for this account.

Beginning Balance	\$176,414.42
Credits (+)	269,584.44
Regular Deposits	234,028.91
Electronic Deposits	555.53
Wire Transfer Credits	35,000.00
Debits (-)	238,384.09
Regular Checks Paid	42,338.21
Electronic Withdrawals	3,404.81
Wire Transfer Debits	163,104.27
Service Charges	355.10
Other Debits	29,181.70
Ending Balance	\$207,614.77

Deposits (+)

Account: 0660

Date	Amount	Serial #	Type	Date	Amount	Serial #	Type
08/01	1,945.42	133342702	Brch/ATM	08/27	114.50		Brch/ATM
08/04	231,968.99		Brch/ATM				

Other Credits (+)

Account: 0660

Date	Amount	Description
08/18	555.53	COBRA Care Advis Remit1407 140818 PREMIUM REMITTANCE
08/22	35,000.00	INCOMING FEDWIRE TRANSFER

Checks (-)

Account: 0660

Date	Amount	Check #	Date	Amount	Check #
08/08	4,875.00	2056	08/21	40.92	2066
08/08	325.00	2057	08/22	2,941.02	2067
08/05	193.98	2058	08/21	94.85	2068
08/06	1,933.51	2059	08/19	158.71	2069
08/05	1,000.00	2060	08/20	1,973.49	2070
08/05	22,422.76	2061	08/25	3.96	2071
08/05	1,305.42	2062	08/22	147.96	2072
08/07	1,238.36	2063	08/18	130.00	2073
08/14	250.00	2064	08/19	109.71	2074
08/05	874.80	2065	08/26	1,447.89	2075

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**Checks (-)****Account:** [REDACTED] **0660**

Date	Amount	Check #	Date	Amount	Check #
08/27	107.00	2077*	08/28	633.88	2080*
08/29	30.00	2078	08/27	99.99	2081

(*) Indicates the prior sequentially numbered check(s) may have 1) been voided by you 2) not yet been presented 3) appeared on a previous statement or 4) been included in a list of checks.

Other Debits (-)**Account:** [REDACTED] **0660**

Date	Amount	Description
08/01	15,000.00	OUTGOING FEDWIRE TRANSFER - MANUAL
08/01	15,000.00	OUTGOING FEDWIRE TRANSFER - MANUAL
08/01	29.00	MBI SETL 140731 MED-I-BANK
08/04	20.00	MBI SETL 140802 MED-I-BANK
08/06	38,241.26	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/07	29,181.70	FOREIGN ITEM RATE ADJUSTMENT DEBIT
08/07	17,589.22	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/07	1,086.20	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/07	2,451.40	RETIREMENT SERVI RETSVC401K 3631
08/08	19.23	MBI SETL 140807 MED-I-BANK
08/11	60.00	MBI SETL 140809 MED-I-BANK
08/14	120.00	MBI SETL 140813 MED-I-BANK
08/15	355.10	PRIOR MONTH'S SERVICE CHARGES
08/15	44.60	MBI SETL 140814 MED-I-BANK
08/18	20.00	MBI SETL 140815 MED-I-BANK
08/20	35,974.53	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/20	20.00	MBI SETL 140819 MED-I-BANK
08/21	15,225.24	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/21	583.46	OUTGOING FEDWIRE TRANSFER - FREEFORM
08/21	40.00	MBI SETL 140820 MED-I-BANK
08/22	2,414.56	OUTGOING FEDWIRE TRANSFER - MANUAL
08/22	20.00	MBI SETL 140821 MED-I-BANK
08/25	82.07	MBI SETL 140822 MED-I-BANK
08/25	20.00	MBI SETL 140823 MED-I-BANK
08/26	20.00	MBI SETL 140825 MED-I-BANK
08/27	256.09	MBI SETL 140826 MED-I-BANK
08/28	150.00	MBI SETL 140827 MED-I-BANK
08/29	21,989.80	OUTGOING FEDWIRE TRANSFER - MANUAL
08/29	32.42	MBI SETL 140828 MED-I-BANK

**Balance Activity**

Account: [REDACTED] 0660

Date	Balance	Date	Balance	Date	Balance
07/31	176,414.42	08/11	257,481.99	08/22	232,373.37
08/01	148,330.84	08/14	257,111.99	08/25	232,267.34
08/04	380,279.83	08/15	256,712.29	08/26	230,799.45
08/05	354,482.87	08/18	257,117.82	08/27	230,450.87
08/06	314,308.10	08/19	256,849.40	08/28	229,666.99
08/07	262,761.22	08/20	218,881.38	08/29	207,614.77
08/08	257,541.99	08/21	202,896.91		

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Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
 Debtor-in-possession

MOR – 1b

Schedule of Professional Fees & Expenses Paid

Payee	Payor	Check		Amount Paid	Amount Paid
		No.	Date	Current Period	Case-to-Date
Kirkland & Ellis LLP	Revstone Industries, LLC	Nothing in current period			\$ 307,160.24
Huron Consulting Services LLC	Revstone Industries, LLC	Nothing in current period			\$ 2,188,425.77
Pachulski Stang Ziehl & Jones LLP	Revstone Industries, LLC	Nothing in current period			\$ 1,499,202.28
FTI Consulting, Inc.	Revstone Industries, LLC	Nothing in current period			\$ 490,648.02
Womble Carlyle Sandridge & Rice, LLP	Revstone Industries, LLC	Nothing in current period			\$ 312,667.85
Stuart Maue, Ltd.	Revstone Industries, LLC	Nothing in current period			\$ 145,699.60

Note: Payments to Huron Consulting Services LLC, Pachulski Stang Ziehl & Jones LLP, FTI Consulting, Inc., and Womble Carlyle Sandridge & Rice, LLP, were made pro rata, based on funds available to the Debtor to pay professional fees.

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

MOR – 2

Considering the limited operations of the Debtor as a parent holding company, greater clarity of the Debtor's activity during the period is provided in the accompanying MOR-1 schedule.

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
 Debtor-in-possession

MOR-3

UNAUDITED

Description	8/31/2014
Current Assets	
Cash	\$ 8,041,384
Management fees receivable (see Note at MOR-5)	5,569,961
Due from Related Companies - Restructuring	18,149,208
Prepaid & Other	<u>1,814,263</u>
Total Current Assets	33,574,816
Due from Related Companies (see Note 4)	7,222,105
Total Investment in Subsidiaries (see Note 5)	<u>186,105</u>
Total Assets	<u><u>40,983,026</u></u>
Current Liabilities	
Accounts Payable	12,534
Accrued Admin Expense (see Note 6)	700,000
Accrued Restructuring	<u>26,217,470</u>
Total Current Liabilities	26,930,004
Liabilities subject to compromise (see Note 7)	<u>185,962,338</u>
Total Liabilities	212,892,342
Shareholders Equity	
Investment (Equity)	3,500,000
Accumulated Other Comp Inc	(20,576,888)
Retained Earnings	<u>(154,832,427)</u>
Total Shareholders Equity	(171,909,315)
Total Liabilities and Equity	<u><u>40,983,026</u></u>

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

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

Notes to 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:

Revstone Industries, LLC is a holding company that has not previously conducted any financial reporting as a stand-alone entity, nor for periods of less than one year. The financial statements contained herein were not intended to reconcile to any financial statements otherwise prepared or distributed by the Debtor or any of the Debtor's affiliates. Significant efforts have been put forth to attribute the assets and liabilities to the proper legal entity between and among the Debtor and its subsidiaries and affiliates. However, because the Debtors' accounting systems, policies, and practices were developed without consideration of stand-alone reporting for the Debtor, it is possible that not all assets or liabilities have been recorded at the correct legal entity. Accordingly, 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 includes normal recurring adjustments, but does not include all of the adjustments that would typically be made for interim financial statements in accordance with U.S. GAAP. In addition, certain 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.

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

Certain transactions recorded in the period may relate to other monthly periods as the Debtor's accounting function and processes were not established to provide external reporting for each entity on a monthly basis.

These financial statements filed with the U.S. Bankruptcy Court are subject to change. The Debtor may, at a future date, amend this Monthly Operating Report for updated financial information.

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

Note 3. Use of Estimates:

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

Note 4. Due From Related Companies:

Historically, the Debtor and its subsidiaries have followed an accounting practice whereby transactions between subsidiaries that may not necessarily involve the Debtor have been recorded through intercompany entries in the books of the Debtor. This involves recording a debit or credit to or from one party to the transaction to that party's account on the Debtor's ledger and recording the offsetting credit or debit from or to the counterparty to the counterparty's account on the Debtor's ledger. This form of intercompany activity tracking results in a grossing up of the intercompany accounts. The Debtor is in the process of analyzing the activity in accounts classified under Due From Related Companies to identify those transactions which related to activity involving the Debtor and which activity is related solely to transactions between subsidiaries.

Note 5. Investments in subsidiaries:

Investments in subsidiaries include the following:

Revstone Energy, LLC	0
Revstone Industries Canada Inc.	0
Revstone International S.ar. L	\$26,124
Revstone Lighting, LLC	0
Revstone Mexico S. De R.L. De C.V.	\$241
Revstone Plastics, LLC	0
Revstone San Luis Potosi S. De. RL. De C.V.	\$159,740
Revstone Tool & Engineering, LLC	0
Revstone Transportation, LLC	0
Total	\$186,105

For purposes of Revstone Industries, LLC as a stand-alone entity, the investments in various subsidiaries are recorded as the greater of the book value of the subsidiaries' equity as of December 31, 2013 or \$0.

On January 7, 2013 two subsidiaries of Revstone Tool and Engineering, LLC, (1) Greenwood Forgings, LLC, and (2) US Tool and Engineering, LLC, filed chapter 11 bankruptcy petitions. For purposes of

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

Revstone Industries, LLC as a stand-alone entity, the investment in these entities has been adjusted to \$0 on a per books basis.

On July 22, 2013, Revstone Transportation, LLC's subsidiary, Metavation, LLC (n/k/a TPOP, LLC), filed for protection under Chapter 11 of the Bankruptcy Code.

On September 9, 2013, TPOP, LLC ("TPOP") closed on a Court approved Section 363 sale of a substantial portion of its assets and operations. Excluded from the sale were TPOP's foundry operation and its non-debtor subsidiary that owns related real property in Vassar, Michigan, Metavation Vassar, LLC. The purchase price for the sold assets and assumed liabilities was approximately \$17.8 million payable by the buyer, Dayco Products, LLC ("Dayco"), in cash at closing. TPOP entered into a sales support agreement with two of its major customers (approved by the court on August 23, 2013) which contributed approximately \$9.4 million in cash to facilitate the transfer of assets and operations from the Debtor to Dayco. The contributions under the support agreement may also include the forgiveness of certain debts, however, final resolution of the support agreement terms is still pending.

On August 2, 2013, a substantial portion of the assets and business of Revstone Transportation, LLC's subsidiary, Contech Castings, LLC, was sold for \$39.4 million.

On December 9, 2013, MW Texas Die Casting, Inc., a wholly owned subsidiary of Revstone Transportation, LLC was sold for \$4.6 million.

On March 6, 2014, Eptec S.A. De C.V. ("Eptec"), an indirect subsidiary of Revstone Transportation, LLC, sold substantially all of its assets for approximately \$30.1 million. The proceeds of the sale were primarily used to satisfy Eptec's existing debts, taxes, and a portion of claims brought by Pension Benefit Guaranty Corporation ("PBGC") on behalf of two (2) defined benefit plans of an affiliated Debtor, TPOP, LLC.

The Debtor does not anticipate realizing any distribution on its equity interest in Revstone Transportation, LLC as a result of the transactions described above

On July 4, 2014, the Debtor sold 100% of its ownership interest in Revstone Wallaceburg Canada, Inc. (including its operating subsidiary, AarKel Tool & Die Inc.) for approximately \$14.1 million.

Note 6. Global Resolution Term Sheet:

On May 1, 2014, the Debtor and its affiliated Debtors (Revstone Industries, LLC, Spara, LLC, Greenwood Forgings, LLC and US Tool & Engineering, LLC or "Debtors") filed their final modifications to the Settlement Agreement with the PBGC pursuant to the Global Resolution Term Sheet between Debtors, Official Committee of Unsecured Creditors, Boston Finance Group, LLC ("BFG") and PBGC. The Court approved the Settlement Agreement on May 9, 2014. The Settlement Agreement included the following resolutions, among others:

- BFG will have an allowed administrative expense claim against Revstone Industries, LLC in the amount of \$700,000, which claims will be payable upon the effective date of a chapter 11 plan.
- BFG will have an allowed general unsecured claim against Revstone in the amount of \$8.5 million.

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

- PBGC is to have an allowed general unsecured claim in each of the Debtors' cases of \$95 million.

Note 7. 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 has been paying and intends to continue to pay undisputed post-petition obligations in the ordinary course of business. In addition, 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.

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 August 31, 2014:

Intercompany	\$ 58,985,116
Accounts Payable - trade	4,224,953
Accounts Payable - other	200,679
Miscellaneous Accrued Liabilities	7,778,149
Accrued Property Taxes	10,763
Accrued Severance	751,340
Accrued Interest-Revstone Industries-General	832,438
Note Payable - ST-Revstone Industries-General	16,940,086
Note Payable - ST Intercompany-Revstone Industries-General	1,238,813
PBGC Claim	95,000,000
Total LSTC	<u>185,962,338</u>

The Debtor's indirect subsidiary, TPOP, LLC, is the sponsor of two (2) defined benefit pensions plan subject to regulation by PBGC. On March 1, 2013 PBGC filed a complaint related to a notice of termination related to these pension plans. This complaint was subsequently withdrawn

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

and filed again on August 23, 2013. In addition, a non-debtor affiliate is the sponsor of a defined benefit plan subject to regulation by PBGC. On September 6, 2013, PBGC filed an amended complaint to terminate all three plans. Resolutions to the complaint were agreed and approved in the Settlement Agreement and Global Resolution Term Sheet described in Note 6.

Note 8. Reorganization Items:

Through August 31, 2014 the Debtor recorded \$30.7 million of reorganization and restructuring related obligations. Net of payments made to date, \$26.2 million remains accrued as of August 31, 2014.

Note 9. Post-Petition Taxes:

The Debtor is current on its payroll taxes which are funded through its payroll processor. The Debtor is also in the process of evaluating certain administrative tax claims filed to evaluate validity and proper classification as administrative items.

Note 10. Post-Petition Accounts Payable:

To the best of the Debtor's knowledge, all fully-reconciled and undisputed post-petition accounts payable are being paid in the ordinary course of the Debtor's business. The accompanying MOR-4 details the outstanding post-petition accounts payable as of August 31, 2014.

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
 Debtor-in-possession

MOR-4

11:11 AM

10/01/14

Revstone Industries LLC
A/P Aging Summary
 As of August 31, 2014

	Current	1 - 30	31 - 60	61 - 90	> 90	TOTAL
Ascalon Enterprises LLC	0.00	0.00	0.00	0.00	3,555.30	3,555.30
Box Inc.	1,000.00	0.00	0.00	0.00	0.00	1,000.00
Ceridian	0.00	0.00	0.00	0.00	1,484.32	1,484.32
Kentucky Utilities	129.16	0.00	0.00	0.00	0.00	129.16
McGregor & Associates Inc.	0.00	0.00	0.00	0.00	80.00	80.00
Miller, Johnson, Snell & Cumiskey, PLC	267.65	288.59	0.00	0.00	0.00	556.24
Oakland County Treasurer	0.00	0.00	0.00	0.00	1,177.39	1,177.39
Rigney Properties LLC	0.00	-800.00	0.00	0.00	0.00	-800.00
Rust Consulting / Omni Bankruptcy	0.00	1,283.51	0.00	0.00	0.00	1,283.51
Systems X Corporation	2,550.00	0.00	0.00	0.00	0.00	2,550.00
Thomson Reuters	0.00	633.88	633.88	0.00	0.00	1,267.76
UpShot Services LLC	0.00	250.00	0.00	0.00	0.00	250.00
TOTAL	3,946.81	1,655.98	633.88	0.00	6,297.01	12,533.68

Revstone Industries, LLC, Period: August 1 – August 31, 2014 Case no.: 12-13262 (BLS)
Debtor-in-possession

MOR-5

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount	
Total Accounts Receivable at the beginning of the reporting period*		\$ 5,360,731
+ Amounts billed		\$ 244,230
- Amounts collected during the period		\$ 35,000
Total Accounts Receivable at the end of the reporting period		\$ 5,569,961
Accounts Receivable Aging	Amount	
0 - 30 days old		209,230
31 - 60 days old		209,230
61 - 90 days old		209,230
91+ days old		4,942,271
Total Accounts Receivable		\$ 5,569,961
Amount considered uncollectible (Bad Debt)		\$ 0
Accounts Receivable (Net)		\$ 5,569,961

*Accounts receivable represent management fees due from affiliates. Up until the petition date, management fees that were not collected were recorded as reductions to intercompany amounts due to affiliates or increases to amounts due from affiliates. Analysis with respect to the pre-petition period is ongoing under the direction of the CRO. As a result of the bankruptcy or insolvency of some subsidiaries and affiliates, or restrictions placed upon those affiliates or subsidiaries by lenders, the Debtor anticipates that it will not collect the full amount of Management Fees Receivable or Due from Related Companies - Restructuring. The Debtor is presently evaluating what reserves should be applied against these balances.

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.		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 post petition 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

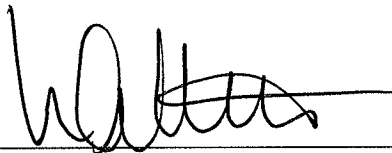
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

AFFIDAVIT OF SERVICE

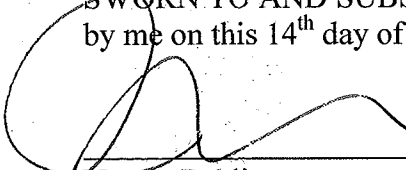
Monica A. Molitor, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl & Jones LLP, counsel for the Debtors in the above-captioned action, and that on the 14th day of October, 2014, she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

*[Revstone Industries, LLC] Monthly Operating Report (Reporting Period:
08/01/14 – 08/31/14)*



Monica A. Molitor, Paralegal

SWORN TO AND SUBSCRIBED
by me on this 14th day of October, 2014.



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

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); Spara, 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: Revstone Industries, LLC, et al., c/o Huron Consulting Group Inc., 900 Wilshire Drive, Suite 270, Troy, MI 48084, Attn: John C. DiDonato, Chief Restructuring Officer.

Revstone, et al. and TPOP, LLC
MOR Service List
Case No. 12-13263 (BLS)
Document No. 186748
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04 – FIRST CLASS MAIL

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