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UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re The SCOOTER Store Holdings, Inc.

Case No.: 13-10904-PJW
Reporting Period: March 1, 2014 to March 31, 2014

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.

		Document	Explanation	Affidavit/Supplement
REQUIRED DOCUMENTS	Form No.	Attached	Attached	Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Schedule of Cash Disbursements by Legal Entity	MOR-1a	X		
Bank Account Summary	MOR-1a	X		
Declaration Regarding the Cash Disbursements Schedule	MOR-1a (DEC)			X
Schedule of Professional Fees Paid	MOR-1b	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1c (DEC)			X
Copies of Bank Statements				
Cash Disbursements Journal				
Consolidated Statement of Operations	MOR-2	X		
Consolidating Statement of Operations	MOR-2	Attachment A		
Consolidated Balance Sheet	MOR-3	X		
Consolidating Balance Sheet	MOR-3	Attachment B		
Status of Postpetition Taxes	MOR-4 (DEC)			X
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4a	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		
Listing of Debtor Entities	Appendix A	X		

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.

^{*}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.

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MOR - 1 The SCOOTER Store Receipts & Disbursements Report

	JP Morga (Oper A		JP Morgan #379 (Comm Acct)		Morgan #7376 (Govt Acct.)	JP Morg	an #8243 (Fin)	BofA i	#0512 (Aviat)	JF	P Morgan #7817 (Utilities)	We #32	ells Fargo 211 (Mgt)		ells Fargo 338 (Inc)	Amer Bank#8			Fargo #6069 (Hdg)		argo #2512 Hdg)		Total
Beginning Book Cash	\$	295,866	ć 11.0	25 \$	10,239	,	_	\$	4,511	,	1,259,445	,	16,281	,	_	\$		\$		\$		\$	1,597,367
Opening Book Balance	\$	295,866	\$ 11,0	25 \$	10,239	\$	-	>	4,511	>	1,259,445	>	16,281	>	-	>	-	\$	-	\$	-	\$	1,597,367
Receipts																							
Receipts																							
	\$	-		\$	17,849	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	17,849
Commercial / Private receipts		-	20,4		-		-				-						•				-		20,408
Total Lockbox Receipts	\$	-	\$ 20,4	08 \$	17,849	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	38,257
Receipts Transferred From Lockbox	\$	38.940	ś -	Ś	-	Ś		ŝ		\$	_	\$		\$		\$		Ś	-	\$		\$	38,940
Miscellaneous Receipts	7	30,411		~		7		~		~	160	~		~	_	~		7		~		7	30,571
	\$	69,351	\$ 20.4	08 \$	17,849	Ś	-	\$	-	\$	160	Ś		\$		\$	-	\$	-	\$	-	\$	107,768
		,																					
<u>Disbursements</u>																							
Inventory and Freight																							
Payroll & Benefits		(13,500)	-				-				-						-						(13,500)
Misc. Health		(13,300)																					(13,300)
Vehicle Expense															_								
Rent		-					_		_				_		_		_		_		-		
Refunds - Prepetition (See FN 4)		-					-		-		-		_		-		-		_				-
Refunds - Postpetition		-																					
Utilities		-	-		-		-		-		-		-		-		-		-		-		-
Communication		-	-				-		-		-		-		-		-		-		-		-
Taxes		-	-		-		-		-		-		-		-		-		-		-		-
Insurance		-	-		-		-		-		-		-		-		-		-		-		-
ACH Bank Charge		(2,969)	-		-		-		-		(50)		(5)		-		-		-		-		(3,024)
CMS ERP		-	-		-		-		-		-		-		-		-		-		-		-
Advertising		-	-		-		-		-		-		-		-		-		-		-		-
Other		-					-		-		-		-		-		-		-		-		-
Voided Checks Total Operating Disbursements		(16,469)					-				(50)		(5)				÷				_		(16,524)
Total Operating Disbursements		(10,403)									(30)		(5)										(10,324)
Non-Operating Disbursements		-																					
OC Professional Fees		-	-		-		-		-		-		-		-		-		-		-		-
Professional Fees		-	-				-		-		-		-		-		-		-		-		-
Critical Vendor Payments		-	-		-		-		-		-		-		-		-		-		-		-
Chapter 11 Filing Fees		-	-		-		-		-		-		-		-		-		-		-		-
Utility Adequate Assurance Payment		-	-		-		-		-		-		-		-		-		-		-		-
Cash Collateralize L/C'ss		-	-		-		-		-		-		-		-		-		-		-		-
KERP / Severance DIP interest and closing fees		-	-		-		-		-		-		-		-		-		-		-		-
Other Non-Operating		-	-				-		-				-		-		-		-		-		
Total Non-Operating Disbursements																	÷						
· · ·	\$	52,882	\$ 20,4	08 \$	17,849	\$	-	\$	-	\$	110	\$	(5)	\$	-	\$	-	\$	-	\$	-	\$	91,244
Term Loan Paydown		-	-				-		-		-		-		-		-		-		-		-
Transfer to Operating Account			(21,4		(17,537)		-		-		-		-		-		-		-		-		(38,970)
Net Cash Flow		52,882	(1,0	25)	312		-		-		110		(5)		-		-		-		-		52,274
Closing Book Balance	\$	348,748	\$ 10.0	00 \$	10,551	Ś		ŝ	4,511	Ś	1,259,555	Ś	16,276	Ś		s	-	Ś	-	\$	_	\$	1,649,641
Outstanding Checks	*	36,607	,-		,	*	-				-,,	-		*	-	*	-	*	_	*			36,607
	\$	385,355	\$ 10,0	00 \$	10,551	\$		\$	4,511	\$	1,259,555	\$	16,276	\$		\$	-	\$		\$	-	\$	1,686,248
Total Operating Disbursements		(16,469)	-		-		-		-		(50)		(5)		-		-		-		-		(16,524)
Term Loan Paydown		-					-		-		-		-		-		-		-		-		
Transfer to Operating Account		-	(21,4	33)	(17,537)		-		-		-		-		-		-		-		-		(38,970)
Non-Operating Disbursements		-	21,4	22	17,537		-		-		-		-		-		-		-		-		38,970
Less: Intercompany transfers Total Disbursements Before Professional Fees		(16,469)				Ś		Ś		Ś	(50)	¢	(5)	¢		s	-	Ś		Ś		\$	(16,524)
Professional Fees			, .	ş		~		J	-	٠	(50)	Ą	(2)	ų.		~	-	,		Y			
		-																			-	\$	
Total Disbursements																						\$	(16,524)

Note:

1. Bank of America account no. #8667 is a non-active account held by The SCOOTER Store Ltd. (13-10981) with a zero balance. The Debtor no longer receives bank statements for this account and is in the process of closing this account. This account is not listed in the above report.

2. Wells Fargo account #2346 and #5710 have been closed and are not listed in the above report.

3. As of the filling date of this MOR, the debtors have not received bank statements for Wells Fargo accounts #3211. Apart from bank fees and interest, no other activity occurred during the reporting period. The debtors have estimated bank fees for this period and will adjust in subsequent MOR for any variance.

4. Pursuant to Debtors' Motion for an Order Authorizing the Debtors to Honor Certain Prepetition Customer Obligations and to Continue Prepetition Customer Programs and Practices in the Ordinary Course of Business [D.I. 9] and subsequent Order granting the motion [D.I. 38], Debtors paid prepetition obligations arising under its customer program in the ordinary course of business. The Order set forth an aggregate amount authorized to be paid not to exceed \$325,000. The chart below list the aggregate prepetition customer refunds paid in the current and each prior operating month. The Debtors will submit an amended customer program motion seeking to honor prepetition customer obligations paid or to be paid in excess of \$325,000.

Customer Refund Paid						
Month of Payment	Amount					
April-13	75,561.50					
May-13	252,474.44					
June-13	106,920.51					
July-13	46,355.67					
August-13	2,416.95					
September-13	6,610.60					
October-13	-					
TOTAL	490 339 67					

In re The SCOOTER Store Holdings, Inc. Chapter 11

Debtor Case No. 13-10904-PJW

MOR - 1a Schedule of Cash Disbursements by Legal Entity For period March 1, 2014 to March 31, 2014

Professional Fees from MOR-1	•						
				Disbursement Ratio			
				by Entity (before	Pro-Rata	Pro-Rata	
			Actual	Professional Fees)	of case 13-10981	of case 13-10981 Professional	Total Disbursements by
Case Name	Case Number	Bank Account #	Disbursements	(1)	Disbursements	Fees ²	Debtor
		Wells Fargo #6069					
The SCOOTER Store Holdings, Inc.	13-10904-PJW	Wells Fargo #2512	-	0.0000000%		-	
The SCOOTER Store - Albuquerque, L.L.C.	13-10907-PJW			0.5419533%	89.53	-	89.5
The SCOOTER Store - Atlanta, L.L.C.	13-10908-PJW			0.6814747%	112.57	-	112.5
The SCOOTER Store - Austin, LTD.	13-10909-PJW			0.0000000%		-	-
The SCOOTER Store - Baltimore, L.L.C.	13-10910-PJW			0.6262601%	103.45	-	103.4
The SCOOTER Store - Baton Rouge, L.L.C.	13-10911-PJW			0.5110214%	84.42		84.4
The SCOOTER Store - Birmingham, L.L.C.	13-10912-PJW			0.4240943%	70.06	-	70.0
The SCOOTER Store - Boca Raton, L.L.C.	13-10913-PJW			0.5849338%	96.63	-	96.6
The SCOOTER Store - Boston, L.L.C.	13-10914-PJW			0.0000000%			
The SCOOTER Store - Charleston, L.L.C.	13-10915-PJW			0.5828778%	96.29	-	96.2
The SCOOTER Store - Charlotte, L.L.C.	13-10916-PJW			0.5375271%	88.80	-	88.8
The SCOOTER Store - Chicago, L.L.C.	13-10917-PJW			0.6906416%	114.09	-	114.0
The SCOOTER Store - Concord, L.L.C.	13-10918-PJW			0.6983656%	115.36	-	115.3
The SCOOTER Store - Dallas, LTD	13-10919-PJW			0.7830480%	129.35	-	129.3
The SCOOTER Store - Dayton, L.L.C.	13-10920-PJW			0.6039061%	99.76	-	99.7
The SCOOTER Store - Denver, L.L.C.	13-10921-PJW			0.5899982%	97.46	-	97.4
The SCOOTER Store - Des Moines, L.L.C.	13-10922-PJW			0.7303954%	120.66		120.6
The SCOOTER Store - Detroit, L.L.C.	13-10923-PJW			0.6165725%	101.85	-	101.8
The SCOOTER Store - Grand Rapids, L.L.C.	13-10924-PJW			0.4765409%	78.72	-	78.7
The SCOOTER Store - Green Bay, L.L.C.	13-10925-PJW			0.5209482%	86.06		86.0
The SCOOTER Store - Greenville, L.L.C.	13-10926-PJW		1	0.0000000%			30.0
The SCOOTER Store - Hartford, L.L.C.	13-10927-PJW			0.5261359%	86.91		86.9
The SCOOTER Store - Houston, LTD	13-10929-PJW		1	0.3085485%	50.97		50.9
The SCOOTER Store - Indianapolis, L.L.C.	13-10929-FJW			0.5855841%	96.73		96.7
The SCOOTER Store - Jackson, L.L.C.	13-10931-PJW		1	0.3967574%	65.54	-	65.5
The SCOOTER Store - Jacksonville, L.L.C.	13-10931-FJW		-	0.4678077%	77.28		77.2
The SCOOTER Store - Kansas City, L.L.C.	13-10933-PJW			0.7354664%	121.49	_	121.4
The SCOOTER Store - Knoxville, L.L.C.	13-10934-PJW			0.7145924%	118.05	_	118.0
The SCOOTER Store - Las Vegas, L.L.C.	13-10935-PJW			0.3937674%	65.05	_	65.0
The SCOOTER Store - Levittown, L.L.C.	13-10936-PJW			0.8227198%	135.91		135.9
The SCOOTER Store - Lincoln, L.L.C.	13-10937-PJW			0.0000000%	133.31		133.3.
The SCOOTER Store - Little Rock, L.L.C.	13-10937-PJW 13-10938-PJW			0.5675466%	93.75		93.7
The SCOOTER Store - Little Rock, L.L.C. The SCOOTER Store - Los Angeles, L.L.C.	13-10939-PIW			0.3073400%	128.09	-	128.0
The SCOOTER Store - Louisville, L.L.C.	13-10939-PJW			0.5598149%	92.48	-	92.48
The SCOOTER Store - Louisville, L.L.C. The SCOOTER Store - Lubbock, LTD	13-10940-PJW			0.5598149%	76.21		76.2
	13-10941-FJW			0.0000000%	70.21	-	70.2.
The SCOOTER Store - Madison, L.L.C. The SCOOTER Store - Minneapolis, L.L.C.	13-10942-PJW			0.6952927%	114.86	-	114.86
The SCOOTER Store - Minneapolis, E.E.C. The SCOOTER Store - Mobile, L.L.C.	13-10944-PJW 13-10945-PJW			0.6952927%	114.86	-	130.18
The SCOOTER Store - Mobile, L.L.C. The SCOOTER Store - Nashville, L.L.C.	13-10945-PJW			0.4756676%	78.58	-	78.58
The SCOOTER Store - Oklahoma City, L.L.C.	13-10946-PJW			0.6158573%	101.73		101.7
The SCOOTER Store - Orlando, L.L.C.	13-10947-PJW			1.0748207%	177.55	-	177.55
The SCOOTER Store - Orlando, E.E.C. The SCOOTER Store - Paterson, L.L.C.	13-10949-PJW			0.0000000%	1/7.33		1//.5
The SCOOTER Store - Paterson, L.L.C.	13-10949-FJW			0.6085547%	100.53		100.5
				0.5270752%	87.07	-	87.0
The SCOOTER Store - Phoenix, L.L.C.	13-10952-PJW					-	
The SCOOTER Store - Pittsburgh, L.L.C.	13-10953-PJW			0.6320495% 0.8246735%	104.41	-	104.41 136.23
The SCOOTER Store - Portland, L.L.C.	13-10954-PJW				136.23	-	
The SCOOTER Store - Raleigh Durham, L.L.C.	13-10955-PJW			0.5503991%	90.92	-	90.92
The SCOOTER Store - Richmond, L.L.C. The SCOOTER Store - Rochester, L.L.C.	13-10956-PJW 13-10957-PJW		+	0.8075021%	133.39 82.69		133.39
The SCOOTER Store - Rochester, L.L.C. The SCOOTER Store - Sacramento, L.L.C.	13-10957-PJW 13-10958-PJW			0.5005691%	82.69 117.92	-	117.92
	13-10958-PJW 13-10959-PJW		+	0.7138089%	76.09		76.09
The SCOOTER Store - Salt Lake City, L.L.C.			-				
The SCOOTER Store - San Antonio, LTD	13-10960-PJW 13-10961-PJW		+	0.6098467% 0.5119531%	100.74	-	100.74
The SCOOTER Store - San Diego, L.L.C.	13-10961-PJW 13-10962-PJW		1	0.5119531%	84.57 93.36	-	93.30
The SCOOTER Store - San Francisco, L.L.C.						-	
The SCOOTER Store - Schenectady, L.L.C.	13-10963-PJW		+	0.4496748%	74.28	-	74.28
The SCOOTER Store - Seattle, L.L.C.	13-10964-PJW 13-10965-PJW		1	0.5346497%	88.32 74.60		88.33 74.60
The SCOOTER Store - Shreveport, L.L.C.			+				
The SCOOTER Store - Springfield, L.L.C.	13-10966-PJW		+	0.4348419%	71.83	-	71.83
The SCOOTER Store - St. Louis, L.L.C.	13-10967-PJW		-	0.5362947%	88.59		88.59
The SCOOTER Store - Toledo, L.L.C.	13-10968-PJW		+	0.0000000%		-	
The SCOOTER Store - Tulsa, L.L.C.	13-10969-PJW		+	0.0000000% 0.5104232%	84.32	-	84.32
The SCOOTER Store - West Virginia, L.L.C.	13-10970-PJW		-		84.32 11.83		
The SCOOTER Store - Wichita, L.L.C.	13-10972-PJW 13-10973-PJW		+	0.0716432% 0.3913972%	11.83	-	11.8
The SCOOTER Store - Wilkes-Barre, L.L.C.	13-10973-PJW 13-10975-PJW	Walla Fac. 1999 45	1	0.3913972%	64.66	-	64.6
The SCOOTER Store - USA, Inc.		Wells Fargo #2346	-				
The SCOOTER Store, Inc.	13-10974-PJW 13-10976-PJW	Wells Fargo #2338	-	0.000000%		-	
The SCOOTER Store - Development, L.L.C.		10.14 100.10	-			-	
The SCOOTER Store Financial Services, L.L.C.	13-10977-PJW	JP Morgan #8243	-	0.0000000%		-	-
The SCOOTER Store Aviation, L.L.C.	13-10978-PJW	Bank of America #0512	-	0.0000000%		-	-
TSS Management Company, Inc.	13-10979-PJW	Wells Fargo #3211	5.00			-	5.0
TSS Investments, Inc.	13-10980-PJW	Wells Fargo #5710	-	0.0000000%			-
		Amergy Bank #8300				1	
		Bank of America #8667				1	
		JP Morgan #7376				1	
				1		1	
		JP Morgan #3792					
The Scooter Store, LTD.	13-10981-PJW	JP Morgan #3792 JP Morgan #2583 JP Morgan #7817	16,519.24	68.1415333%	11,256.46		11,256.4

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In re The SCOOTER Store Holdings, Inc.

Debtor Case No. 13-10904-PJW

MOR - 1a Schedule of Cash Disbursements by Legal Entity For period March 1, 2014 to March 31, 2014

Estimated Disbursement Methodology

- 1. Disbursements for the distribution center Debtors were estimated based on estimated direct costs for salaries and wages, rent and utilities and historical allocated indirect costs for vehicle expense, communications and insurance. Direct costs were based on lease agreements for each facility, actual staffing and historical spend for utilities. Estimates for indirect costs were based on historical cost allocations to these Debtors, adjusted for forecasted changes in the business spending to reflect scaled-down operations. A detailed liquidation cost model, which reflects forecasted spending set forth in the Debtor-in-Possession Financing Budget, was developed by distribution center Debtor to capture these cost estimates.
- 2. Total disbursements, which will be made out of one primary disbursement account, have been estimated based on the forecasted disbursements set forth in the Debtor-in-Possession Financing Budget, and all costs (excluding forecasted professional fees) not directly associated with the distribution center Debtors have been reflected as Scooter Store LTD disbursements.
- 3. The allocation percentages in the column marked (1) above have been calculated for each Debtor and will be used in each monthly operating report to allocate actual total disbursements from The Scooter Store, Ltd bank account (excluding professional fees) to the respective Debtors.
- 4. For each monthly operating report, the percentage of the allocated disbursements, including any actual disbursements identified to a Debtor not accounted by Scooter Store Ltd, will be used to allocate professional fees paid during the reporting period to each Debtor.
- 5. United States Trustee Fees will be calculated based on the total disbursements allocated to the Debtors. It should be noted that the Debtors do not push down cost allocations to the various Debtor entities on a monthly basis, and that the amounts set forth in the monthly operating report will be used solely for the purpose of calculating such fees.

MOR - 1A. SUMMARY SCHEDULE OF CASH

ENDING BALANCES FOR THE PERIOD:

Operating Account - JP Morgan #2583	\$385,354.92
Cash Receipt - JP Morgan #3792	\$10,000.00
Cash Receipt - JP Morgan #7376	\$10,551.00
TSS Financial Services - JP Morgan #8243	\$0.00
Employee Benefit Plan - BofA #8667	\$0.00
Utilities Account - JP Morgan #7817	\$1,259,555.49
TSS Investments, Inc Wells Fargo #5710	\$0.00
TSS Management Company, Inc Wells Fargo #3211	\$16,275.73
The SCOOTER Store Aviation, L.L.C BofA #0512	\$4,511.25
The SCOOTER Store, Inc Wells Fargo #2338	\$0.00
The SCOOTER Store - USA, Inc Wells Fargo #2346	\$0.00
The SCOOTER Store, LTD - Amergy Bank #8300	\$0.00
Letter of Credit - Wells Fargo #6069	\$0.00
Letter of Credit - Wells Fargo #2512	\$0.00

TOTAL CASH AVAILABLE:

\$1,686,248.39

Note: Bank balances may be different from cash balance in Balance Sheet due to timing of bank reconciliations.

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor Case No. 13-10904-PJW

MOR - 1a Declaration Regarding the Cash Disbursement Schedule For period March 1, 2014 to March 31, 2014

Philp J. Gund hereby declares under penalty of perjury:

- 1. I am Chief Restructuring Officer for The Scooter Store Holdings, Inc., et. al., the above-captioned debtors and debtors in possession (collectively, the "Debtors").
- 2. The Debtors submit this Declaration regarding cash disbursements in lieu of providing copies of the cash disbursement schedule.
- 3. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents, or my discussions with a contractor employed by the Company, a former employee of the Debtors. I am authorized to submit this Declaration on behalf of the Debtors (as listed in Appendix A).
- 4. The Debtors have, on a timely basis, disbursed approximately \$16,524.24 for post-petition and allowable pre-petition amounts for the period March 1, 2014 to March 31, 2014. Copies of the cash disbursement schedules are available for inspection upon request by the Office of the United States Trustee.

Dated: 4/21/2014	Philip J. Gund, Chief Restructuring Office
	/s/ Philip J. Gund

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In re The SCOOTER Store Holdings, Inc. $\label{eq:Debtor} Debtor$

Case No. 13-10904-PJW Reporting Period: March 1, 2014 to March 31, 2014

MOR - 1b SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID This schedule is to include all retained professional payments from case inception to current month.

				Check		Amount Paid		Year-To-Date	
Payee	Period Covered	Amount Approved	Payor	Number	Date	Fees	Expenses	Fees	Expenses
NONE				_					

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 1c Declaration Regarding the cash Disbursement Schedule For period March 1, 2014 to March 31, 2014

Philip J. Gund hereby declares under penalty of perjury:

- 1. I am Chief Restructuring Officer for The Scooter Store Holdings, Inc., et. al., the above-captioned debtors and debtors in possession (collectively, the "Debtors"). I am familiar with the Debtors' day-to-day operations, business affairs and books and records.
- 2. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents, or my discussions with a contractor employed by the Company, a former employee of the Debtors. I am authorized to submit this Declaration on behalf of the Debtors (as listed in Appendix A).
- 3. To the best of my knowledge, all of the Debtors' bank balances are reconciled in an accurate and timely manner.

Dated: <u>4/21/2014</u>	Philip J. Gund, Chief Restructuring Office
	_/s/ Philip J. Gund

THE SCOOTER STORE

CONSOLIDATED STATEMENT OF OPERATIONS MONTH ENDED MARCH 31, 2014

(Unaudited)

	MONTH
	Mar-14
	Actual
Net sales	-
Cost of sales	
Gross profit	-
Operating expenses:	
Salaries and related costs	32,750
Advertising	-
Bad debts	(44,059)
Professional fees	70,000
Vehicle	-
Depreciation and amortization	-
Repairs and maintenance	-
Communications	-
Rent	-
Other (See Continuation Sheet)	(21,560)
Reduction in workforce charges	
Claims repayment agreement	
Total operating expenses	37,131
Operating income	(37,131)
Other income (expense):	
Interest expense	(326,262)
Interest income	160
Other (See Continuation Sheet)	
Income before income taxes	(363,233)
Income tax expense: State	
Net income (loss)	\$ (363,233)
Adjusted EBITDA	\$ (37,131)

Note: The Debtors prepare a Consolidating Statement of Operations on a quarterly basis. The Consolidating Statement of Operations (Attachment A) is for the quarter ended 3/31/2014.

In re The SCOOTER Store Holdings, Inc. $\label{eq:Debtor} \mbox{Debtor}$

Case No. 13-10904-PJW

STATEMENT OF OPERATIONS - continuation sheet

BREAKDOWN OF "OTHER" CATEGORY	Mar-14
Other Expenses	
Supplies & Equipment	-
Travel & Entertainment	-
Insurance - Property & Liability	-
Utilities	(24,578.91)
Postage & Shipping	-
Franchise & Property Tax	-
Licenses & Permits	-
Dues & Subscriptions	-
Moving & Relocation	-
Building Security	-
Customer Relations	-
Janitorial Services & Products	-
Penalties Expense	-
Other Operating Expense	-
Bank & Credit Card Charges	3,019.24
Sales Tax	-
Discounts Taken	-
Gain or Loss on Sale of Assets (See Notes)	-
Partnership Income-NB Off LTD	-
Other Income	-
To	otal (21,559.67)

THE SCOOTER STORE

CONSOLIDATED BALANCE SHEET 3/31/2014

)

(,	
	Mar-14 Actual
Assets	
Currents Assets	
Cash and cash equivalents	\$ 406,202
Trade accounts receivable,	
net of allowance for doubtful accounts	-
Net investment in sales-type leases	-
Inventories Prepaids and other	22,189
Cash - restricted	 1,280,106
Total current assets	 1,708,497
Property and equipment, net of depreciation	-
Deposits	8,025
Deferred tax asset	305,385
Deferred advertising	
Capitalized Debt Costs	
Investment in Partnerships	
Cash - restricted	
Total other assets	 313,410
	\$ 2,021,907
Liabilities and Stockholders' Equity	
Current Liabilities	
Book overdraft	\$ 36,607
Accounts payable	49,088
Accrued liabilities	691,869
Refunds due	
Note payable to shareholder	
Line of credit, net of discount	
Current portion of long-term debt	
Current portion of lease obligations Current portion of CMS claims repayment	
Deferred tax liability	6,892,227
Other current liabilities	 0,072,227
Total current liabilities	7,669,791
Senior term loan, net of discount	
Subordinated debt, net of discount	42,274,217
Long-term debt, less current portion	
Capital lease obligations, less current portion	
CMS claims repayment	18,332,833
Deferred grant and lease incentives	
Liabilities Subject to Compromise	51,515,311
Accrued interest on subordinated debt	
Warrant and Class A Share	
Total liabilities	119,792,152
Stockholders' Fauity	
Stockholders' Equity Common stock	10
Additional paid-in capital	26,932,413
Treasury Stock	(557,765)
Retained earnings (deficit)	 (144,144,903)
Total stockholders' equity	 (117,770,245)
	\$ 2,021,907

Note: The Debtors prepare a Consolidating Balance Sheet on a quarterly basis. The following Consolidating Balance Sheet (Attachment B) is as of quarter ending 3/31/201.

In re The SCOOTER Store Holdings, Inc. $\,$

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 4 Declaration Regarding Status of Postpetition Taxes For period March 1, 2014 to March 31, 2014

Philp J. Gund hereby declares under penalty of perjury:

- 1. I am Chief Restructuring Officer for The Scooter Store Holdings, Inc., et. al., the above-captioned debtors and debtors in possession (collectively, the "Debtors"). I am familiar with the Debtors' day-to-day operations, business affairs and books and records.
- 2. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents, or my discussions with a contractor employed by the Company, a former employee of the Debtors. I am authorized to submit this Declaration on behalf of the Debtors (as listed in Appendix A).
- 3. To the best of my knowledge, all of the Debtors have filed all necessary federal, state and local tax returns and made all required post-petition tax payments in connection therewith on a timely basis or have promptly remedied any late filing or payments that may have occurred due to unintentional oversight.

Dated: 4/21/2014	Philip J. Gund, Chief Restructuring Office
	_/s/ Philip J. Gund

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor Case No. 13-10904-PJW

MOR-4 CONT. SUMMARY OF UNPAID POSTPETITION DEBTS

Attach aged listing of accounts payable.

		Number of Days Past Due											
	Current	1-30	31-60	61-90	Over 90	Total							
Advertising						0.00							
Employee Benefits & Reimbursements						0.00							
Inventory & Freight					(47.00)	(47.00)							
Overhead					(0.45)	(0.45)							
Professional Fees		11,338.50	6,718.00	31,258.60		49,315.10							
Refunds						0.00							
Taxes						0.00							
Utilities					(179.42)	(179.42)							
Vehicles						0.00							
Other						0.00							
Total Postpetition Debts	0.00	11,338.50	6,718.00	31,258.60	(226.87)	49,088.23							

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MOR - 4 CONTINUATION SHEET AGED LISTING OF ACCOUNTS PAYABLE

Vendor ID:	Name:	Class ID:	Due	Current Period	31 - 45 Days	46 - 60 Days	61- 90 Days	91 & Over
P1584	BESTCARE, LLC	INVENTORY	(47.00)	=	-	-	=	(47.00)
P2518	COOLEY, LLP	LEGAL	2,502.50	=	1,630.60	-	871.90	-
P2531	COUSINS CHIPMAN & BROWN, LLP	LEGAL	1,526.30	=	1,526.30	-	=	-
P2436	MORGAN LEWIS & BOCKIUS, LLP	LEGAL	22,513.20	=	8,181.60	-	14,331.60	-
P2246	YOUNG CONAWAY STARGATT & TAYLOR, LLP	LEGAL	21,571.90	=	-	6,160.30	15,411.60	-
P2281	VERIZON	PHONES	(178.80)	=	-	-	=	(178.80)
P2437	EPIQ SYSTEMS	PROFESSION	1,201.20	-	-	557.70	643.50	-
P1807	SOURCEGAS ARKANSAS, INC	UTILITIES	(0.62)	-	-	-	-	(0.62)
P1761	CRYSTAL SPRINGS 14516524321786	WATER VDRS	(0.45)	-	-	-	-	(0.45)
		_	49,088.23	-	11,338.50	6,718.00	31,258.60	(226.87)

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor Case No. 13-10904-PJW

MOR - 5 ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	21,029,204.89
+ Amounts billed during the period	-
- Amounts collected during the period	-
Total Accounts Receivable at the end of the reporting period	\$21,029,204.89
Accounts Receivable Aging	Amount
0 - 30 days old	-
31 - 60 days old	-
61 - 90 days old	-
91+ days old	\$21,029,204.89
Total Accounts Receivable	\$21,029,204.89
Unapplied Payments	(4,342,738.32)
Amount considered uncollectible (Bad Debt) and Reclass Credit Balances	(\$16,686,466.57)
Accounts Receivable (Net)	\$0.00

Note:

^{1.} All Medicare related AR (primary, secondary, or tertiary) was written off and remaining AR is fully reserved.

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor Case No. 13-10904-PJW

MOR - 5 CONT. 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.		х
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		х
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	х	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	х	
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.		х

In re The SCOOTER Store Holdings, Inc. Chapter 11

Debtor Case No. 13-10904-PJW

Appendix A Listing of Debtor Entities

Case Name	Case Number
The SCOOTER Store Holdings, Inc.	13-10904-PJW
The SCOOTER Store - Albuquerque, L.L.C.	13-10907-PJW
The SCOOTER Store - Atlanta, L.L.C.	13-10908-PJW
The SCOOTER Store - Austin, LTD.	13-10909-PJW
The SCOOTER Store - Baltimore, L.L.C.	13-10910-PJW
The SCOOTER Store - Baton Rouge, L.L.C.	13-10911-PJW
The SCOOTER Store - Birmingham, L.L.C. The SCOOTER Store - Boca Raton, L.L.C.	13-10912-PJW 13-10913-PJW
The SCOOTER Store - Boston, L.L.C.	13-10914-PJW
The SCOOTER Store - Charleston, L.L.C.	13-10915-PJW
The SCOOTER Store - Charlotte, L.L.C.	13-10916-PJW
The SCOOTER Store - Chicago, L.L.C.	13-10917-PJW
The SCOOTER Store - Concord, L.L.C.	13-10918-PJW
The SCOOTER Store - Dallas, LTD	13-10919-PJW
The SCOOTER Store - Dayton, L.L.C.	13-10920-PJW
The SCOOTER Store - Denver, L.L.C.	13-10921-PJW
The SCOOTER Store - Des Moines, L.L.C.	13-10922-PJW
The SCOOTER Store - Detroit, L.L.C. The SCOOTER Store - Grand Rapids, L.L.C.	13-10923-PJW 13-10924-PJW
The SCOOTER Store - Green Bay, L.L.C.	13-10925-PJW
The SCOOTER Store - Greenville, L.L.C.	13-10926-PJW
The SCOOTER Store - Hartford, L.L.C.	13-10927-PJW
The SCOOTER Store - Houston, LTD	13-10929-PJW
The SCOOTER Store - Indianapolis, L.L.C.	13-10930-PJW
The SCOOTER Store - Jackson, L.L.C.	13-10931-PJW
The SCOOTER Store - Jacksonville, L.L.C.	13-10932-PJW
The SCOOTER Store - Kansas City, L.L.C.	13-10933-PJW
The SCOOTER Store - Knoxville, L.L.C.	13-10934-PJW
The SCOOTER Store - Las Vegas, L.L.C.	13-10935-PJW 13-10936-PJW
The SCOOTER Store - Levittown, L.L.C. The SCOOTER Store - Lincoln, L.L.C.	13-10937-PJW
The SCOOTER Store - Little Rock, L.L.C.	13-10938-PJW
The SCOOTER Store - Los Angeles, L.L.C.	13-10939-PJW
The SCOOTER Store - Louisville, L.L.C.	13-10940-PJW
The SCOOTER Store - Lubbock, LTD	13-10941-PJW
The SCOOTER Store - Madison, L.L.C.	13-10942-PJW
The SCOOTER Store - Minneapolis, L.L.C.	13-10944-PJW
The SCOOTER Store - Mobile, L.L.C.	13-10945-PJW
The SCOOTER Store - Nashville, L.L.C.	13-10946-PJW
The SCOOTER Store - Oklahoma City, L.L.C. The SCOOTER Store - Orlando, L.L.C.	13-10947-PJW 13-10948-PJW
The SCOOTER Store - Paterson, L.L.C.	13-10949-PJW
The SCOOTER Store - Philadelphia, L.L.C.	13-10951-PJW
The SCOOTER Store - Phoenix, L.L.C.	13-10952-PJW
The SCOOTER Store - Pittsburgh, L.L.C.	13-10953-PJW
The SCOOTER Store - Portland, L.L.C.	13-10954-PJW
The SCOOTER Store - Raleigh Durham, L.L.C.	13-10955-PJW
The SCOOTER Store - Richmond, L.L.C.	13-10956-PJW
The SCOOTER Store - Rochester, L.L.C.	13-10957-PJW
The SCOOTER Store - Sacramento, L.L.C.	13-10958-PJW 13-10959-PJW
The SCOOTER Store - Salt Lake City, L.L.C. The SCOOTER Store - San Antonio, LTD	13-10959-PJW 13-10960-PJW
The SCOOTER Store - San Diego, L.L.C.	13-10961-PJW
The SCOOTER Store - San Francisco, L.L.C.	13-10962-PJW
The SCOOTER Store - Schenectady, L.L.C.	13-10963-PJW
The SCOOTER Store - Seattle, L.L.C.	13-10964-PJW
The SCOOTER Store - Shreveport, L.L.C.	13-10965-PJW
The SCOOTER Store - Springfield, L.L.C.	13-10966-PJW
The SCOOTER Store - St. Louis, L.L.C.	13-10967-PJW
The SCOOTER Store - Toledo, L.L.C.	13-10968-PJW
The SCOOTER Store - Tulsa, L.L.C. The SCOOTER Store - West Virginia, L.L.C.	13-10969-PJW
The SCOOTER Store - West Virginia, L.L.C. The SCOOTER Store - Wichita, L.L.C.	13-10970-PJW 13-10972-PJW
The SCOOTER Store - Wichita, E.E.C. The SCOOTER Store - Wilkes-Barre, L.L.C.	13-10972-PJW 13-10973-PJW
The SCOOTER Store, Inc.	13-10974-PJW
The SCOOTER Store - USA, Inc.	13-10975-PJW
The SCOOTER Store - Development, L.L.C.	13-10976-PJW
The SCOOTER Store Financial Services, L.L.C.	13-10977-PJW
The SCOOTER Store Aviation, L.L.C.	13-10978-PJW
TSS Management Company, Inc.	13-10979-PJW
TSS Investments, Inc.	13-10980-PJW
The Scooter Store, LTD.	13-10981-PJW

ATTACHMENT A

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	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total	LTD CORP	TSS MGMT	TSS INVEST	AVIATION	FIN'L SERVICES SS	DEVELOPMEN	TSS Inc	TSS Inc
													_	Consolidated Before Elim
Sales Sales Tax Applied														
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses Bank & Credit Card Fees Contract Labor Employee Benefits							9,446.68 83,300.00							9,446.68 83,300.00
Insurance - Property & Liability Licenses & Permits Postage & Shipping Professional Fees	325.00	975.00	650.00	650.00	975.00	3,575.00	(91.47) 23,915.15 620.00 81,074.08	325.00	325.00	325.00	325.00	325.00	325.00	(91.47) 29,440.15 620.00 81,074.08
Property Taxes Rent Repairs & Maintenance Utilities Other Operating Expenses		(4,024.33)	(1,234.75)	102.31	28.75	(5,128.02)	4,569.24 3,483.96 (23,929.30) 2,341.45							(5,128.02) 4,569.24 3,483.96 (23,929.30) 2,341.45
Total Operating Expenses	325.00	(3,049.33)	(584.75)	752.31	1,003.75	(1,553.02)	184,729.79	325.00	325.00	325.00	325.00	325.00	325.00	185,126.77
Operating Income	(325.00)	3,049.33	584.75	(752.31)	(1,003.75)	1,553.02	(184,729.79)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(185,126.77)
Other Income Common Fund Interest Income - USA Common Fund Interest Income - Inc. Common Fund Interest Income - Holdir Other Income (excludes 74501)	ngs						1,757,689.16 242,741.26 153,025.48 (8,969.04)							1,757,689.16 242,741.26 153,025.48 (8,969.04)
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	2,144,486.86	0.00	0.00	0.00	0.00	0.00	0.00	2,144,486.86
Other Expenses Bad Debt Expense Common Fund Interest Interest Expense	4,411.18	(4,554.37) 113,001.86	(9,997.30) 165,053.04	(1,484.72) (107,688.61)	(6,569.03) 65,561.22	(22,605.42) 240,338.69	1,005,376.30					2,402.57		(22,605.42) 242,741.26 1,005,376.30
Total Other Expenses	4,411.18	108,447.49	155,055.74	(109,173.33)	58,992.19	217,733.27	1,005,376.30	0.00	0.00	0.00	0.00	2,402.57	0.00	1,225,512.14
Total Other Income and Expenses	(4,411.18)	(108,447.49)	(155,055.74)	109,173.33	(58,992.19)	(217,733.27)	1,139,110.56	0.00	0.00	0.00	0.00	(2,402.57)	0.00	918,974.72
Net Income Before Taxes	(4,736.18)	(105,398.16)	(154,470.99)	108,421.02	(59,995.94)	(216,180.25)	954,380.77	(325.00)	(325.00)	(325.00)	(325.00)	(2,727.57)	(325.00)	733,847.95
Net Income ===	(4,736.18)	(105,398.16)	(154,470.99)	108,421.02	(59,995.94)	(216,180.25)	954,380.77	(325.00)	(325.00)	(325.00)	(325.00)	(2,727.57)	(325.00)	733,847.95

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_	Eliminations	TSS Inc Consolidated	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA I	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL
	_	Consolidated												
Sales														
Sales Tax Applied	\$0.00	\$0.00												
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses														
Bank & Credit Card Fees	0.00	9,446.68												
Contract Labor	0.00	83,300.00												
Employee Benefits	0.00	0.00												
Insurance - Property & Liability	0.00	(91.47)												
Licenses & Permits	0.00	29,440.15	975.00	650.00	975.00	975.00	975.00	975.00	975.00	975.00	975.00	975.00	650.00	1,625.00
Postage & Shipping Professional Fees	0.00	620.00												
Protessional Fees Property Taxes	0.00	81,074.08												3.318.25
Rent	0.00	(5,128.02) 4.569.24												(750.00)
Repairs & Maintenance	0.00	3,483,96												(750.00)
Utilities	0.00	(23,929.30)							(842.29)		(93.71)			
Other Operating Expenses	0.00	2.341.45							(042.29)		(93.71)			
Other Operating Expenses		2,341.43												
Total Operating Expenses	0.00	185,126.77	975.00	650.00	975.00	975.00	975.00	975.00	132.71	975.00	881.29	975.00	650.00	4,193.25
Operating Income	0.00	(185,126.77)	(975.00)	(650.00)	(975.00)	(975.00)	(975.00)	(975.00)	(132.71)	(975.00)	(881.29)	(975.00)	(650.00)	(4,193.25)
Other Income														
Common Fund Interest Income - U	0.00	1.757.689.16												
Common Fund Interest Income - In	242,741.26	0.00												
Common Fund Interest Income - H	0.00	153,025.48												
Other Income (excludes 74501)	0.00	(8,969.04)												
Total Other Income	242,741.26	1,901,745.60	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
011 5														
Other Expenses	0.00	(00.005.40)	(0.040.50)	(0.405.74)	(0.050.00)	(5.700.00)	(4 500 00)	(4.045.07)	(4.040.00)	(0.500.40)	(4.000.00)	(0.000.05)	(0.007.04)	(40.450.50)
Bad Debt Expense Common Fund Interest	0.00	(22,605.42)	(2,948.53)	(2,405.71)	(2,859.96)	(5,782.82)	(1,589.86)	(4,045.37)	(1,018.29)	(3,522.43)	(1,689.00)	(2,392.95)	(3,007.24)	(10,158.59)
	242,741.26	0.00	148,176.78	(57,228.44)	155,798.90	(440,278.03)	304,851.58	721,051.02	309,960.21	(150,208.19)	12,457.74	12,608.62	243,212.82	623,071.94
Interest Expense	0.00	1,005,376.30												
Total Other Expenses	242,741.26	982,770.88	145,228.25	(59,634.15)	152,938.94	(446,060.85)	303,261.72	717,005.65	308,941.92	(153,730.62)	10,768.74	10,215.67	240,205.58	612,913.35
Total Other Income and Expenses	0.00	918,974.72	(145,228.25)	59,634.15	(152,938.94)	446,060.85	(303,261.72)	(717,005.65)	(308,941.92)	153,730.62	(10,768.74)	(10,215.67)	(240,205.58)	(612,913.35)
Net Income Before Taxes	0.00	733,847.95	(146,203.25)	58,984.15	(153,913.94)	445,085.85	(304,236.72)	(717,980.65)	(309,074.63)	152,755.62	(11,650.03)	(11,190.67)	(240,855.58)	(617,106.60)
Net Income	0.00	733,847.95	(146,203.25)	58,984.15	(153,913.94)	445,085.85	(304,236.72)	(717,980.65)	(309,074.63)	152,755.62	(11,650.03)	(11,190.67)	(240,855.58)	(617,106.60)
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-	Boca Raton, FL	Atlanta, GA	Springfield, IL	Chicago, IL	Indianpolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI
Sales Sales Tax Applied									(\$202.99)					
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(202.99)	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(202.99)	0.00	0.00	0.00	0.00	0.00
Operating Expenses Bank & Credit Card Fees Contract Labor Employee Benefits Insurance - Property & Liability Licenses & Permits Postage & Shipping	975.00	975.00	650.00	975.00	975.00	975.00		975.00	975.00	650.00	975.00	325.00	975.00	975.00
Professional Fees Property Taxes Rent Repairs & Maintenance Utilities Other Operating Expenses	977.33													
Total Operating Expenses	1,952.33	975.00	650.00	975.00	975.00	975.00	0.00	975.00	975.00	650.00	975.00	325.00	975.00	975.00
Operating Income	(1,952.33)	(975.00)	(650.00)	(975.00)	(975.00)	(975.00)	0.00	(975.00)	(1,177.99)	(650.00)	(975.00)	(325.00)	(975.00)	(975.00)
Other Income Common Fund Interest Income - U Common Fund Interest Income - Ir Common Fund Interest Income - H Other Income (excludes 74501)														
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses Bad Debt Expense Common Fund Interest Interest Expense	(2,525.77) 637,956.54	(6,042.12) (196,342.32)	(903.47) (154,005.02)	(3,158.86) 46,200.26	(3,534.02) (207,909.15)	(2,690.42) (123,424.40)	(870.61)	(5,180.87) (384,972.11)		(2,747.58) 33,060.25	(5,553.03) (65,679.32)	74,259.23	(5,485.97) (108,678.89)	(3,475.22) (178,794.31)
Total Other Expenses	635,430.77	(202,384.44)	(154,908.49)	43,041.40	(211,443.17)	(126,114.82)	(870.61)	(390,152.98)	218,895.92	30,312.67	(71,232.35)	74,259.23	(114,164.86)	(182,269.53)
Total Other Income and Expenses	(635,430.77)	202,384.44	154,908.49	(43,041.40)	211,443.17	126,114.82	870.61	390,152.98	(218,895.92)	(30,312.67)	71,232.35	(74,259.23)	114,164.86	182,269.53
Net Income Before Taxes	(637,383.10)	201,409.44	154,258.49	(44,016.40)	210,468.17	125,139.82	870.61	389,177.98	(220,073.91)	(30,962.67)	70,257.35	(74,584.23)	113,189.86	181,294.53
Net Income	(637,383.10)	201,409.44	154,258.49	(44,016.40)	210,468.17	125,139.82	870.61	389,177.98	, , ,	(30,962.67)	70,257.35	(74,584.23)	113,189.86	181,294.53
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	Minneapolis, MN	Albuquerque, NM	Jackson, MS	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY	Charlotte, NC	Raleigh, NC
Sales Sales Tax Applied														
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses Bank & Credit Card Fees Contract Labor														
Employee Benefits Insurance - Property & Liability								(28.00)						
Licenses & Permits Postage & Shipping Professional Fees	975.00	975.00	650.00	975.00	1,300.00	325.00	650.00	975.00	325.00	975.00	650.00	975.00	975.00	975.00
Property Taxes Rent Repairs & Maintenance		47.71												
Utilities Other Operating Expenses			68.28					(61.87)			(203.66)			
Total Operating Expenses	975.00	1,022.71	718.28	975.00	1,300.00	325.00	650.00	885.13	325.00	975.00	446.34	975.00	975.00	975.00
Operating Income	(975.00)	(1,022.71)	(718.28)	(975.00)	(1,300.00)	(325.00)	(650.00)	(885.13)	(325.00)	(975.00) (446.34)	(975.00)	(975.00)	(975.00)
Other Income Common Fund Interest Income - I Common Fund Interest Income - I Common Fund Interest Income - I Other Income (excludes 74501)	1													
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses Bad Debt Expense Common Fund Interest Interest Expense	(6,751.34) 4,900.63		(830.41) 34,513.96	(2,454.88) (410,119.37)		(694.93)	(2,795.22) 206,044.11	(1,402.54) (108,535.53)	51,430.73	(6,257.85 489,197.94		(3,063.61) 219,530.30	(4,590.44) 1,207.68	(3,361.31) (217,868.67)
Total Other Expenses	(1,850.71)	2,302.55	33,683.55	(412,574.25)	(9,635.80)	(694.93)	203,248.89	(109,938.07)	51,430.73	482,940.09	9 (19,442.84)	216,466.69	(3,382.76)	(221,229.98)
Total Other Income and Expenses	1,850.71	(2,302.55)	(33,683.55)	412,574.25	9,635.80	694.93	(203,248.89)	109,938.07	(51,430.73)	(482,940.09) 19,442.84	(216,466.69)	3,382.76	221,229.98
Net Income Before Taxes	875.71	(3,325.26)	(34,401.83)	411,599.25	8,335.80	369.93	(203,898.89)	109,052.94	(51,755.73)	(483,915.09) 18,996.50	(217,441.69)	2,407.76	220,254.98
Net Income	875.71	(3,325.26)	(34,401.83)	411,599.25	.,	369.93	(203,898.89)	109,052.94	(51,755.73)	(483,915.09) 18,996.50	(217,441.69)	2,407.76	220,254.98

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-	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA
Sales Sales Tax Applied														
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses Bank & Credit Card Fees Contract Labor Employee Benefits Insurance - Property & Liability Licenses & Permits Postage & Shipping Professional Fees Property Taxes Rent Repairs & Maintenance Utilities Other Operating Expenses Total Operating Expenses Operating Income	325.00 325.00 (325.00)	975.00 975.00 (975.00	0 975.00	325.00 325.00 (325.00)	975.00 975.00 (975.00)	975.00 975.00 (975.00)	975.00 975.00 (975.00)	650.00 650.00 (650.00)	325.00 325.00 (325.00)	975.00 975.00 (975.00)	650.00 650.00 (650.00)	975.00 975.00 (975.00)	650.00	975.00 975.00 (975.00)
Other Income Common Fund Interest Income - U Common Fund Interest Income - Ir Common Fund Interest Income - Ir Other Income (excludes 74501)	, ,	(0.000	, (616.88)	(020:00)	(0.0.00)	(0.0.00)	(67 6.66)	(666.66)	(020.00)	(616.66)	(655.65)	(0.0.00)	(666.66)	(0.0.00)
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses Bad Debt Expense Common Fund Interest Interest Expense	(31,587.17)	(5,120.41 (96,380.09		(90,502.46)	(2,766.89) 192,602.71	(5,494.83) 283,268.92	(7,675.35) 178,533.04	(2,218.31) (26,483.23)	27,254.40	(5,230.33) 211,056.90	(6,730.80) (80,677.94)	(2,810.19) (43,166.58)		(3,025.97) (282,452.96)
Total Other Expenses	(31,587.17)	(101,500.50	(223,960.25)	(90,502.46)	189,835.82	277,774.09	170,857.69	(28,701.54)	27,254.40	205,826.57	(87,408.74)	(45,976.77)	112,392.57	(285,478.93)
Total Other Income and Expenses	31,587.17	101,500.50	0 223,960.25	90,502.46	(189,835.82)	(277,774.09)	(170,857.69)	28,701.54	(27,254.40)	(205,826.57)	87,408.74	45,976.77	(112,392.57)	285,478.93
Net Income Before Taxes	31,262.17	100,525.50	0 222,985.25	90,177.46	(190,810.82)	(278,749.09)	(171,832.69)	28,051.54	(27,579.40)	(206,801.57)	86,758.74	45,001.77	(113,042.57)	284,503.93
Net Income	31,262.17	100,525.50		90,177.46	(190,810.82)	(278,749.09)	(171,832.69)	28,051.54	(27,579.40)	(206,801.57)	86,758.74	45,001.77	(-/ /	284,503.93
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-	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc.	USA, Inc.	USA, Inc.	USA, Inc.	TSS, Inc.	TSS Holdings	Eliminations	TSSH
				-	Only	Consolidated Before Elim	Eliminations	Consolidated	Consolidated	_	INC, USA & Holdings	Consolidated
Sales Sales Tax Applied						(\$202.99)		(\$202.99)	\$0.00		\$0.00	(\$202.99)
Net Sales	0.00	0.00	0.00	0.00	0.00	(202.99)	0.00	(202.99)	0.00	0.00	0.00	(202.99)
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	(202.99)	0.00	(202.99)	0.00	0.00	0.00	(202.99)
Operating Expenses Bank & Credit Card Fees Contract Labor Employee Benefits Insurance - Property & Liability Licenses & Permits Postage & Shipping Professional Fees Property Taxes Rent Repairs & Maintenance	975.00	975.00	325.00	975.00	325.00	(28.00) 49,075.00 4,343.29 (750.00)		0.00 0.00 (28.00) 0.00 49,075.00 0.00 4,343.29 (750.00)	9,446.68 83,300.00 0.00 (91.47) 29,440.15 620.00 81,074.08 (5,128.02) 4,559.24 3,483.96	325.00	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.0	9,446.68 83,300.00 (28.00) (91.47) 78,840.15 620.00 81,074.08 (784.73) 3,819.24 3,483.96
Utilities Other Operating Expenses		(292.10)				(1,425.35)		(1,425.35) 0.00	(23,929.30) 2,341.45		0.00 0.00	(25,354.65) 2,341.45
Total Operating Expenses	975.00	682.90	325.00	975.00	325.00	51,214.94	0.00	51,214.94	185,126.77	325.00	0.00	236,666.71
Operating Income	(975.00)	(682.90)	(325.00)	(975.00)	(325.00)	(51,417.93)	0.00	(51,417.93)	(185,126.77)	(325.00)	0.00	(236,869.70)
Other Income Common Fund Interest Income - U Common Fund Interest Income - Ir Common Fund Interest Income - H Other Income (excludes 74501)								0.00 0.00 0.00 0.00	1,757,689.16 0.00 153,025.48 (8,969.04)		1,757,689.16 0.00 153,025.48 0.00	0.00 0.00 0.00 (8,969.04)
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,901,745.60	0.00	1,910,714.64	(8,969.04)
Other Expenses Bad Debt Expense Common Fund Interest Interest Expense	(3,006.19) 166,653.47	(2,546.93) (236,878.53)	(10,048.38)	(3,083.38) (92,218.35)	69,517.96	(178,698.61) 1,757,689.16		(178,698.61) 1,757,689.16 0.00	(22,605.42) 0.00 1,005,376.30	153,025.48	0.00 1,910,714.64 0.00	(201,304.03) 0.00 1,005,376.30
Total Other Expenses	163,647.28	(239,425.46)	(10,048.38)	(95,301.73)	69,517.96	1,578,990.55	0.00	1,578,990.55	982,770.88	153,025.48	1,910,714.64	804,072.27
Total Other Income and Expenses	(163,647.28)	239,425.46	10,048.38	95,301.73	(69,517.96)	(1,578,990.55)	0.00	(1,578,990.55)	918,974.72	(153,025.48)	0.00	(813,041.31)
Net Income Before Taxes Net Income	(164,622.28)	238,742.56	9,723.38	94,326.73 94,326.73	(69,842.96) (69,842.96)	(1,630,408.48)	0.00	(1,630,408.48)	733,847.95	(153,350.48)	0.00	(1,049,911.01)
			-,	94,320.73	,	,						

ATTACHMENT B

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	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total	LTD CORP	TSS MGMT	TSS INVEST	AVIATION	FINIL CVCC	SS DEVELOPMEN	TOO Is a CONI V	TSS Inc	Eliminations	TSS Inc	Mobile, AL	Diaminahan Al
-	Austin	Dallas	Houston	LUDDOCK	San Antonio	before	before	155 MGMT	155 INVEST	AVIATION	FINLSVCS	55 DEVELOPMEN	155 INCI ONLT	Consolidated	Eliminations	Consolidated	MODILE, AL	Birmingham, AL
					=	Elim	Elim						=	Before Elim	_			
Assets																		
Current Assets Cash & Cash Equivalent Operating-Corporate Wells Fargo-TSS Mgmt. Co. Inc. Bank of America-TSS Aviation							\$385,354.92	16,335.73		4,511.25				\$385,354.92 16,335.73 4,511.25	\$0.00 0.00 0.00	\$385,354.92 16,335.73 4,511.25		
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	385,354.92	16,335.73	0.00	4,511.25	0.00	0.00	0.00	406,201.90	0.00	406,201.90	0.00	0.00
Accounts Receivable Accounts Receivable-Trade Allowance for Doubtful Accounts Shareholder Advance- DH Intercompany Receivable		475,770.84 (377,656.86)	1,044,366.73 (828,996.31)	155,100.21 (123,115.27)	686,231.97 (544,716.47)	2,361,469.75 (1,874,484.91)	(4,342,738.32) 14,188,239.44							(1,981,268.57) (1,874,484.91) 0.00 0.00 14,188,239.44	0.00 0.00 0.00 0.00 130,855.44	(1,981,268.57) (1,874,484.91) 0.00 0.00 14,057,384.00	308,028.86 (244,506.89)	251,311.99 (199,486.15)
Other Due To/From				3,636,319.93			1,439,465.68 72,871,185.95	(2,609.35)	(50,256.81)	(1,362.20)	11,582.97	(975.00)	786,278.80	2,182,124.09 72,871,185.95	6,133.85 8,248,119.71	2,175,990.24 64,623,066.24		1,934,365.05
Total Accounts Receivable	0.00	98,113.98	215,370.42	3,668,304.87	141,515.50	486,984.84	84,156,152.75	(2,609.35)	(50,256.81)	(1,362.20)	11,582.97	(975.00)	786,278.80	85,385,796.00	8,385,109.00	77,000,687.00	63,521.97	1,986,190.89
Inventory																		
Prepaid & Other																		
Restricted Cash - Current							1,280,106.49							1,280,106.49	0.00	1,280,106.49		
Total Current Assets	0.00	98,113.98	215,370.42	3,668,304.87	141,515.50	486,984.84	85,821,614.16	13,726.38	(50,256.81)	3,149.05	11,582.97	(975.00)	786,278.80	87,072,104.39	8,385,109.00	78,686,995.39	63,521.97	1,986,190.89
Property, Plant, and Equipment																		
Computer Software & Hardware Accumulated Depreciation Other							191,656.06 (191,656.06)							191,656.06 (191,656.06)	0.00 0.00	191,656.06 (191,656.06)		
Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Mgmt Investment in TSS - Mgmt Investment in TSS - Invest Inc Investment in TSS - Aviation Investment in TSS - Aviation Investment in TSS - Investment of TSSH in INC Investment in TSS - Investment of TSSH in INC Investment in TSS - Investment in LTD Investment in LTD Investment in LTD Investment in LTD-Invest Inc Investment in TSS LTD-Mgmt Investment in TSS LTD-Mgmt USA Investment in TSS LTD-Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current							8,024.96 (2,512,268.66)	(393,058,95) 5,601.18 36,848.70	(43,250,296.81) 554,497.35 3,648,066.82				(43,259,503,61) (381,595,91) 5,601,18 554,497,53 36,848,70 3,648,068,20 (133,505,23) 11,907,97	8,024,96 (43,259,503,61) (381,595,91) 5,601,18 554,497.35 36,848.70 3,648,068.22 (133,505,23) 11,907,70 0,00 0,00 (43,643,355,76) 5,601,18 554,497,35 36,848,70 3,648,068.82 (79,463,49) (2,512,268,66) 0,00	(43,259,503,61) (381,595,91) 5,601,18 554,497,35 0,00 (133,505,23) 11,907,00 0,00 (43,643,355,76) 5,601,18 554,497,35 0,00 0,00 0,00 0,00 0,00 0,00 0,00 0	8,024,96 0.00 0.00 0.00 36,948,70 3,648,066,82 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.		
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	(2,504,243.70)	(350,609.07)	(39,047,732.64)	0.00	0.00	0.00	(39,597,146.22)	(81,499,731.63)	(86,365,318.97)	4,865,587.34	0.00	0.00
Total Assets	0.00	98,113.98	215,370.42	3,668,304.87	141,515.50	486,984.84	83,317,370.46	(336,882.69)	(39,097,989.45)	3,149.05	11,582.97		(38,810,867.42)	5,572,372.76	(77,980,209.97)	83,552,582.73	63,521.97	1,986,190.89

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_	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total	LTD CORP	TSS MGMT	TSS INVEST	AVIATION	FIN'L SVCS S	S DEVELOPMEN	TSS Incl ONLY	TSS Inc	Eliminations	TSS Inc	Mobile, AL	Birmingham, AL
					_	before Elim	before Elim						-	Consolidated Before Elim	-	Consolidated		
Liabilities and Equity					_								=					
Current Liabilities																		
Accounts Payable A/P Trade Accrued Payroll Accrued A/P Intercompany Payable Due To/From	149,195.40	3,829,822.20	5,606,566.84		2,216,464.14	8,165,728.65	\$85,695.23 19,250.00 360,000.00	1,175.00		130,855.44		81,216.06		\$85,695.23 19,250.00 360,000.00 130,855.44 8,248,119.71	\$0.00 0.00 0.00 130,855.44 8,248,119.71	\$85,695.23 19,250.00 360,000.00 0.00 0.00	5,009,154.23	
Total Accounts Payable	149,195.40	3,829,822.20	5,606,566.84	0.00	2,216,464.14	8,165,728.65	464,945.23	1,175.00	0.00	130,855.44	0.00	81,216.06	0.00	8,843,920.38	8,378,975.15	464,945.23	5,009,154.23	0.00
Taxes Payable Property Taxes Sales Tax and Other Fees Payable	813.00	1,758.00	636.00	322.15	41,680.40 942.00	41,680.40 4,471.15	49,279.76							90,960.16 4,471.15	0.00 0.00	90,960.16 4,471.15	232.98	95.88
Total Taxes Payable	813.00	1,758.00	636.00	322.15	42,622.40	46,151.55	49,279.76	0.00	0.00	0.00	0.00	0.00	0.00	95,431.31	0.00	95,431.31	232.98	95.88
Interest Payable										6,133.85				6,133.85	6,133.85	0.00		
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,133.85	0.00	0.00	0.00	6,133.85	6,133.85	0.00	0.00	0.00
Other Current Liabilities Deferred Tax Liability - Current Valuation Allowance - Current														0.00 0.00	0.00 0.00	0.00 0.00		
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	150,008.40	3,831,580.20	5,607,202.84	322.15	2,259,086.54	8,211,880.20	514,224.99	1,175.00	0.00	136,989.29	0.00	81,216.06	0.00	8,945,485.54	8,385,109.00	560,376.54	5,009,387.21	95.88
Long-Term Debt And Other Liab. N/P - Sun Capital N/P - CMS							42,274,216.75 18,332,832.53							42,274,216.75 18,332,832.53	0.00 0.00	42,274,216.75 18,332,832.53		
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	60,607,049.28	0.00	0.00	0.00	0.00	0.00	0.00	60,607,049.28	0.00	60,607,049.28	0.00	0.00
Liabilities Subject to Compromise					14,561.40	14,561.40	49,866,779.88	1,413.00	(40,725.00)					49,842,029.28	0.00	49,842,029.28	1,125.17	579.16
Total Liabilities	150,008.40	3,831,580.20	5,607,202.84	322.15	2,273,647.94	8,226,441.60	110,988,054.15	2,588.00	(40,725.00)	136,989.29	0.00	81,216.06	0.00	119,394,564.10	8,385,109.00	111,009,455.10	5,010,512.38	675.04
Stockholder's Equity Common Stock, 1000 Shares, No Par Common Stock, Mgmt Common Stock, Investments								100.00	100.00				100,687.50	100,687.50 100.00 100.00 0.00	0.00 100.00 100.00 0.00	100,687.50 0.00 0.00 0.00		
Common Stock, Holdings Additional Paid-in-Capital Common Addition Paid-in-Capital-Investment Addition Paid-in-Capital-Mgmt Addition Paid-in-Capital TSS Financia Addition Paid-in-Capital Stock Options							3,250,000.00	(486,239.27)	(53,507,835.43)		25,000.00		1,359,169.22	19,503,642.02 (53,507,835.43) (486,239.27) 25,000.00	0.00 0.00 (53,507,835.43) (486,239.27) 25,000.00 0.00	0.00 19,503,642.02 0.00 0.00 0.00 1.359.169.22		
Addition Paid-in-Capital - TSS Develop Addition Paid-in-Capital - Mgmt Inc Additon Paid-in-Capital - Invest Inc Additon Paid-in-Capital - CS Holdings Addition Paid-in-Capital - Mgmt USA	pment							5,601.18 36,848.70	554,497.35			75,000.00		75,000.00 5,601.18 554,497.35 0.00 36,848.70	75,000.00 5,601.18 554,497.35 0.00 0.00	0.00 0.00 0.00 0.00 0.00 36,848.70		
Addition Paid-in-Capital - Invest USA Partnership Capital - Mgmt Partners Capital - Mgmt Inc Partners Capital - Invest Inc Partners Capital - Mgmt USA Partners Capital - Invest USA	(1,452.71)	(36,280.64)	(52,373.63)	35,595.62	(20,721.36)	(75,232.72)	(317,826.23) 5,601.18 554,497.35 36,848.70 3,648,066.82		3,648,066.82					3,648,066.82 (393,058.95) 5,601.18 554,497.35 36,848.70 3,648,066.82	0.00 (393,058.95) 5,601.18 554,497.35 0.00 0.00	3,648,066.82 0.00 0.00 0.00 36,848.70 3,648,066.82		
Partnership Capital - Investment Equity - LLC Member Equity - Aviation Treasury Stock Retained Earnings Retained Earnings Net Profit((Loss)	(143,819.41) (4,736.18)	(3,591,787.46)	(5,184,987.84)	3,523,967.04 108,421.02	(2,051,414.96)	(7,448,042.63)	(35,802,254.16) 954,380.77	104,543.64 (325.00)	10,248,231.82 (325.00)	(133,505.23)	(13,092.03) (325.00)	(154,463.49) (2,727.57)	(278,882.50) (56,245,160.72) (325.00)	(43,250,296.79) 0.00 (133,505.23) (278,882.50) (56,245,160.72) 10,185,219.94 733,847.95	(43,250,296.79) 0.00 (133,505.23) 0.00 0.00 10,185,219.94 0.00	0.00 0.00 0.00 (278,882.50) (56,245,160.72) 0.00 733,847.95	(4,800,786.66) (146,203.25)	1,926,533.23 58,984.15
Total Stockholder's Equity	(150,008.30)	(3,733,466.26)	(5,391,832.46)	3,667,983.68	(2,132,132.26)	(7,739,455.60)	(27,670,685.57)	(339,470.75)	(39,057,264.44)	(133,830.23)	11,582.97	(82,191.06)			(86,365,318.67)	(27,456,865.49)	(4,946,989.91)	1,985,517.38
Total Liabilities and Equity	0.10	98,113.94	215,370.38	3,668,305.83	141,515.68	486,986.00	83,317,368.58	(336,882.75)	(39,097,989.44)	3,159.06	11,582.97	(975.00)	(38,810,869.48)	5,572,379.94	(77,980,209.67)	83,552,589.61	63,522.47	1,986,192.42
===	(0.10)					(1.16)			(0.01)					(7.18)		(6.88)		(1.53)
	(0.10)	0.04	0.04	(0.96)	(0.16)	(1.10)	1.00	0.06	(0.01)	(10.01)	0.00	0.00	2.06	(7.10)	(0.30)	(0.00)	(0.50)	(1.55)

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=	Phoenix, AZ	Little Rock, AR Sa	an Francisco, CA L	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA	Springfield, IL	Chicago, IL	Indianpolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY
Assets																		
Current Assets Cash & Cash Equivalent Operating-Corporate Wells Fargo-TSS Mgmt. Co. Inc. Bank of America-TSS Aviation																		
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accounts Receivable Accounts Receivable-Trade Allowance for Doubtful Accounts Shareholder Advance- DH Shareholder Advance- OH Intercompany Receivable Other	298,764.94 (236,979.30)	604,102.09 (479,523.51)	166,084.74 (132,139.27)	422,598.86 (332,719.25)		367,970.16 (288,850.17)	176,440.74 (140,054.93)			1,061,215.43 (842,370.46)		631,189.53 (501,024.95)	94,380.81 (74,917.49)	329,989.62 (261,938.80)	369,181.11 (293,048.19)	(223,095.18)	20,400.00	541,218.58 (429,607.91)
Due To/From		14,882,743.24				5,077,335.14						6,636,835.19			7,027,836.31	4,171,946.48	29,429.39	13,013,203.11
Total Accounts Receivable	61,785.64	15,007,321.82	33,945.47	89,879.61	21,582.86	5,156,455.13	36,385.81	51,551.02	64,784.61	218,844.97	54,412.47	6,766,999.77	5,225,226.62	68,050.82	7,103,969.23	4,229,905.84	29,429.39	13,124,813.78
Inventory																		
Prepaid & Other																		
Restricted Cash - Current																		
Total Current Assets	61,785.64	15,007,321.82	33,945.47	89,879.61	21,582.86	5,156,455.13	36,385.81	51,551.02	64,784.61	218,844.97	54,412.47	6,766,999.77	5,225,226.62	68,050.82	7,103,969.23	4,229,905.84	29,429.39	13,124,813.78
Property, Plant, and Equipment																		
Computer Software & Hardware Accumulated Depreciation Other																		
Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Mgmt usA Investment in TSS invest UsA Investment in TSS inventacial Servic Investment in TSS in In INC Investment of TSSH in INC Investment of TSSH in INCA Investment in LTD Invest Inc Investment in LTD Invest Inc Investment in TSS LTD Mgmt Investment in TSS LTD Mgmt Investment in TSS LTD Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current																		
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	61,785.64	15,007,321.82	33,945.47	89,879.61	21,582.86	5,156,455.13	36,385.81	51,551.02	64,784.61	218,844.97	54,412.47	6,766,999.77	5,225,226.62	68,050.82	7,103,969.23	4,229,905.84	29,429.39	13,124,813.78

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_	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA	Springfield, IL	Chicago, IL	Indianpolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY
Liabilities and Equity																		
Current Liabilities Accounts Payable A/P Trade Accrued Payroll Accrued A/P Intercompany Payable Due To/From	5,266,808.80		10,305,327.24	24,374,371.14	10,477,386.20		421,336.89	426,460.67	8,221,633.63	21,080,361.52	21,570,227.79			1,561,979.25				
Total Accounts Payable	5,266,808.80	0.00	10,305,327.24	24,374,371.14	10,477,386.20	0.00	421,336.89	426,460.67	8,221,633.63	21,080,361.52	21,570,227.79	0.00	0.00	1,561,979.25	0.00	0.00	0.00	0.00
Taxes Payable Property Taxes Sales Tax and Other Fees Payable	249.44	6,922.43		194.67	271.53	241.70	11,660.00	112.53		4,285.78		8,843.06			441.04			1,633.14
Total Taxes Payable	249.44	6,922.43	0.00	194.67	271.53	241.70	11,660.00	112.53	0.00	4,285.78	0.00	8,843.06	0.00	0.00	441.04	0.00	0.00	1,633.14
Interest Payable		0,022.10					,			.,		-,						.,
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities Deferred Tax Liability - Current Valuation Allowance - Current																		
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	5,267,058.24	6,922.43	10,305,327.24	24,374,565.81	10,477,657.73	241.70	432,996.89	426,573.20	8,221,633.63	21,084,647.30	21,570,227.79	8,843.06	0.00	1,561,979.25	441.04	0.00	0.00	1,633.14
Long-Term Debt And Other Liab. N/P - Sun Capital N/P - CMS																		
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise	4,008.84	13,463.72	(96.50)	282.12	431.61	2.22	13,293.73	718.86	8,674.00	10,043.48		3,811.95			180.14			1,503.06
Total Liabilities	5,271,067.08	20,386.15	10,305,230.74	24,374,847.93	10,478,089.34	243.92	446,290.62	427,292.06	8,230,307.63	21,094,690.78	21,570,227.79	12,655.01	0.00	1,561,979.25	621.18	0.00	0.00	3,136.20
Stockholder's Equity Common Stock, 1000 Shares, No Common Stock, Mgmt Common Stock, Mgmt Common Stock, Hotslings Additional Paid-in-Capital Common Addition Paid-in-Capital-Investmer Addition Paid-in-Capital-Investmer Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital - Invest Inc Addition Paid-in-Capital - Invest Inc Addition Paid-in-Capital - Invest Inc Addition Paid-in-Capital - Mgmt Partners Capital - Invest Inc	(5,055,366.48) (153,913.94)	14,541,84 <u>9</u> .77 445,085.85	(9,967,050.53)	(23,566,987,20)	(10,147,431.84)	5,003,456.55 152,755.62	(398,255.78) (11,650.03)	(364,551.39)	(7,924,665.11) (240,855.58)	(20,258,741.20)	(20,878,436.52) (637,383.10)	6,552,936.32 201,409.44	5,070,968.07 154,258.49	(1,449,913.09)	6,892,881.90 210,468.17	4,104,765.02 125,139.82	28,558.78 870.61	12,732,499,89 389,177,98
Total Stockholder's Equity	(5,209,280.42)	14,986,935.62	(10,271,287.25)	(24,284,967.85)	(10,456,506.47)	5,156,212.17	(409,905.81)	(375,742.06)	(8,165,520.69)	(20,875,847.80)	(21,515,819.62)	6,754,345.76	5,225,226.56	(1,493,929.49)	7,103,350.07	4,229,904.84	29,429.39	13,121,677.87
Total Liabilities and Equity	61,786.66	15,007,321.77	33,943.49	89,880.08	21,582.87	5,156,456.09	36,384.81	51,550.00	64,786.94	218,842.98	54,408.17	6,767,000.77	5,225,226.56	68,049.76	7,103,971.25	4,229,904.84	29,429.39	13,124,814.07
_	(1.02)	0.05	1.98	(0.47)	(0.01)	(0.96)	1.00	1.02	(2.33)	1.99	4.30	(1.00)	0.06	1.06	(2.02)	1.00	0.00	(0.29)

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The SCOOTER Store, Inc. Consolidated Balance Sheet For the Three Months Ending March 31, 2014

	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY I	Rochester, NY
													-					
Assets																		
Current Assets Cash & Cash Equivalent Operating-Corporate Wells Fargo-TSS Mgmt. Co. Inc. Bank of America-TSS Aviation																		
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accounts Receivable Accounts Receivable-Trade Allowance for Doubtful Accounts Shareholder Advance- DH Shareholder Advance- OH Intercompany Receivable Other	129,088.37 (102,467.62)	287,025.16 (227,834.53)	580,096.62 (460,468.48)		573,091.29 (454,907.80)		705,277.21 (559,243.84)	139,760.98 (110,939.32)	86,748.49 (68,859.12)	256,448.13 (203,563.12)	475,294.42 (377,278.69)		292,002.27 (231,785.24)	146,516.48 (116,301.69)		653,726.13 (518,914.04)	305,472.69 (242,477.78)	320,039.83 (254,040.88)
Due To/From			2,219,953.87		3,673,495.31	6,043,649.71				13,863,270.89	171,600.09	23,410.19		3,668,709.85			558,330.07	
Total Accounts Receivable	26,620.75	59,190.63	2,339,582.01	0.00	3,791,678.80	6,118,515.77	146,033.37	28,821.66	17,889.37	13,916,155.90	269,615.82	23,410.19	60,217.03	3,698,924.64	0.00	134,812.09	621,324.98	65,998.95
Inventory																		
Prepaid & Other																		
Restricted Cash - Current																		
Total Current Assets	26,620.75	59,190.63	2,339,582.01	0.00	3,791,678.80	6,118,515.77	146,033.37	28,821.66	17,889.37	13,916,155.90	269,615.82	23,410.19	60,217.03	3,698,924.64	0.00	134,812.09	621,324.98	65,998.95
Property, Plant, and Equipment																		
Computer Software & Hardware Accumulated Depreciation Other																		
Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Mymt Investment in TSS - Mymt Investment in TSS - Mymt Investment in TSS investment Investment in TSS invest USA Investment in TSS invest USA Investment in TSS - Aviation Investment in TSS invest USA Investment in TSS investment of TSSH in INC Investment of TSSH in USA Investment in LTD Investment in LTD Investment in SS ITD-Mymt Investment in TSS ITD-Mymt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current																		
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	26,620.75	59,190.63	2,339,582.01	0.00	3,791,678.80		146,033.37	28,821.66	17,889.37	13,916,155.90	269,615.82	23,410.19	60,217.03	3,698,924.64	0.00	134,812.09	621,324.98	65,998.95

The SCOOTER Store, Inc.

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The SCOOTER Store, Inc. Consolidated Balance Sheet For the Three Months Ending March 31, 2014

Consolidated Balance Sheet TSSH For the Three Months Ending March 31, 2014

-	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN A	Albuquerque, NM	Jackson, MS	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY
Liabilities and Equity																		
Current Liabilities Accounts Payable A/P Trade Accrued Payroll Accrued A/P Intercompany Payable Due To/From	7,441,539.11	1,117,718.52		2,510,311.54			165,902.33	123,327.29	1,166,876.43				6,965,197.13		1,738,625.67	16,536,900.14		7,421,160.72
Total Accounts Payable	7,441,539.11	1,117,718.52	0.00	2,510,311.54	0.00	0.00	165,902.33	123,327.29	1,166,876.43	0.00	0.00	0.00	6,965,197.13	0.00	1,738,625.67	16,536,900.14	0.00	7,421,160.72
Taxes Payable Property Taxes Sales Tax and Other Fees Payable	3,587.72 66.00	12,866.20 126.00	38,546.07		10,675.78	12,402.27		4,058.68	4,493.92	15,332.11	16,128.34		2,700.61	193.33				
Total Taxes Payable	3,653.72	12,992.20	38,546.07	0.00	10,675.78	12,402.27	0.00	4,058.68	4,493.92	15,332.11	16,128.34	0.00	2,700.61	193.33	0.00	0.00	0.00	0.00
Interest Payable																		
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities Deferred Tax Liability - Current Valuation Allowance - Current																		
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	7,445,192.83	1,130,710.72	38,546.07	2,510,311.54	10,675.78	12,402.27	165,902.33	127,385.97	1,171,370.35	15,332.11	16,128.34	0.00	6,967,897.74	193.33	1,738,625.67	16,536,900.14	0.00	7,421,160.72
Long-Term Debt And Other Liab. N/P - Sun Capital N/P - CMS																		
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise	10,465.41	5,255.21	8,821.67		10,909.03	(3,469.96)	(725.00)	4,962.23	2,639.55	6,262.41	30,188.63		1,103.07	785.97		(5,892.34)	(5,891.34)	(5,890.49)
Total Liabilities	7,455,658.24	1,135,965.93	47,367.74	2,510,311.54	21,584.81	8,932.31	165,177.33	132,348.20	1,174,009.90	21,594.52	46,316.97	0.00	6,969,000.81	979.30	1,738,625.67	16,531,007.80	(5,891.34)	7,415,270.23
Stockholder's Equity Common Stock, 1000 Shares, No Common Stock, Mgmt Common Stock, Mgmt Common Stock, Investments Common Stock, Holdings Additional Paid-in-Capital Common Addition Paid-in-Capital Common Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital TSS Finar Addition Paid-in-Capital - TSS Dev Addition Paid-in-Capital - TSS Dev Addition Paid-in-Capital - Tieves the Addition Paid-in-Capital - Invest the Partners Capital - Mgmt USA Partners Capital - Invest USA Partners Capital - Invest USA Partners Capital - Invest USA Partnership Capital - Invest USA Partnership Capital - Investment Equity - LLC Member Equity - Aviation Treasury Stock Retained Earnings Retained Earnings Retained Earnings Retained Earnings Retained Earnings		(1,045,811.62) (30,962.67)	2,221,957.02	(2,435,727.31) (74,584,23)	3,656,905.03	5,928,287.92 181,294.53	(20,019.67) 875.71	(100,202.27)	(1,121,718.71)	13,482,961.11	214,961.03 8,335.80	23,040.26	(6.704,885.91) (203,898.89)	3,588,892.35	(1.686,869.94) (51,755.73)	(15,912,281.66)	608,220.77 18,996.50	(7,131,831.59) (217,441.69)
Total Stockholder's Equity	(7,429,035.48)	(1,076,774.29)	2,292,214.37	(2,510,311.54)	3,770,094.89	6,109,582.45	(19,143.96)	(103,527.53)	(1,156,120.54)	13,894,560.36	223,296.83	23,410.19	(6,908,784.80)	3,697,945.29	(1,738,625.67)	(16,396,196.75)	627,217.27	(7,349,273.28)
Total Liabilities and Equity	26,622.76	59,191.64	2,339,582.11	0.00	3,791,679.70	6,118,514.76	146,033.37	28,820.67	17,889.36	13,916,154.88	269,613.80	23,410.19	60,216.01	3,698,924.59	0.00	134,811.05	621,325.93	65,996.95
-	(2.01)	(1.01)	(0.10)	0.00	(0.90)	1.01	0.00	0.99	0.01	1.02	2.02	0.00	1.02	0.05	0.00	1.04	(0.95)	2.00

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Assets Current Acres Curren	_	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA
Current Asserts Clash & Cash Equivalent Wells Flags-Particular Wells Flags-Particular Total Cash & Cash Equivalent 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.											
Current Asserts Clash & Cash Equivalent Wells Flags-Particular Wells Flags-Particular Total Cash & Cash Equivalent 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.											
Cash & Capitalent Operating Control & Control	Assets										
Accounts Reminishin Shareholder Advance. DH Intercompany Receivable Dive Tof-from Tof	Cash & Cash Equivalent Operating-Corporate Wells Fargo-TSS Mgmt. Co. Inc.										
Accounts Receivable—Tade Allowance Or Doubth Accounts Shareholder Advance-OH Shareholder Advance-OH Shareholder Advance-OH Order Order Total Accounts Receivable 98,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 99,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 99,806.81 118,374.15 165,348.91 942,865.17 Inventory Prepaid & Other Restricted Cash - Current Total Current Assets 98,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 99,606.81 118,374.15 165,348.91 942,865.17 Property, Plant, and Equipment Computer Software & Hardware Accountained Depociation Other Computer Software A Fardware Accountained TisS: Investment in TSS: Investment in TSS: Investment in TSS: Investment in TSS Investm	Total Cash & Cash Equivalent	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00
Total Accounts Receivable 98.891.24 7.436.916.37 1,067.679.19 3,368.059.60 7.531,806.25 3,059,228.04 59,606.81 118,374.15 165,348.91 942.855.17 Inventory Prepaid & Other Restricted Cash - Current Total Current Assets 98.891.24 7.436.916.37 1,067.679.19 3,368.059.60 7.531,806.25 3,059,228.04 59,606.81 118,374.15 165,348.91 942.855.17 Property, Plant, and Equipment Computer Software & Handware Accumulated Depreciation Other Computer Software & Handware In TSS - Investments Investment in TSS - Investments Investment in TSS - Investment in TSD - Investment in	Accounts Receivable-Trade Allowance for Doubtful Accounts Shareholder Advance- DH Shareholder Advance- OH Intercompany Receivable Other		(278,726.88)		(424,594.51) (261,160.52)					(183,945.89)
Prepaid & Other Restricted Cash - Current Total Current Assets 98,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 59,806.81 118,374.15 165,348.91 942,855.17 Property, Plant, and Equipment Computer Software & Hardware Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Invest ment in TSS - Might Inc Investment in TSS - Invest ment in TSS - Might Inc Investment in TSS - Invest to In SS - Available Computer In SS	Due To/From		7,364,504.09	1,067,679.19	3,257,751.3	8 7,463,957.64	3,059,228.04				895,066.64
Restricted Cash - Current	Total Accounts Receivable	98,891.24	7,436,916.37	1,067,679.19	3,368,059.6	7,531,806.25	3,059,228.04	59,606.81	118,374.15	165,348.91	942,855.17
Restricted Cash - Current Total Current Assets 98.891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 59,606.81 118,374.15 165,348.91 942,855.17 Property, Plant, and Equipment Computer Software & Hardware Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Investments Investment in TSS - Invest the Investment in LCI Investment in LCI Investment in LCI Investment in LCI Investment in LSS - Invest the Investment in TSS - Investment in LCI Investment in LCI Investment in LCI Investment in LCI Investment in TSS - Invest the Investment in TSS - Invest the Investment in TSS - Investment in SS - Investment in TSS - Inves	Inventory										
Total Current Assets 98,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 59,606.81 118,374.15 165,348.91 942,855.17 Property, Plant, and Equipment Computer Software & Hardware Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Investment in TSS - Invest Inc Investment in TSS - My state Investment in TSS - My state Investment in TSS - Aviation Investment of TSSH in INC Investment of TSSH in INC Investment of TSSH in INC Investment in LTD Investment in LTD Investment in LTD Investment in LTD Investment in LTD-Invest Inc Investment in TSS - LTD-Mgmt Investment in TSS - LTD-Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current	Prepaid & Other										
Property, Plant, and Equipment Computer Software & Hardware Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Investments Investment in TSS - Migmt Investment in TSS - Aviation Investment of TSSH in INC Investment of TSSH in INC Investment of TSSH in INC Investment in TSS - Investment in LTD Investment in LTD-Invest inc Investment in TSS - LTD-Migmt Investment in TSS - LTD-Migmt Investment in TSS - LTD-Migmt Restricted Cash - Holding Deferred Tax - Asset - Non-Current Valuation Allowance - Non-Current	Restricted Cash - Current										
Computer Software & Hardware Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Investments Investment in TSS - Invest Ince Investment in TSS - Invest Ince Investment in TSS - Invest Ince Investment in TSS - My the Ince Investment in TSS - Aviation Investment in TSS - Financial Servi Investment of TSSH in INC Investment of TSSH in INC Investment of TSSH in INC Investment in LTD Investment in LTD Investment in LTD Investment in LTD Investment in LTD-Invest Inc Investment in TSS LTD Mgmt Investment in TSS LTD-Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current	Total Current Assets	98,891.24	7,436,916.37	1,067,679.19	3,368,059.6	7,531,806.25	3,059,228.04	59,606.81	118,374.15	165,348.91	942,855.17
Accumulated Depreciation Other Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Investments Investment in TSS - Mygmt Investment in TSS Mygmt Investment in TSS Mygmt Investment in TSS Mygmt USA Investment in TSS Mygmt USA Investment in TSS Invest USA Investment in TSS Invest USA Investment in TSS Invest USA Investment in TSS Faviation Investment in TSS Faviation Investment of TSSH in INC Investment in LTD Investment in LTD Investment in LTD Investment in LTD-Invest Inc Investment in SS LTD-Mygmt Investment in SS LTD-Mygmt US/ Investment in TSS LTD-Mygmt US/ Investment in TSS LTD-Mygmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current	Property, Plant, and Equipment										
Miscellaneous Deposits Investment in TSS - Mymt Investment in TSS - Aviation Investment in TSS - Aviation Investment in TSS - Aviation Investment in TSS - Financial Servi Investment of TSSH in INC Investment of TSSH in INC Investment of TSSH in INC Investment in LTD Investment in LTD Investment in LTD Investment in LTD - Invest Inc Investment in ITSS - LTD - Mymt Investment in TSS - LTD- Mymt Inves											
Total Other Assets 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.	Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Mgmt USA Investment in TSS Invest USA Investment in TSS - Aviation Investment in TSS - Aviation Investment in TSS - Mgmt USA Investment of TSSH in INC Investment of TSSH in USA Investment in LTD Investment in LTD Investment in LTD Investment in LTD Investment in TSS LTD Mgmt Investment in TSS LTD Mgmt Investment in TSS LTD-Mgmt USA Investment in TSS LTD-Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current										
	Total Other Assets	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets 98,891.24 7,436,916.37 1,067,679.19 3,368,059.60 7,531,806.25 3,059,228.04 59,606.81 118,374.15 165,348.91 942,855.17	Total Assets									165,348.91	942,855.17

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_	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA
Liabilities and Equity										
Current Liabilities Accounts Payable A/P Trade Accrued Payroll Accrued A/P Intercompany Payable										
Due To/From	41,067.66						6,510,911.00	9,575,755.86	6,035,305.51	
Total Accounts Payable	41,067.66	0.00	0.00	0.00	0.00	0.00	6,510,911.00	9,575,755.86	6,035,305.51	0.00
Taxes Payable Property Taxes Sales Tax and Other Fees Payable	258.38 151.26	70.52			14,283.59 101.83		6,324.02	205.01 (101.83)	205.01	
Total Taxes Payable	409.64	70.52	0.00	0.00	14,385.42	0.00	6,324.02	103.18	205.01	0.00
Interest Payable										
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities Deferred Tax Liability - Current Valuation Allowance - Current										
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	41,477.30	70.52	0.00	0.00	14,385.42	0.00	6,517,235.02	9,575,859.04	6,035,510.52	0.00
Long-Term Debt And Other Liab. N/P - Sun Capital N/P - CMS										
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise	6,805.53	6,728.80		(2,022.00)	16,284.91		2,783.05	(138.26)	4,848.74	391.00
Total Liabilities	48,282.83	6,799.32	0.00	(2,022.00)	30,670.33	0.00	6,520,018.07	9,575,720.78	6,040,359.26	391.00
Stockholder's Equity Common Stock, 1000 Shares, No Common Stock, Mgmt Common Stock, Mgmt Common Stock, Investments Common Stock, Investments Common Stock, Holdings Additional Paid-in-Capital Common Addition Paid-in-Capital Stock Addition Paid-in-Capital TSS First Addition Paid-in-Capital TSS First Addition Paid-in-Capital - Mgmt Inc Addition Paid-in-Capital - Mgmt Inc Addition Paid-in-Capital - Mgmt Inc Addition Paid-in-Capital - Mgmt ID Addition Paid-in-Capital - Invest Inc Addition Paid-in-Capital - Invest Iv Addition Paid-in-Capital - Invest Iv Addition Paid-in-Capital - Invest Iv Partnersity Capital - Mgmt ID Partners Capital - Mgmt ID Partners Capital - Mgmt ID Partners Capital - Invest INA Partners Capital - Invest INA Partnersity Capital - Invest INA		7,209,862.08	1,036,417.02	3,269,556.10	7,278,147.63	2,969,050.58	(6,269,599,45)	(9,178,595.73)	(5,703,177.44)	914,413.63
Member Equity - Aviation Treasury Stock Retained Earnings Retained Earnings Inv&Mgmt	2 407 70	220 254 20	24 202 47	400 505 50	222.005.05	00 477 40	(400.040.00)	(270.740.00)	(474 000 00)	20.054.54
Net Profit/(Loss)	2,407.76	220,254.98	31,262.17	100,525.50		90,177.46	(190,810.82)	(278,749.09)	(171,832.69)	28,051.54
Total Stockholder's Equity	50,608.41	7,430,117.06	1,067,679.19	3,370,081.60		3,059,228.04	(6,460,410.27)	(9,457,344.82)	(5,875,010.13)	942,465.17
Total Liabilities and Equity	98,891.24 	7,436,916.38	1,067,679.19 ===================================	3,368,059.60	7,531,803.21	3,059,228.04	59,607.80	118,375.96	165,349.13 =======	942,856.17
	0.00	(0.01)	0.00	0.00	3.04	0.00	(0.99)	(1.81)	(0.22)	(1.00)

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	Greenville, SC (Charleston, SC	Nashville, TN	Knoxville, TN S	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc.	USA, Inc.	USA, Inc.	USA, Inc.	TSS Inc	TSS Holdings	Eliminations	TSSH
										=	Only	Consolidated Before Elim	Eliminations	Consolidated	Consolidated	=	INC, USA & Holdings	Consolidated
											•					-		
Assets																		
Current Assets Cash & Cash Equivalent Operating-Corporate Wells Fargo-TSS Mgmt. Co. Inc. Bank of America-TSS Aviation													\$0.00 0.00 0.00	\$0.00 0.00 0.00	\$385,354.92 16,335.73 4,511.25		\$0.00 0.00 0.00	\$385,354.92 16,335.73 4,511.25
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	406,201.90	0.00	0.00	406,201.90
Accounts Receivable Accounts Receivable-Trade Allowance for Doubtful Accounts Shareholder Advance- DH Shareholder Advance- OH Intercompany Receivable Other		546,386.21 (433,709.87)	703,131.92 (558,131.30)	293,566.28 (233,026.73)	163,623.80 (129,881.12)	316,107.97 (250,919.85)	314,041.51 (249,279.53)	266,064.95 (211,196.76)		322,104.59 (255,679.83)	18,088.00 1,188.00 11,461.70	18,667,735.14 (14,811,981.66) 18,088.00 1,188.00 11,461.70	0.00 0.00 0.00 0.00 0.00	18,667,735.14 (14,811,981.66) 18,088.00 1,188.00 0.00 11,461.70	(1,874,484.91) 0.00 0.00 14,057,384.00 2,175,990.24	(650.00)	0.00 0.00 0.00 0.00 14,057,384.00 2,183,888.84	16,686,466.57 (16,686,466.57) 18,088.00 1,188.00 0.00 2,913.10
Due To/From			2,727,042.62	1,458,942.97		9,547,685.61		8,007,178.98	339,590.51	3,117,069.74			0.00	0.00	64,623,066.24		64,623,066.24	0.00
Total Accounts Receivable	0.00	112,676.34	2,872,043.24	1,519,482.52	33,742.68	9,612,873.73	64,761.98	8,062,047.17	339,590.51	3,183,494.50	30,737.70	3,886,491.18	0.00	3,886,491.18	77,000,687.00	(650.00)	80,864,339.08	22,189.10
Inventory																		
Prepaid & Other																		
Restricted Cash - Current													0.00	0.00	1,280,106.49		0.00	1,280,106.49
Total Current Assets	0.00	112,676.34	2,872,043.24	1,519,482.52	33,742.68	9,612,873.73	64,761.98	8,062,047.17	339,590.51	3,183,494.50	30,737.70	3,886,491.18	0.00	3,886,491.18	78,686,995.39	(650.00)	80,864,339.08	1,708,497.49
Property, Plant, and Equipment																		
Computer Software & Hardware Accumulated Depreciation Other													0.00 0.00	0.00	191,656.06 (191,656.06)		0.00	191,656.06 (191,656.06)
Other Assets Miscellaneous Deposits Investment in TSS - Investments Investment in TSS - Mgmt Investment in TSS - Mgmt Investment in TSS Mgmt Inc Investment in TSS Mgmt Inc Investment in TSS Mgmt USA Investment in TSS invest Inc Investment in TSS invest USA Investment in TSS - Aviation Investment in TSS in Inic Investment in TSS In Inic Investment in SSH in INC Investment of TSSH in IUSA Investment in SS LTD Mgmt Investment in LTD Invest Inc Investment in LTD Invest Inc Investment in LTD-Invest Inc Investment in LTD-Invest USA Investment in LTD-Invest USA Investment in TSS LTD-Mgmt Restricted Cash - Holding Deferred Tax Asset - Non-Current Valuation Allowance - Non-Current	t											(52,120,675.93)	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.0	8,024,96 0,00 0,00 0,00 0,00 0,00 0,00 36,848,70 0,00 0,00 0,00 0,00 0,00 0,00 0,00	100,687.50 100,687.50 2,512,268.66 1,669,093.00 (1,363,708.00)	0.00 0.00 0.00 0.00 0.00 36,848,70 3,648,066.82 0.00 100,687.50 100,687.50 0.00 0.00 0.00 0.00 36,848,70 3,648,066.82 0.00 0.00 0.00	8,024.96 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(52,120,675.93)	(52,120,675.93)	(52,120,675.93)	0.00	4,865,587.34	3,019,028.66	7,571,206.04	313,409.96
Total Assets	0.00	112,676.34	2,872,043.24	1,519,482.52	33,742.68	9,612,873.73	64,761.98	8,062,047.17	339,590.51		(52,089,938.23)	(48,234,184.75)		3,886,491.18	83,552,582.73	3,018,378.66	88,435,545.12	2,021,907.45

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-	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN S	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc.	USA, Inc. Consolidated	USA, Inc.	USA, Inc.	TSS Inc Consolidated	TSS Holdings	Eliminations INC, USA	TSSH Consolidated
										-	Only .	Before Elim	Eliminations	Consolidated	Consolidated	-	& Holdings	Consolidated
Liabilities and Equity																		
Current Liabilities Accounts Payable AVP Trade Accrued Payroll Accrued AVP Intercompany Payable Due To/From	921,378.26	7,134,728.58			3,852,383.62		5,633,732.55				9,432,384.00 2,349,957.79		\$0.00 0.00 0.00 0.00 0.00	\$0.00 0.00 0.00 9,432,384.00 59,450,252.47	\$85,695.23 19,250.00 360,000.00 0.00 0.00	4,625,000.00 5,172,813.77	\$0.00 0.00 0.00 14,057,384.00 64,623,066.24	\$85,695.23 19,250.00 360,000.00 0.00 0.00
Total Accounts Payable	921,378.26	7,134,728.58	0.00	0.00	3,852,383.62	0.00	5,633,732.55	0.00	0.00	0.00	11,782,341.79	68,882,636.47	0.00	68,882,636.47	464,945.23	9,797,813.77	78,680,450.24	464,945.23
Taxes Payable Property Taxes Sales Tax and Other Fees Payable	•	6,239.40 535.04	(93.18)	715.35	2,502.24	21,500.38	128.37	7,266.13		534.99		216,309.42 878.30	0.00 0.00	216,309.42 878.30	90,960.16 4,471.15		0.00 0.00	307,269.58 5,349.45
Total Taxes Payable	0.00	6,774.44	(93.18)	715.35	2,502.24	21,500.38	128.37	7,266.13	0.00	534.99	0.00	217,187.72	0.00	217,187.72	95,431.31	0.00	0.00	312,619.03
Interest Payable											1,956,691.33	1,956,691.33	0.00	1,956,691.33	0.00	227,197.51	2,183,888.84	0.00
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,956,691.33	1,956,691.33	0.00	1,956,691.33	0.00	227,197.51	2,183,888.84	0.00
Other Current Liabilities Deferred Tax Liability - Current Valuation Allowance - Current													0.00 0.00	0.00 0.00	0.00 0.00	3,791,557.00 3,100,670.00	0.00 0.00	3,791,557.00 3,100,670.00
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,892,227.00	0.00	6,892,227.00
Total Current Liabilities	921,378.26	7,141,503.02	(93.18)	715.35	3,854,885.86	21,500.38	5,633,860.92	7,266.13	0.00	534.99	13,739,033.12	71,056,515.52	0.00	71,056,515.52	560,376.54	16,917,238.28	80,864,339.08	7,669,791.26
Long-Term Debt And Other Liab. N/P - Sun Capital N/P - CMS													0.00 0.00	0.00 0.00	42,274,216.75 18,332,832.53		0.00 0.00	42,274,216.75 18,332,832.53
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	60,607,049.28	0.00	0.00	60,607,049.28
Liabilities Subject to Compromise		14,853.23	1,196.62	164.05	4,953.60	41,609.97	240.27	3,017.85		243.52		219,506.49	0.00	219,506.49	49,842,029.28	1,453,775.00	0.00	51,515,310.77
Total Liabilities	921,378.26	7,156,356.25	1,103.44	879.40	3,859,839.46	63,110.35	5,634,101.19	10,283.98	0.00	778.51	13,739,033.12	71,276,022.01	0.00	71,276,022.01	111,009,455.10	18,371,013.28	80,864,339.08	119,792,151.31
Stockholder's Equity Common Stock, Mgmt Common Stock, Mgmt Common Stock, Mgmt Common Stock, Investments Common Stock, Investments Common Stock, Investments Common Stock, Investments Addition Paid-in-Capital-Investmer Addition Paid-in-Capital-Investmer Addition Paid-in-Capital Stock Opt Addition Paid-in-Capital Stock Opt Addition Paid-in-Capital Stock Opt Addition Paid-in-Capital - Invest Inc Partners Capital - Mgmt Inc Partners Capital - Invest Inc P	(893,798.86)	(6,836,879.35)	2,784,181.56 86,758.74	1,473,600.29	(3,713,053.24)	9,265,260.43	(164,622.28)	7,813,018.59	329,867.13 9,723.38	3,088,390.40	100,687.50 5,868,237.23 5,868,237.23 (276,882.50) (71,449,171.76) (69,842.96)	(52,120,675,93) (278,882,50) (71,449,171,76) (1,630,408,48)	0.00 0.00 0.00 0.00 0.00	100,687.50 0.00 0.00 0.00 0.00 0.00 0.00 0.00	100,687,50 0.00 0.00 0.00 19,503,642,02 0.00 0.00 1,359,169,22 0.00 0.00 36,848,70 0.00 0.00 36,848,70 3,648,066,82 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.	10.00 201,365.00 (15,400,659.14) (153,350.48)	201,375.00 .000	0.00 (1,049,911.01)
Total Stockholder's Equity	(921,378.26)	(7,043,680.92)	2,870,940.30	1,518,602.06	(3,826,095.81)	9,549,764.36	(5,569,339.20)	8,051,761.15	339,590.51	3,182,717.13		(119,510,213.94)	(52,120,675.93)	(67,389,538.01)	(27,456,865.49)	(15,352,634.62)		(117,770,244.16)
Total Liabilities and Equity	0.00	112,675.33	2,872,043.74	1,519,481.46	33,743.65	9,612,874.71	64,761.99	8,062,045.13 ====================================	339,590.51	3,183,495.64			(52,120,675.93)	3,886,484.00	83,552,589.61	3,018,378.66	88,435,545.12	
	0.00	1.01	(0.50)	1.06	(0.97)	(0.98)	(0.01)	2.04	0.00	(1.14)	1.14	7.18	0.00	7.18	(6.88)	0.00	0.00	0.30