

MONTHLY OPERATING REPORT

CHAPTER 11

CASE NAME: Simply Wheelz d/b/a Advantage Rent-A-Car

CASE NUMBER: 13-03332-EE For Period Nov. 5 to Nov. 30, 20 13.

THIS REPORT IS DUE 15 DAYS AFTER THE END OF THE MONTH. The debtor must attach each of the following forms unless the United States Trustee has waived the requirement in writing. File with the court and submit a paper copy to UST with an original signature.

Form Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
(mark only one - attached or waived)		
<input type="checkbox"/>	<input type="checkbox"/>	Comparative Balance Sheet (FORM 2-B)
<input type="checkbox"/>	<input type="checkbox"/>	Profit and Loss Statement (FORM 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Cash Receipts & Disbursements Statement (FORM 2-D)
<input type="checkbox"/>	<input type="checkbox"/>	Supporting Schedules (FORM 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Narrative (FORM 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	Copies of Bank Statement(s) and Reconciliations of Bank Balance to Book Balance for all Account(s)

I declare under penalty of perjury that the following Monthly Operating Report and any attachments thereto, are true and correct to the best of my knowledge and belief.

Executed on: 1/10/14
(date)

Debtor(s)*: Simply Wheelz LLC d/b/a Advantage Rent-A-Car

By:** /s/ David M. Mitchell

Position: CFO

Name of preparer: David M. Mitchell

Telephone No. of Preparer _____

* both debtors must sign if a joint petition

** for corporate or partnership debtor

CASE NAME: Simply Wheelz d/b/a Advantage CASE NUMBER: 13-03332-EE
Rent-A-Car

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period Nov. 5 to Nov. 30, 2013

CASH RECONCILIATION

1. Beginning Cash Balance (Ending Cash Balance from last month's report)	\$ <u>5,856,900.00</u>
2. Cash Receipts (total Cash Receipts from page 2 of all FORM 2-D's)	\$ <u>25,883,365.00</u>
3. Cash Disbursements (total Cash Disbursements from page 3 of all FORM 2-D's)	\$ <u>(21,774,284.00)</u>
4. Net Cash Flow	\$ <u>4,109,081.00</u>
5. Ending Cash Balance (to FORM 2-B)	\$ <u>4,965,981.00</u>

CASH SUMMARY - ENDING BALANCE

	<u>Amount*</u>	<u>Financial Institution</u>
1. Real Estate Account	\$ _____	_____
2. Trust Account	\$ _____	_____
3. Operating and/or Personal Account	\$ <u>9,965,981.00</u>	Bank of America
4. Payroll Account	\$ _____	_____
5. Tax Account	\$ _____	_____
6. Other Accounts (Specify checking or savings)	\$ _____	_____
7. Cash Collateral Account	\$ _____	_____
8. Petty Cash	\$ _____	_____
TOTAL (must agree with line 5 above)	\$ _____	

*These amounts should be equal to the previous month's balance for the account plus this month's receipts less this month's disbursements.

ADJUSTED CASH DISBURSEMENTS

Cash disbursements on Line 3 above less
inter-account transfers & UST fees paid \$ 21,774,284.00 *

* NOTE: This amount should be used to determine UST quarterly fees due and agree with Form 2-D, page 2 of 4.

**Advantage Rent A Car
November Bank Reconciliation
January 9, 2014**

Closing Bank Balance Nov 4		\$	5,856,899.98
Receipts			
Operating Receipts	16,067,093.64		
DIP Funding	9,816,271.66		
Total Receipts	<hr/>		25,883,365.30
Disbursements			
ACH/EFT	(8,289,830.27)		
Wire Transfers	(10,852,802.47)		
Checks	(2,631,651.17)		
Total Disbursements	<hr/>		(21,774,283.91)
Closing Balance Nov 29		\$	<u>9,965,981.37</u>

CASE NAME: Simply Wheelz d/b/a Advantage Rent-A-Car CASE NUMBER: 13-03332-EE

QUARTERLY FEE SUMMARY

MONTH ENDED Nov. 30, 2013

Payment Date	Cash Disbursements *	Quarterly Fee Due	Check No.	Date
January	\$ _____			
February	\$ _____			
March	\$ _____			
Total 1st Quarter	\$ _____	\$ _____		
April	\$ _____			
May	\$ _____			
June	\$ _____			
Total 2nd Quarter	\$ _____	\$ _____		
July	\$ _____			
August	\$ _____			
September	\$ _____			
Total 3rd Quarter	\$ _____	\$ _____		
October	\$ _____			
November	\$ <u>21,774,284.00</u>			
December	\$ _____			
Total 4th Quarter	\$ _____	\$ _____		

DISBURSEMENT CATEGORY QUARTERLY FEE DUE

\$0 to \$14,999.99	\$325
\$15,000 to \$74,999.99	\$650
\$75,000 to \$149,999.99	\$975
\$150,000 to \$224,999.99	\$1,625
\$225,000 to \$299,999.99	\$1,950
\$300,000 to \$999,999.99	\$4,875
\$1,000,000 to \$1,999,999.99	\$6,500
\$2,000,000 to \$2,999,999.99	\$9,750
\$3,000,000 to \$4,999,999.99	\$10,400
\$5,000,000 to \$14,999,999.99	\$13,000
\$15,000,000 to \$29,999,999.99	\$20,000
\$30,000,000 or more	\$30,000

Note that a minimum payment of \$325 is due each quarter even if no disbursements are made in the case during the period.

* Note: should agree with "adjusted cash disbursements" at bottom of Form 2-D, Page 1 of 4. Disbursements are net of transfers to other debtor in possession bank accounts and net of payments of prior period quarterly fees.

CASE NAME: Simply Wheelz d/b/a Advantage Rent-A-Car

CASE NUMBER: 13-03332-EE

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

(This form should be completed for each type of account listed on page 1 of FORM 2-D that the debtor maintained during the month.)

For Period Nov. 5 to Nov. 30, 2013

Account Name: _____ Account Number: _____

CASH RECEIPTS JOURNAL

(attach additional sheets as necessary)

<u>Date</u>	<u>Description (Source)</u>	<u>Amount</u>
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SEE ATTACHED DETAIL

Total Cash Receipts \$ 25,883,365.00

Advantage Rent A Car
November Cash Receipts
January 9, 2014

Date	Amount	Description
11/5/2013	\$ 478,929.85	Daily Collections
11/6/2013	16.54	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	76.20	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	468.39	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	536.47	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	565.59	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	636.80	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	2,189.79	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	2,313.18	damage/salvage collections
11/6/2013	2,709.24	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	3,093.36	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	4,773.17	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	5,649.71	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013	674,942.80	Daily Collections
11/7/2013	898,587.52	Daily Collections
11/8/2013	755,917.85	Daily Collections
11/12/2013	(3,073.02)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	(1,138.46)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	(152.94)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	(48.22)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	103.79	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	523.23	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	571.99	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	1,227.06	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	1,283.65	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	1,889.67	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	2,418.09	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	3,880.03	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	3,919.60	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	4,078.98	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	4,115.73	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	4,500.07	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	4,700.68	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	4,765.39	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	5,150.28	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	5,881.50	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	6,520.08	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	6,585.93	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	7,139.26	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	9,035.04	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	10,867.31	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013	162,295.25	damage/salvage collections
11/12/2013	2,405,148.25	Daily Collections
11/13/2013	(2,288.72)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	(1,295.58)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	(571.55)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	(386.40)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	2,256.03	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	5,271.43	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	5,335.64	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	6,224.03	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	9,426.00	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013	91,322.60	Banked Checks
11/13/2013	466,715.58	Daily Collections
11/14/2013	(545.95)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	(237.61)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	1,508.77	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	1,785.32	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	2,341.85	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	4,025.28	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	4,261.64	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	7,001.40	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013	597,155.38	Daily Collections
11/15/2013	37.28	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	89.97	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	335.72	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	458.52	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	1,141.61	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	1,847.64	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	4,955.09	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013	15,066.41	Banked Checks
11/15/2013	728,921.32	Daily Collections
11/18/2013	(663.47)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	(652.28)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	1,044.68	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	1,140.44	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.

CASE NAME: Simply Wheelz d/b/a Advantage Rent-A-Car

CASE NUMBER: 13-03332-EE

CASH RECEIPTS AND DISBURSEMENTS STATEMENT

(This form should be completed for each type of account listed on page 1 of FORM 2-D that the debtor maintained during the month.)

For Period Nov. 5 to Nov. 30, 2013

Account Name: _____ Account Number: _____

CASH DISBURSEMENTS JOURNAL
(attach additional sheets as necessary)

<u>Date</u>	<u>Check No.</u>	<u>Payee</u>	<u>Description (Purpose)*</u>	<u>Amount</u>
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SEE ATTACHED DETAIL

Total Cash Disbursements \$ 21,774,284.00

*Identify any payments to professionals, owners, partners, shareholders, officers, directors or any insiders and all adequate protection payments ordered by the court with an asterisk or highlighting. Any payments made as a result of a court order, should indicate the order date.

Advantage Rent A Car
November EFT
January 9, 2014

Date	Amount	Description	Vendor
11/12/2013	\$ 17,519.10	FUEL	AIRPORT FUEL SERVICES LLC
11/12/2013	13,723.97	FUEL	ALOHA PETROLEUM, LTD.
11/12/2013	25,744.31	FUEL	CRCG, LLC
11/12/2013	133,039.33	FUEL	MANSFIELD OIL
11/12/2013	6,801.99	FUEL	PINNACLE PETROLEUM
11/12/2013	271,152.66	FUEL	PETROLEUM TRADERS
11/12/2013	1,080.00	LABOR	LISA MCCABE
11/12/2013	12,500.00	MAG	LAZ PARKING LTD, LLC
11/12/2013	69,389.93	MAG	TREASURER, CITY OF CLEVELAND
11/12/2013	40,806.27	MAG	DFW AIRPORT - OPERATING
11/12/2013	25,975.00	MAG	CITY OF HOUSTON AVIATION SYSTEMS DEPOSITS
11/12/2013	8,100.00	MAG	TPS PARKING MANAGEMENT LLC
11/12/2013	39,390.00	MAG	CITY OF HOUSTON AVIATION SYSTEMS DEPOSITS
11/12/2013	800.00	MAG	MANHATTAN FINANCIAL ADVISORS, LLC
11/12/2013	23,112.49	MAG	JACKSON AVIATION AUTHORITY
11/12/2013	2,193.90	MAG	LAKE POINT NOTE INVESTORS, LLC
11/12/2013	2,000.00	MAG	LAKESIDE OPERATING PARTNERSHIP
11/12/2013	72,078.08	MAG	KP PROPERTIES, INC.
11/12/2013	4,127.08	MAG	RHODE ISLAND AIRPORT CORP
11/12/2013	5,840.00	MAG	PVD RAC
11/12/2013	7,722.17	UTIL	ROSELAND II, LLC
11/12/2013	95,301.06	MAG	SACRAMENTO COUNTY AIRPORT SYSTEM
11/12/2013	18,848.37	MAG	SARASOTA MANATEE AIRPORT AUTHORITY
11/12/2013	40,422.91	MAG	CITY OF AUSTIN
11/12/2013	42,025.16	MAG	MASSACHUSETTS PORT AUTHORITY
11/12/2013	4,725.00	MAG	PATTERSON SMITH COMPANY, INC
11/12/2013	20,778.13	MAG	COLORADO SPRINGS AIRPORT
11/12/2013	2,250.00	MAG	COACHMAN PARKING SYSTEMS INC
11/12/2013	22,500.00	MAG	CITY OF DALLAS-AVIATION DEP
11/12/2013	12,500.00	MAG	PARKING SPOT - DALLAS/TPS LOVE FIELD
11/12/2013	188,713.07	MAG	DENVER INTERNATIONAL AIRPORT
11/12/2013	16,663.30	MAG	DES MOINES AIRPORT AUTHORITY
11/12/2013	11,219.41	MAG	AVIATION DEPT-FT LAUDERDALE/HOLLYWOOD INTL AIRPORT
11/12/2013	86,204.42	MAG	HONOLULU INTERNATIONAL AIRPORT
11/12/2013	13,966.70	MAG	HILO INTERNATIONAL AIRPORT
11/12/2013	81,746.96	MAG	CLARK CO DEPT OF AVIATION
11/12/2013	58,967.06	MAG	LIHUE AIRPORT
11/12/2013	10,201.26	MAG	COUNTY OF MILWAUKEE, GENERAL MITCHELL INT'L AIRPORT
11/12/2013	3,637.29	MAG	NWSL TOWN CENTER, LLC
11/12/2013	11,406.08	MAG	MILITARY NORVELLA ASSOCIATE LLP
11/12/2013	23,917.91	MAG	RENO-TAHOE AIRPORT AUTHORITY
11/12/2013	11,000.00	MAG	JON & MICHELLE JENTZ
11/12/2013	20,461.65	MAG	CITY OF SAN ANTONIO
11/12/2013	20,459.66	MAG	LOUISVILLE REGIONAL AIRPORT AUTHORITY
11/12/2013	33,772.63	MAG	PORT OF SEATTLE
11/12/2013	54,166.67	MAG	PORT OF PORTLAND
11/12/2013	6,900.00	MAG	FOX INVESTMENTS
11/12/2013	8,000.00	MAG	EVENT PARKERZ LLC
11/12/2013	4,100.00	MAG	AELTA INVESTMENTS LLC
11/12/2013	20,133.71	MAG	CITY OF SAN JOSE
11/12/2013	10,509.43	MAG	MID-3200, LLC
11/12/2013	10,801.44	MAG	SALT LAKE CITY AIRPORT AUTHORITY
11/12/2013	9,710.66	MAG	TULSA AIRPORTS IMPROVEMENT TRUST
11/12/2013	14,410.22	MAG	NORTHWEST FLORIDA REGIONAL AIRPORT
11/13/2013	5,016.04	FUEL	IPC USA
11/13/2013	49,047.06	SGA	FRANCHISE SERVICES OF NORTH AMERICA, INC
11/13/2013	11,783.52	INS	KNIGHT MANAGEMENT INSURANCE COMPANY
11/13/2013	356,874.07	INS	COREPOINTE INSURANCE COMPANY
11/13/2013	473,966.62	LABOR	GCA SERVICES GROUP
11/13/2013	51,523.35	LABOR	AZ GROUP LOGISTIC CORP INC
11/13/2013	3,968.00	SGA	BAYSTAR SECURITY PATROL
11/13/2013	276,119.64	LABOR	FLEETLOGIX, INC
11/13/2013	21,045.93	LABOR	SNELLING
11/13/2013	604,966.16	OTA	CAR RENTALS.COM
11/13/2013	244,395.59	OTA	EXPEDIA, INC.
11/13/2013	274,083.67	OTA	ORBITZ
11/13/2013	208,191.56	OTA	PRICELINE.COM, INC.
11/13/2013	42,440.00	OTA	TRAVELOCITY.COM, LP

11/25/2013	523.76	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	630.04	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	658.77	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	698.54	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,012.83	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,043.71	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,066.90	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,268.47	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,561.70	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	1,743.48	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,095.22	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,262.67	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,317.12	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,347.90	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,451.32	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,620.40	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,689.23	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	2,980.30	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	4,021.77	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	6,237.42	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	6,606.10	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	7,018.06	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	8,978.63	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	155,114.45	Banked Checks
11/25/2013	181,313.16	damage/salvage collections
11/25/2013	1,650,389.51	Daily Collections
11/26/2013	(711.52)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	522.29	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	822.87	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	1,086.04	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	1,213.38	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	3,657.20	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	3,670.40	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	5,524.90	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	5,892.21	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/26/2013	179,401.45	Daily Collections
11/27/2013	(609.11)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	592.59	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	709.76	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	1,482.62	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	1,531.00	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	2,053.66	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	2,342.61	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	2,544.41	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	2,905.36	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	6,812.01	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	96,483.81	Banked Checks
11/27/2013	371,369.17	Daily Collections
11/29/2013	(14,472.56)	Miscellaneous Month End Variance to be reconciled in following month
11/29/2013	(248.18)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	465.94	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	780.21	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	1,881.61	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	2,316.97	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	2,321.98	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	2,559.10	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	2,729.96	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	2,944.70	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	3,135.81	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	4,605.82	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	5,254.12	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	5,682.28	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	7,123.94	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	9,361.95	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	10,274.80	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	11,151.14	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	13,807.19	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	21,375.19	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	21,426.72	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	23,754.14	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013	104,325.48	Banked Checks
11/29/2013	2,030,959.82	Daily Collections
	\$ 16,067,093.64	
11/25/2013	\$ 5,816,271.66	DIP Funding
11/25/2013	4,000,000.00	DIP Funding
	\$ 9,816,271.66	
	<u>\$ 25,883,365.30</u>	

11/14/2013	752.17	SGA	BRIAN CICCIO
11/14/2013	66.25	SGA	KIM COOPER
11/14/2013	7,500.00	SGA	MICHAEL E BAIRD
11/14/2013	1,474.00	SGA	LAURIE MYATT
11/14/2013	1,127.50	SGA	CYNTHIA DEATON NANCE
11/14/2013	4,696.25	SGA	SONIA SHURDEN
11/14/2013	14,084.00	SGA	JEREMY BASS, INC.
11/14/2013	7,500.00	SGA	PAUL SILICATO
11/15/2013	21,830.64	MAG	MASSACHUSETTS PORT AUTHORITY
11/15/2013	73,163.88	MAG	MASSPORT CFC FUND
11/15/2013	3,469.02	SGA	DATA FOUNDRY, INC
11/15/2013	180.71	SGA	AHMAD ALSALEH
11/18/2013	7,766.79	FUEL	AIRPORT FUEL SERVICES LLC
11/18/2013	8,072.90	FUEL	CRCG, LLG
11/18/2013	50,000.00	FUEL	MANSFIELD OIL
11/18/2013	77,439.97	FUEL	PETROLEUM TRADERS
11/18/2013	5,791.44	FUEL	PINNACLE PETROLEUM
11/18/2013	4,976.96	FUEL	IPC USA
11/18/2013	1,053.00	SGA	LISA MCCABE
11/19/2013	243.75	SGA	BRIAN BROWN
11/19/2013	455.17	SGA	PHAEDRA CHATMAN
11/19/2013	1,186.41	SGA	JANELLE NOZAKI
11/21/2013	2,148.61	SGA	MUHAMMED ALI KHAWER
11/21/2013	140.00	SGA	BABA BA
11/22/2013	(271,152.66)	FUEL	Petroleum Traders pre petition payment return
11/25/2013	9,066.32	MAG	CITY OF AUSTIN
11/25/2013	45,743.60	MAG	U.S. BANK N.A.
11/25/2013	2,791.50	MAG	COLORADO SPRINGS AIRPORT
11/25/2013	87,731.48	MAG	JP MORGAN CHASE,DFW AIRPORT-OPERATING
11/25/2013	7,454.76	MAG	DES MOINES AIRPORT AUTHORITY
11/25/2013	47,716.00	MAG	AVIATION DEPT-FT LAUDERDALE/HOLLYWOOD INTL AIRPORT
11/25/2013	34,483.50	MAG	HONOLULU INTERNATIONAL AIRPORT
11/25/2013	45,657.75	MAG	THE BANK OF NEW YORK MELLON TRUST COMPANY. N.A.
11/25/2013	4,644.00	MAG	HILO INTERNATIONAL AIRPORT
11/25/2013	1,888.00	MAG	JACKSONVILLE AVIATION AUTHORITY
11/25/2013	62,703.75	MAG	CLARK CO DEPT OF AVIATION
11/25/2013	18,639.00	MAG	LIHUE AIRPORT
11/25/2013	81,355.08	MAG	GREATER ORLANDO AVIATION AUTHORITY
11/25/2013	5,990.86	MAG	MIAMI-DADE AVIATION DEPT
11/25/2013	62,251.80	MAG	WELLS FARGO BANK, NA
11/25/2013	825.00	MAG	COUNTY OF MILWAUKEE, GENERAL MITCHELL INT'L AIRPORT
11/25/2013	12,021.68	MAG	RHODE ISLAND AIRPORT CORP.
11/25/2013	67,138.49	MAG	SAN DIEGO COUNTY REG A/P AUTHORITY
11/25/2013	37,722.38	MAG	CITY OF SAN ANTONIO
11/25/2013	4,235.00	MAG	LOUISVILLE INTERNATIONAL AIRPORT
11/25/2013	55,956.00	MAG	PORT OF SEATTLE
11/25/2013	45,458.81	MAG	CITY OF SAN JOSE
11/25/2013	50,956.81	MAG	SALT LAKE CITY AIRPORT AUTHORITY
11/25/2013	52,485.00	MAG	SALT LAKE CITY INTERNATIONAL AIRPORT
11/25/2013	40,130.85	MAG	HILLSBOROUGH COUNTY AVIATION AUTHORITY
11/25/2013	29,328.26	MAG	TULSA AIRPORTS IMPROVEMENT TRUST
11/25/2013	4,455.00	MAG	OKALOOSA REGIONAL AIRPORT
11/25/2013	4,451.70	MAG	CITY OF HOUSTON AVIATION SYSTEMS DEPOSITS
11/25/2013	16,494.50	MAG	RHODE ISLAND AIRPORT CORP
11/25/2013	10,678.43	MAG	SARASOTA MANATEE AIRPORT AUTHORITY
11/25/2013	12,151.38	MAG	SOUTHWEST FLORIDA INTERNATIONAL AIRPORT
11/25/2013	250,185.85	FLEET	ABS NATIONAL AUTO SERVICES, INC.
11/25/2013	12,263.58	FUEL	IPC USA
11/25/2013	284,784.50	INS	SONORAN NATIONAL INSURANCE GROUP
11/25/2013	605,394.84	SELLING	TSD
11/25/2013	248,640.23	OTA	EXPEDIA, INC.
11/25/2013	614,573.19	OTA	CAR RENTALS.COM
11/25/2013	26,000.00	MAG	PARK 'N FLY SERVICE, LLC
11/26/2013	945.00	MAG	LISA MCCABE
11/26/2013	115.76	MAG	JAUNOT BAKER
11/26/2013	477.83	MAG	ELAINE SEGUIN
11/26/2013	1,215.43	MAG	JESSE CAMACHO
11/26/2013	23,390.57	LABOR	AZ GROUP LOGISTIC CORP INC
11/26/2013	250,580.73	LABOR	FLEETLOGIX, INC
11/26/2013	4,512.20	FUEL	IPC USA
11/26/2013	6,898.40	FUEL	AIRPORT FUEL SERVICES LLC
11/26/2013	6,590.60	FUEL	CRCG, LLG
11/26/2013	6,316.36	FUEL	PINNACLE PETROLEUM
11/27/2013	679.62	MAG	KEITH HOBBS
11/27/2013	71,650.99	OTA	CAR RENTALS.COM
11/27/2013	491,103.49	OTA	EXPEDIA, INC.

\$ 8,289,830.27

**Advantage Rent A Car
November Wire
January 9, 2014**

<u>Date</u>	<u>Amount</u>	<u>Description</u>
11/8/2013	\$ 675.57	ADP PAYROLL
11/8/2013	375.00	ADP PAYROLL
11/8/2013	379.05	Payroll
11/8/2013	59,397.89	Labor
11/8/2013	864.00	Payroll
11/8/2013	47,656.00	MAG/CFC
11/12/2013	89.69	ADP PAYROLL
11/12/2013	594,510.41	ADP PAYROLL
11/12/2013	282,338.89	ADP PAYROLL
11/12/2013	150,000.00	FUEL
11/12/2013	65,538.82	ADP PAYROLL
11/12/2013	2,410.99	ADP PAYROLL
11/12/2013	324.72	ADP PAYROLL
11/12/2013	89.69	Payroll
11/13/2013	175,554.14	ADP PAYROLL
11/13/2013	163,728.98	ADP PAYROLL
11/14/2013	828,260.57	PCARD DEPOSIT
11/14/2013	100,000.00	FUEL
11/15/2013	9,714.90	Bank Fees - BofA
11/15/2013	300,000.00	BofA pcard LOC
11/15/2013	197.45	Bank Fees - BofA
11/18/2013	220.67	ADP PAYROLL
11/19/2013	83.60	ADP PAYROLL
11/19/2013	245,410.37	TAX
11/19/2013	226,576.60	ADP PAYROLL
11/19/2013	71,180.59	ADP PAYROLL
11/19/2013	240.00	Bank Fees - BofA
11/20/2013	226,365.48	FL TAX
11/20/2013	217,216.36	PCARD
11/20/2013	171,000.00	TAX
11/20/2013	118,817.10	TAX
11/20/2013	64,162.54	TAX
11/20/2013	43,089.75	TAX
11/20/2013	40,952.00	TAX
11/20/2013	35,702.00	TAX
11/20/2013	28,350.74	TAX
11/20/2013	24,883.47	MA
11/20/2013	16,838.70	TAX
11/20/2013	6,244.82	TAX
11/20/2013	4,599.00	IA TAX
11/20/2013	3,758.00	CO TAX
11/20/2013	14.00	ADP PAYROLL
11/20/2013	1,234.40	Bank Fees - BofA
11/21/2013	79,810.37	PCARD

11/21/2013	55,491.30	VA TAX
11/21/2013	42,733.18	HAWAII
11/21/2013	37,902.00	IL TAX
11/21/2013	23,735.53	OK TAX
11/21/2013	23,460.00	TN TAX
11/21/2013	4,179.00	OK TAX
11/21/2013	(1,234.40)	Bank Fees - BofA
11/21/2013	1,234.40	Bank Fees - BofA
11/22/2013	62,548.49	PCARD
11/22/2013	70.00	ADP PAYROLL
11/25/2013	200,165.00	TAX
11/25/2013	68,453.05	PCARD
11/25/2013	132,802.77	FLEET
11/25/2013	10,000.00	RESTRUCTURING
11/25/2013	4,000,000.00	Hertz Adequate Protection
11/26/2013	91,566.41	PCARD
11/26/2013	51,941.59	TAX-WA ST
11/26/2013	479,874.65	ADP PAYROLL
11/26/2013	265,500.00	JOHN WAYNE APT SEC DEP
11/26/2013	227,090.43	ADP PAYROLL
11/26/2013	204,969.79	ADP PAYROLL
11/26/2013	69,349.21	ADP PAYROLL
11/26/2013	5,897.81	SHIRAZ MGT WEST PLAM BCH
11/27/2013	68,407.66	PCARD
11/27/2013	10.80	ADP PAYROLL
11/27/2013	87,103.59	FUEL
11/27/2013	53,473.84	FUEL
11/29/2013	64,388.37	PCARD
11/29/2013	39,546.89	TAX-UT
11/29/2013	11,931.00	TAX-CT
11/29/2013	46,020.35	TAX
11/29/2013	14,583.75	ADP PAYROLL
11/29/2013	748.69	ADP PAYROLL

\$ 10,852,802.47

Advantage Rent A Car
November Checks Paid
January 9, 2014

Date	Amount	Vendor	Description
11/8/2013	\$ 35.00	SAEED ALGARNI	Payroll
11/8/2013	17.12	OU LI	Payroll
11/12/2013	65,842.73	NV DEPARTMENT OF TAXATION	Tax
11/12/2013	3,623.23	DEPARTMENT OF WATER SUPPLY, COUNTY OF MAUI	Utility
11/12/2013	1,668.88	THE ORLEANS HOTEL & CASINO INC	Rent
11/12/2013	1,476.94	CITY OF NEWPORT BEACH, REVENUE DIVISION	Con/MAG
11/12/2013	512.44	BOARD OF WATER SUPPLY	Utility
11/12/2013	250.44	ROBERT BLACK	Payroll
11/12/2013	223.86	JUDHAJIT SENMAZUMDAR	Payroll
11/12/2013	157.09	SCOTT LUNA	Payroll
11/13/2013	39,803.67	WISCONSIN DEPT. OF REV	Tax
11/13/2013	8,626.24	KENTUCKY U-DRIVE-IT MONTHLY USAGE	Tax
11/13/2013	3,402.27	PNM	SG&A
11/14/2013	14,702.34	EDS FACILITIES SERVICES, LTD	labor
11/15/2013	30,201.06	NORFOLK INTERNATIONAL AIRPORT	Con/MAG
11/15/2013	6,854.00	IAH RACS, LLC	Con/MAG
11/15/2013	2,513.00	MIA RACS, LLC	Con/MAG
11/18/2013	123,887.40	METRO WASHINGTON AIRPORTS AUTHORITY	Con/MAG
11/18/2013	100,573.19	CITY OF PHOENIX	Con/MAG
11/18/2013	32,783.81	ALLEGHENY COUNTY AIRPORT AUTHORITY	Con/MAG
11/18/2013	24,322.46	FIRST TRANSIT, INC	Con/MAG
11/18/2013	15,145.06	RALEIGH-DURHAM AIRPORT AUTHORITY	Con/MAG
11/18/2013	14,722.19	MIAMI-DADE AVIATION DEPT	Con/MAG
11/18/2013	14,179.39	ORLANDO SANFORD DOMESTIC, INC.	Con/MAG
11/18/2013	10,806.93	TRIANGLE TRANSIT VEHICLE RENTAL TAX	Tax
11/18/2013	7,847.02	DEPT OF REVENUE MEALS & RENTALS TAX RETURN	Tax
11/18/2013	3,930.63	MANCHESTER-BOSTON REGIONAL AIRPORT	Con/MAG
11/18/2013	3,026.00	IL CITY OF CHICAGO	Tax
11/18/2013	1,952.90	SANFORD AIRPORT AUTHORITY	Con/MAG
11/18/2013	595.00	MINNEAPOLIS-ST PAUL METROPOLITAN AIRPORTS COMMISSION	Con/MAG
11/18/2013	500.00	CATRALA - HAWAII	Con/MAG
11/18/2013	118.16	COMMERCIAL PROPERTIES OF MAUI MGT, INC.	Rent
11/19/2013	690,862.40	TRAVELPORT LP	OTA
11/19/2013	82,562.39	CITY OF LOS ANGELES, LOS ANGELES WORLD AIRPORTS	Con/MAG
11/19/2013	77,869.04	SABRE, INC.	OTA
11/19/2013	46,126.25	EMPLOYMENT PARTNERS INC	Payroll
11/19/2013	45,231.36	CITY OF ALBUQUERQUE, AVIATION DEPT	Con/MAG
11/19/2013	35,333.86	GRANITE TELECOMMUNICATIONS	Telco
11/19/2013	29,786.65	MVI FIELD SERVICES	fuel
11/19/2013	26,885.31	CITY OF CHARLOTTE AVIATION DEPARTMENT	Con/MAG
11/19/2013	25,454.00	IL CITY OF CHICAGO	Tax
11/19/2013	17,134.95	C SPIRE BUSINESS SOLUTIONS	Telco
11/19/2013	12,206.58	OMAHA AIRPORT AUTHORITY	Con/MAG
11/19/2013	7,869.65	MALLORY PROPERTIES	Rent
11/19/2013	5,500.00	WYNDHAM GARDEN HOTEL	Rent
11/19/2013	5,183.61	SMUD	Utilities
11/19/2013	5,000.00	LEE BURBANK HWY SERVICIE STATION	Rent
11/19/2013	4,622.37	AUDREY S. L. ZANE TRUST	Rent
11/19/2013	4,622.37	AUDREY S. L. ZANE TRUST	Rent
11/19/2013	4,152.85	XCEL ENERGY	Utilities
11/19/2013	3,000.00	CITY OF LOS ANGELES	Con/MAG
11/19/2013	2,812.85	BURBANK WATER AND POWER	Utilities
11/19/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST	Rent
11/19/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST	Rent
11/19/2013	2,136.12	ISTAR REO HOLDINGS TRS LLC	Rent
11/19/2013	1,012.06	GOLD COAST HOTEL AND CASINO	Rent
11/19/2013	25.74	OKALOOSA GAS DISTRICT	Utilities
11/20/2013	201,283.13	SOUTHWEST AIRLINES	OTA
11/20/2013	80,103.00	HI HAWAII DEPT. OF TAXATION	Tax
11/20/2013	6,800.00	EDMUNO BECK	Rent
11/20/2013	6,269.26	VERIZON WIRELESS	Telco
11/20/2013	5,498.11	EL PASO INTL AIRPORT	Con/MAG
11/20/2013	3,909.64	SOUTHERN CALIFORNIA EDISON	Utilities
11/20/2013	3,242.08	RENTAL VEHICLE TAX RETURN	Tax
11/20/2013	2,067.61	SAN DIEGO GAS & ELECTRIC	Utilities
11/20/2013	1,437.39	CITY OF INGLEWOOD	Con/MAG
11/20/2013	1,287.33	WE ENERGIES	Utilities
11/20/2013	1,041.83	DALLAS/FORT WORTH INTERNATIONAL AIRPORT BOARD	Con/MAG
11/20/2013	784.85	ROCKY MOUNTAIN POWER	Utilities
11/20/2013	752.34	WASTE MANAGEMENT OF GREATER VIRGINIA	Utilities
11/20/2013	590.69	CITY OF CHARLOTTE BILLING CENTER	Con/MAG
11/20/2013	181.79	PROFESSIONAL STAFFING GROUP	Payroll

11/20/2013	128.10	SAN ANTONIO WATER SYSTEM	Utilities
11/21/2013	23,708.79	KAYAK SOFTWARE CORP.	OTA
11/21/2013	11,203.82	RI RHODE ISLAND DEPT. OF REV.	Tax
11/21/2013	10,111.08	BURLINGTON INTERNATIONAL AIRPORT	Con/MAG
11/21/2013	8,489.71	HAWAIIAN ELECTRIC COMPANY	Utilities
11/21/2013	8,158.72	SPRINT	Telco
11/21/2013	7,250.00	PARK 'N FLY, INC.	Rent
11/21/2013	759.59	TW TELECOM	Telco
11/21/2013	495.79	WASTE MANAGEMENT OF EL CAJON-SAN DIEGO	Utilities
11/21/2013	489.48	WASTE AMNAGEMENT OF TEXAS	Utilities
11/21/2013	151.10	WASTE MANAGEMENT OF COLORADO SPRINGS	Utilities
11/21/2013	137.69	WASTE MANAGEMENT - SUN VALLEY	Utilities
11/21/2013	8.77	SALT LAKE CITY CORPORATION	Con/MAG
11/22/2013	18,034.38	CAR RENTAL TAX	Tax
11/22/2013	6,615.72	ORLANDO UTILITIES COMMISSION	Utilities
11/22/2013	5,627.68	WI WISCONSIN DEPT. OF REV	Tax
11/22/2013	5,561.38	DENVER WATER	Utilities
11/22/2013	3,477.35	PG & E	Utilities
11/22/2013	2,536.22	TN DAVIDSON COUNTY	Tax
11/22/2013	1,484.82	DR 2224 VEHICLE RENTAL MONTHLY TAX	Tax
11/22/2013	1,048.82	WASTE MANAGEMENT	Utilities
11/22/2013	483.40	DEPARTMENT OF WATER SUPPLY, COUNTY OF MAUI	Utilities
11/22/2013	202.60	EL PASO DISPOSAL	Utilities
11/22/2013	190.65	DALE SCHULTZ	Payroll
11/25/2013	75,910.00	CO CITY AND COUNTY OF DENVER	Tax
11/25/2013	67,452.00	CO CO DEPT. OF REVENUE	Tax
11/25/2013	64,688.81	AZ CITY OF PHOENIX	Tax
11/25/2013	26,154.23	TX CITY OF EULESS	Tax
11/25/2013	20,928.29	DR 2224 VEHICLE RENTAL MONTHLY TAX	Tax
11/25/2013	13,628.68	TX BEXAR COUNTY	Tax
11/25/2013	13,517.99	CITY OF PENSACOLA	Con/MAG
11/25/2013	3,240.00	OH CITY OF CLEVELAND	Tax
11/25/2013	3,171.80	QLESS INC	SG&A
11/25/2013	4.90	CITY OF PHOENIX	Con/MAG
11/26/2013	28,205.40	NC MECKLENBURG COUNTY	Tax
11/26/2013	20,034.00	OK OKLAHOMA TAX COMMISSION	Tax
11/26/2013	15,840.25	MI DEPARTMENT OF TREASURY	Tax
11/26/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST	Rent
11/26/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST	Rent
11/26/2013	1,352.40	MA CITY OF BOSTON	Tax
11/27/2013	45,562.14	NC NORTH CAROLINA DEPT OF REV	Tax
11/27/2013	21,311.86	EDS FACILITIES SERVICES, LTD	labor
11/27/2013	8,692.91	SC S. CAROLINA TAX COMM.	Tax
11/27/2013	8,000.00	MAIN STREET STATION HOTEL & CASINO	Rent
11/27/2013	7,153.31	VT DEPT. OF MOTOR VEHICLES	Tax
11/27/2013	2,596.34	CO CITY OF COLORADO SPRING	Tax
11/27/2013	46.46	NEW MEXICO GAS COMPANY	Utilities
11/27/2013	23.99	ALESYA ABRAMOVA	Payroll
11/29/2013	61,996.34	NV DEPARTMENT OF TAXATION	Tax
11/29/2013	11,271.99	MANCHESTER-BOSTON REGIONAL AIRPORT	Con/MAG
11/29/2013	212.39	RECOLOGY SAN MATEO COUNTY	Utilities
11/29/2013	105.70	WCI OF COLORADO SPRINGS	Utilities
11/29/2013	9.20	ELAINE DRISCOLL	Payroll

\$ 2,631,651.17

CASE NAME: Simply Wheelz d/b/a Advantage CASE NUMBER: 13-03332-EE
Rent-A Car

SUPPORTING SCHEDULES

For Period Nov. 5 to Nov. 30, 2013

INSURANCE SCHEDULE

<u>Type</u>	<u>Carrier/Agent</u>	<u>Coverage (\$)</u>	<u>Date of Expiration</u>	<u>Premium Paid</u>
Workers' Compensation	SEE ATTACHED FOR DETAILS			
General Liability				
Property (Fire, Theft)				
Vehicle				
Other (list):				

(1) Attach copy of certificate of insurance or declaration page of policy for any coverage renewed or replaced during the current reporting month.

(2) For the premium paid column enter "yes" if payment of premium is current or "no" if premium payment is delinquent. If "no", explain on Form 2-F, Narrative.

Type of Policy	Carrier	Agent	Exp Date	Premium	Coverage Amount
Automobile Physical Damage - Catastrophe	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	\$1,000,000 Limit w/ \$1,000,000 deductible
Automobile Physical Damage	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	\$2,000 deductible for Comp/Coll
Commercial Auto Minimum Financial Responsibility Ins	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Environmental Premises	Philadelphia Indemnity Insurance Company	Sonoran National Insurance Group	2/8/2014	yes	\$5,000,000 Limit Pollution Coverage for IAD ONLY \$2,000,000 Limit Pollution Coverage for SMF w/ UST and MCO w/ AST
Environmental Premises	Philadelphia Indemnity Insurance Company	Sonoran National Insurance Group	2/8/2014	yes	\$2,000,000 Limit for all other AST/UST
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	Varies based on State Minimum Financial Responsibility Limits
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	12/1/2013	yes	up to \$1,000,000 CSL excess coverage above any other collectible insurance
Counter Products	Knight Management Insurance Services, LLC	Sonoran National Insurance Group	3/1/2014	yes	\$458,000 Aggregate
Property	CorePointe Insurance Company	Sonoran National Insurance Group	4/1/2014	yes	\$9,600,000 Blanket Building & Personal Property Boiler & Machinery/Equipment Breakdown Included in policy limit

Type of Policy	Carrier	Agent	Exp Date	Premium	Coverage Amount
Directors & Officers Liability	Chubb Group of Insurance Companies	Sonoran National Insurance Group	11/30/2013	yes	\$2,000,000 per policy period \$250,000 Retention for the following coverages: Claims other than Securities Claims, Securities Claims, Inquiry Coverage (B)(2)
Workers Comp Ins - All Other States	Berkshire Hathaway Homestate Ins Company	Sonoran National Insurance Group	12/1/2013	yes	WC Statutory Limits \$1,000,000 E.L. Each Accident \$1,000,000 E.L. Disease - Each Employee \$1,000,000 E.L. Disease - Policy Limit
Workers Comp Ins - California	Berkshire Hathaway Homestate Ins Company/Cypress Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	WC Statutory Limits \$1,000,000 E.L. Each Accident \$1,000,000 E.L. Disease - Each Employee \$1,000,000 E.L. Disease - Policy Limit
Workers Comp Ins - Oregon	Continental Divide Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	WC Statutory Limits \$1,000,000 E.L. Each Accident \$1,000,000 E.L. Disease - Each Employee \$1,000,000 E.L. Disease - Policy Limit
Commercial General Liability Ins	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	\$5,000,000 Each Occ \$500,000 Damage to Rented Prem Each Occ Med Exp EXCLUDED \$5,000,000 Personal & Adv Injury \$5,000,000 Agg \$5,000,000 Products-Comp/Op Agg
Airport Shuttles/Shuttlebus	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	\$5,000,000 CSL (Ea Accident)
Business Auto Liability Coverage/Rental Fleet	CorePointe Insurance Company	Sonoran National Insurance Group	12/1/2013	yes	\$5,000,000 CSL (Ea Accident)
Commercial Excess Liability Coverage	James River Insurance Company	Sonoran National Insurance Group	12/12/2013	yes	\$5,000,000 Each Occ \$5,000,000 Agg



Westchester Fire Insurance Company

ACE EXPRESS Private Company Management Indemnity Package

Declarations

This Policy is issued by the stock insurance company listed above ("Insurer").

THE EMPLOYMENT PRACTICES, DIRECTORS & OFFICERS AND COMPANY, AND FIDUCIARY COVERAGE SECTIONS OF THIS POLICY, WHICHEVER ARE APPLICABLE, COVER ONLY CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR, IF ELECTED, THE EXTENDED PERIOD AND REPORTED TO THE INSURER PURSUANT TO THE TERMS OF THE RELEVANT COVERAGE SECTION. THE CRIME COVERAGE SECTION, IF APPLICABLE, APPLIES ONLY TO LOSS DISCOVERED DURING THE POLICY PERIOD. PLEASE READ THIS POLICY CAREFULLY.

THE LIMITS OF LIABILITY AVAILABLE TO PAY INSURED LOSS SHALL BE REDUCED BY AMOUNTS INCURRED FOR COSTS, CHARGES AND EXPENSES UNLESS OTHERWISE PROVIDED HEREIN. AMOUNTS INCURRED FOR COSTS, CHARGES AND EXPENSES AND LOSS SHALL ALSO BE APPLIED AGAINST THE RETENTION AND DEDUCTIBLE AMOUNTS.

TERMS THAT APPEAR IN BOLD FACE TYPE HAVE SPECIAL MEANING. PLEASE REFER TO THE APPROPRIATE DEFINITIONS SECTIONS OF THIS POLICY.

Policy Number: **G27126005 001**

Renewal of: **NEW**

Item A. **Parent Company:** **Franchise Services of North America, Inc.**
Principal Address: 1052 Highland Colony Parkway
Suite 204
Ridgeland , MS 39157

Item B. **Policy Period:** From 11/30/2013 to 11/30/2014
12:01 a.m. local time at the Principal Address shown in Item A.

Item C. Coverage Section(s):

EMPLOYMENT PRACTICES

1. Limit of Liability
 - a. \$3,000,000 aggregate for all **Loss**, subject to 1b and 1c immediately below,
 - b. \$0 additional aggregate for all **Costs, Charges and Expenses**, subject to 1c immediately below,
 - c. \$3,000,000 maximum aggregate for this Coverage Section.
2. Retention: \$125,000 each **Employment Practices Claim**
\$125,000 each **Third Party Claim**
3. **Continuity Date:** 11/20/2006 with respect to the Limit of Liability to \$1,000,000
11/30/2009 with respect to that part of the Limit of Liability in excess of \$1,000,000
11/30/2013 with respect to that part of the Limit of Liability in excess of \$2,000,000
4. **Third Party Coverage** Yes No

DIRECTORS & OFFICERS AND COMPANY

1. **Limit of Liability**
 - a. aggregate for all **Loss**, subject to 1b and 1c immediately below,
 - b. additional aggregate for all **Loss** under Insuring Clause A1, subject to 1c immediately below,
 - c. maximum aggregate for this Coverage Section.
2. **Retention:** each **Claim** under Insuring Clause 1
each **Claim** under Insuring Clause 2
each **Claim** under Insuring Clause 3
3. **Continuity Date:**

FIDUCIARY

1. **Limit of Liability** maximum aggregate for this Coverage Section
2. **Retention:** each **Claim**
3. **Continuity Date:**

CRIME

Insurance Agreements	Limit Of Insurance Per Occurrence	Deductible Amount Per Occurrence
1a. Employee Theft	N/A	N/A
b. Employee Benefit Plan	N/A	N/A
c. Client Property	N/A	N/A
2. Forgery Or Alteration	N/A	N/A
3. Inside The Premises Theft Of Money And Securities	N/A	N/A
4. Inside The Premises – Robbery Or Safe Burglary Of Other Property	N/A	N/A
5. Outside The Premises	N/A	N/A
6. Computer Fraud	N/A	N/A
7. Funds Transfer Fraud	N/A	N/A
8. Money Orders And Counterfeit Money	N/A	N/A

Coverage is provided only if an amount is shown opposite an Insuring Agreement. If the amount is left blank or "Not Covered" is inserted, such Insuring Agreement and any other reference thereto in this **Policy** is deleted.

Item D. Premium: \$53,081

Taxes & Surcharges Amount: \$0.00
Total Amount Due: \$53,081

Item E. **Discovery Period**

1. One (1) year 100.00% of the annual premium
2. Two (2) years 125.00% of the annual premium
3. Three (3) years 150.00% of the annual premium

As provided in subsection H of the General Terms and Conditions, only one of the above **Discovery Period** options may be elected and purchased.

Item F. **Run-Off Period**

1. One (1) year	<u>100.00%</u> of the annual premium
2. Two (2) years	<u>110.00%</u> of the annual premium
3. Three (3) years	<u>125.00%</u> of the annual premium
4. Four (4) years	<u>135.00%</u> of the annual premium
5. Five (5) years	<u>145.00%</u> of the annual premium
6. Six (6) years	<u>150.00%</u> of the annual premium

As provided in subsection I of the General Terms and Conditions, only one of the above **Run-Off Period** options may be elected and purchased.

Item G Notice under this **Policy** shall be given to:

A. Notice of **Claim, Loss** or **Wrongful Act**:

Professional Liability Claims
PO Box 5119
Scranton, PA 18505-0549
First Notices Fax:
215.640.5040 or 1.877.746.4671
General Correspondence Fax:
1.866.635.5688
First Notices Email:
WSGPROFRISKCLAIMS@ACEGROUP.COM

B. All other notices:

Professional Risk Division
ACE Westchester Specialty Group
11575 Great Oaks Way, Suite 200
Alpharetta, GA 30022

Item H. Forms attached at **Policy** issuance:

- EPLA-P (01/13) - EPL Assist
- CC-1K11g (01/11) - Signatures
- PF-15191 (12-08) - ACE EXPRESS Private Company Management Indemnity Package - General Terms and Conditions
- PF-15192 (12-08) - ACE EXPRESS Private Company Management Indemnity Package - Employment Practices Coverage Section
- PF-15026c (01-08) - Cap On Losses From Certified Acts of Terrorism
- PF-17617 (12-08) - Amendatory Endorsement - Mississippi
- PF-28241 (02/10) - Redlining Exclusion
- PF-28249 (05/10) - Private Company Express Amendatory Endorsement
- PF-28262 (01/11) - Optional Duty to Defend - Employment Practices Coverage Section
- PF-30206 (07/10) - Amend Run-Off Coverage
- PF-34215 (08/11) - FLSA and Related Coverage
- PF-39133 (09/12) - Amend Miscellaneous Endorsement (Specified Section)
- PF-39255 (10/12) - Specified Matter Exclusion
- TRIA12b (01-08) - Disclosure Pursuant To Terrorism Risk Insurance Act
- All-20887 (10-06) - ACE Producer Compensation Practices & Policies
- All-21101 (11-06) - Trade or Economic Sanctions Endorsement
- ILP 001 01 04 - U.S. Treasury Departments' Office of Foreign Assets Control ("OFAC") Advisory Notice to Policyholders

IN WITNESS WHEREOF, the **Insurer** has caused this **Policy** to be signed by its President and Secretary, and countersigned by a duly authorized representative of the **Insurer**.

DATE: 12/02/2013



JOHN J. LUPICA, President
Authorized Representative



Chubb Group of Insurance Companies
15 Mountain View Road
Warren, New Jersey 07059

The Chubb Primary
Directors & Officers and Entity
Securities Liability Insurance

DECLARATIONS

FEDERAL INSURANCE COMPANY

A stock insurance company, incorporated under the laws of Indiana, herein called the Company

Capital Center, 251 North Illinois, Suite 1100
Indianapolis, IN 46204-1927

Policy Number: 8237-6043

NOTICE: THIS IS A CLAIMS MADE POLICY, WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD", INCLUDING ANY APPLICABLE EXTENDED REPORTING PERIOD. THE LIMIT OF LIABILITY TO PAY "LOSS" WILL BE REDUCED, AND MAY BE EXHAUSTED, BY "DEFENSE COSTS", AND "DEFENSE COSTS" SHALL BE APPLIED AGAINST THE RETENTION AMOUNT. THE COMPANY SHALL NOT BE LIABLE FOR "DEFENSE COSTS" OR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT UPON EXHAUSTION OF THE APPLICABLE LIMIT OF LIABILITY. READ THE ENTIRE POLICY CAREFULLY.

Item 1. Parent Organization:	Franchise Services of North America, Inc. 1052 Highland Colony Parkway Suite 204 Ridgeland , MS 39157	Premium \$51,576.00 Broker Fee \$250.00
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Item 2. Policy Period:	From: November 30, 2013 To: November 30, 2014 At 12:01 A.M local time at the address shown in Item 1.
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Item 3. Limit of Liability:	Each Policy Period:	\$2,000,000.00
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Item 4. Retentions:	(A) Insuring Clause (A):	None
	(B) Insuring Clause (B) (Claims other than Securities Claims):	\$250,000.00
	(C) Insuring Clauses (B) and (C) (Securities Claims only):	\$250,000.00
	(D) Inquiry Coverage (A):	None
	(E) Inquiry Coverage (B)(1):	None
	(F) Inquiry Coverage (B)(2):	\$250,000.00



Chubb Group of Insurance Companies
15 Mountain View Road
Warren, New Jersey 07059

The Chubb Primary
Directors & Officers and Entity
Securities Liability Insurance

item 5. **Extended Reporting Period:**

(A) Additional Period: 1 year

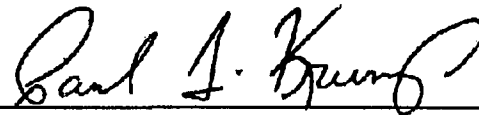
(B) Additional Premium: 150%

Item 6. **Pending or Prior Proceedings Date:** November 30, 2000

In witness whereof, the Company issuing this policy has caused this policy to be signed by its authorized officers, but it shall not be valid unless also signed by a duly authorized representative of the Company.

FEDERAL INSURANCE COMPANY


Secretary


President

12/02/2013

Date



Authorized Representative

CASE NAME: Simply Wheelz d/b/a Advantage CASE NUMBER: 13-03332-EE
Rent-A-Car

NARRATIVE STATEMENT

For Period Nov. 5 to Nov. 30, 2013

Please provide a brief description of the significant business and legal action by the debtor, its creditors or the court during the reporting period. Comments should include any change in bank accounts, explanation of extraordinary expenses, and purpose of any new post-petition financing. Comments should also include debtor's efforts during the month to rehabilitate the business and to develop a plan.

SEE ATTACHED.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI

In re:)	
)	
SIMPLY WHEELZ LLC, D/B/A)	
ADVANTAGE RENT-A-CAR)	CASE NO. 13-03332-ee
)	Chapter 11
)	
Debtor)	
_____)	

NARRATIVE STATEMENT

For Period November 5, 2013 to November 30, 2013

Please provide a brief description of the significant business and legal action by the debtor, its creditors or the court during the reporting period. Comments should include any change in bank accounts, explanation of extraordinary expenses, and purpose of any new post-petition financing. Comments should also include debtor's efforts during the month to rehabilitate the business and to develop a plan.

Simply Wheelz LLC d/b/a Advantage Rent-A-Car (the "Debtor" or the "Company"), filed this chapter 11 case (the "Case") on November 5, 2013 (the "Petition Date"). The Debtor has continued to operate and manage its business pursuant to Bankruptcy Code §§ 1107(a) and 1108.

The Company acquired the Advantage business from Hertz in a complex series of transactions beginning in December 2012. The Federal Trade Commission had mandated that Hertz divest the Advantage business and certain assets of Dollar Thrifty as a condition to Hertz's acquisition of Dollar Thrifty. (See the decision and order of Federal Trade Commission (Docket No. C-4376), July 10, 2013 (the "FTC Order").) A part of the Dollar Thrifty assets the Company acquired were approximately 24,000 vehicles from Hertz (the "Hertz Leased Fleet") as part of the Advantage transaction pursuant to two fleet leases (the "Hertz Fleet Leases") under which the Company was required to pay to Hertz monthly rental payments based upon the number of cars used and their book value. The Hertz Fleet Leases also imposed a deadline for the Company to divest the entire Hertz Leased Fleet on or before December 31, 2014 through only a single approved disposition channel – Manheim. Additionally, under the Hertz Fleet Leases, the Company had to bear residual value risk of the Hertz Leased Fleet, *i.e.*, the difference between the "book value" for each vehicle in the Hertz Leased Fleet and the proceeds received when the Company disposed of that vehicle through Manheim (subject to a downward adjustment for the use of the vehicles in the interim).

As set forth in the *Declaration of Thomas P. McDonnell, III, in Support of Debtor's Chapter 11 Petition and First Day Motions* (the "McDonnell Declaration") [Dkt. # 012], there were some structural and financial issues in the Hertz transaction that were problematic for the Company, particularly with respect to the residual value risk of the Hertz Leased Fleet. These

issues began to surface in mid-2013 and effectively prevented the Company from obtaining (on a short-term basis) needed operating liquidity and (on a longer term basis) recapitalization for the Company.

On October 1, 2013, the Company engaged Capstone Advisory Group, LLC (“Capstone”) to provide financial and strategic advice in connection with a potential restructuring, sale, and/or refinancing of the Company. Capstone was engaged to provide such advice, which included (a) cash management and liquidity forecasting, (b) exploring liquidity-enhancement opportunities, and (c) analyzing strategic alternatives. The Company believed that Capstone also was well-suited to provide financial advisory services to the Company in the event it was forced to file a Chapter 11 case. (Capstone has served as a financial advisor in numerous significant bankruptcy cases, including MF Global Holdings, Ltd., *et al.*, Chrysler (a.k.a. Old Carco LLC), Dynegy Holdings, LLC, *et al.*, Tropicana Entertainment, LLC, and Adelphia Communications.).

On or about October 9, 2013, the Company was required to make a payment to Hertz under the Hertz Fleet Leases. The Company did not do so, but instead entered into talks with Hertz with a view to restructuring the Company’s fleet arrangements with Hertz while it looked for new sources of capital. Those discussions failed to result in an agreement to restructure the Hertz Fleet Leases. On October 23, 2013, however, Hertz agreed to forbear from enforcing its rights under the Hertz Fleet Leases through November 1, 2013.

Beginning on October 25, 2013, the Company asked Capstone to run a process to identify and attract the interest of new providers of capital. As a result of this Capstone-led process, the Company engaged in advanced negotiations with three other parties with respect to: (i) the provision of additional financing to the Company, and/or (ii) a sale of the Advantage business. These discussions resulted in two parties, one of which was Catalyst Capital Group, Inc. (“Catalyst”), making written offers to the Company to provide financing and/or purchase the Advantage business.

At this time, the Company was of the view that a recapitalization or a sale of the Company could be undertaken on a going concern basis outside of a bankruptcy case. Throughout this period, the Company was in regular communication with the Federal Trade Commission to ensure that any proposed sale or recapitalization of the Advantage business would be in compliance with the FTC Order by which the Company had acquired the business of Advantage Rent-A-Car.

During this time period, Hertz offered to provide interim financing to enable the Company to complete a sale process, but only in the context of a bankruptcy proceeding of the Company. Following extensive discussions with Hertz, the Company elected not to accept Hertz’s proposed terms as the Company believed that process would not maximize the value of Advantage’s business.

Subsequently, on Saturday, November 2, 2013, Hertz gave notice to the Company that it was terminating the Hertz Fleet Leases which covered the substantial majority of the Advantage rental fleet and was seeking the return of the Hertz Leased Fleet. The following day, Sunday, November 3, 2013, Hertz formally demanded that the Company cease renting any Hertz Leased

Fleet and immediately return to Hertz all Hertz Leased Fleet currently out on rental as soon as they were returned. Finally, Hertz advised the Company that it intended to begin taking possession of the Hertz Leased Fleet on Tuesday, November 5, 2013.

Following discussions throughout the day and night on November 3, 2013 among the Company, Hertz, certain of the financing parties and their respective advisors, and others, Hertz agreed to an additional one-day period of forbearance on November 4, 2013. Hertz and the Company, however, were not able to agree to terms that would have resulted in a consensual extension of the forbearance period beyond November 4, 2013.

As a result of the failure of the Company to obtain from Hertz a consensual resolution of these issues, and faced with the prospect of a chaotic liquidation, the Company decided to file a chapter 11 case to preserve 1,800 jobs and the going concern value of the Advantage business. The bankruptcy filing of the bankruptcy case was necessitated by the threatened Hertz enforcement actions and consequently, was on very short notice.

As of the Petition Date, the Debtor operated the fourth largest car rental company in the United States, commonly known as Advantage Rent-A-Car ("Advantage"). Advantage employed approximately 1,800 people and leased a fleet of approximately 23,000 vehicles. The Debtor operates the Advantage car rental brand at 72 corporate locations in 33 states, including airport locations servicing 60 of the 70 largest airports across the United States.

The Debtor's rental business is placed through a variety of portals, including travel agents, online travel agent ("OTA") websites such as Expedia™ and Orbitz™, and walk-up business. The OTAs are a significant portion of Advantage's business – more than \$81 million in the nine and one-half month period from the inception of the Company's operations on December 12, 2012 through September 30, 2013. Advantage's gross revenues from vehicle rentals have averaged \$13.5 million per month during the period for which information is currently available (January 1, 2013 through September 30, 2013).

The Debtor filed certain emergency motions and applications on the day after the Petition Date (collectively, the "First Day Motions"), and these First Day Motions sought relief aimed at preserving the going concern value of the Debtor's estate and minimizing the adverse effects of the chapter 11 filing on the Debtor's business by facilitating an orderly transition into, and uninterrupted operations throughout, the chapter 11 process. Among the more significant First Day Motions was the *Amended Emergency Motion of Debtor for Preliminary and Final Order (A) Authorizing Post-Petition Financing on a Secured and Super-Priority Basis Pursuant to 11 U.S.C. §§ 105, 364(c)(1), 364(c)(2), 364(c)(3) and 507(b); (B) Granting Other Related Relief; and (C) Scheduling a Final Hearing Pursuant to Rule 4001(c)(2)* (the "DIP Financing Motion"); the *Emergency Motion for Order Authorizing Debtor to Pay Certain Prepetition Obligations to Critical Vendors* (the "Critical Vendor Motion") and the *Emergency Motion of the Debtor to Assume Certain Executory Contracts* (the "Contract Assumption Motion"). The Court's granting these First Day Motions, and others: (i) enabled the Debtor to obtain the necessary funds to continue operations; (ii) ensured that the Debtor would have a fleet of vehicles to rent to its customers; and (iii) greatly minimized the disruptive effect of the chapter 11 filing. The first week of the case was focused on maintaining operations and dealing with the multitude of

creditor inquiries, as well as formulating a business plan in conjunction with the chapter 11 case and an anticipated sales process.

The Debtor then turned its attention to: (i) operational issues; (ii) financial issues; (iii) financing issues; and (iv) the sales process. The Debtor filed its *Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, 365, 503 and 507, Bankruptcy Rules 2002, 3007, 6004, 6006, 9007 and 9014 for Entry of: (A) Order (I) Approving Bidding Procedures in Connection with Sale of Assets of Debtor, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) Order (I) Approving Purchase Agreement, (II) Authorizing Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (III) Granting Related Relief* [Dkt. # 071] (the "Bid Procedures and Sale Motion") on November 13, 2013. The Debtor also was negotiating with The Catalyst Capital Group on behalf of one or more of its affiliates or designees ("Catalyst") to serve as the "Stalking Horse Bidder" and was negotiating the terms of the applicable Asset Purchase Agreement. The Debtor and its professionals also met with Catalyst and its professionals in Chicago to discuss a wide variety of operational issues, financial issues, and financing issues.

The Debtor and its professionals also kept the counsel for the Federal Trade Commission advised of developments in the bankruptcy case throughout the month of November 2013.

The Debtor and its professionals also devoted significant time and attention to addressing the issues related to Hertz and how to resolve these for the Debtor and for all other potential bidders in the sales process, including the stalking horse bidder, Catalyst. To that end, the Debtor and its professionals met in New York City on November 18, 2013 with Hertz and its professionals, as well as with Catalyst and its professionals and representatives of other related parties to attempt to reach a global settlement on the multitude of issues between and among the parties. One goal was to develop a "portable" settlement with Hertz which would be available, not only to Catalyst, but also to any purchaser in the event Catalyst's stalking horse bid would be topped at the auction. Substantial progress was made at that New York City meeting.

The Debtor and Catalyst, as the Stalking Horse Bidder, finalized the Asset Purchase Agreement for the sale of the Purchased Assets, and the Debtor filed this APA with the Court on November 20, 2013 [Dkt. 100]. Sixt Rent-a-Car, LLC ("Sixt") filed an Objection to the Bid Procedures Portion of the Bid Procedures and Sale Motion [Dkt. # 101]. On November 22, 2013, the Court approved Catalyst as the Stalking Horse Bidder and granted its request for a Break-up Fee as the Stalking Horse Bidder, over the objection of Sixt and entered its *Order, Pursuant to Bankruptcy Code Sections 105(a), 363 and 365, Bankruptcy Rules 2002, 3007, 6004, 6006, 9007 and 9014, (A) Approving Bidding Procedures in Connection with Sale of Assets of the Debtor, (B) Approving Form and Manner of Notice, (C) Scheduling Auction and Sale Hearing, (D) Authorizing Procedures Governing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (E) Granting Related Relief* [Dkt. # 109] (the "Bid Procedures Order").

The Debtor also had to replace its liability insurance for its entire Hertz Leased Fleet, as well as its other leased vehicles, because its previous insurer (CorePointe) had sent the Company

a notice of non-renewal in late October 2013, effective December 1, 2013. CorePointe had insisted upon terms to reinstate the insurance policies that were unacceptable to the Debtor, so the Debtor obtained other replacement coverage.

Even though an agreement in principle had been reached with Hertz at the New York City meeting, there were many financial, legal and operational issues and details to be resolved. In the process of reducing some of the agreements in principle to a term sheet, there were many disagreements on key points. Consequently, even though the parties worked throughout the Thanksgiving holiday and weekend, by the end of November, the parties still had not reached an agreement on the key terms and provisions so that a Settlement Term Sheet could be executed by all of the parties.

ButlerSnow 19012780v2