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MONTHLY OPERATING REPORT

CHAPTER 11

CASE NAME: _	Simply Wheelz d/b/a Ac	Ivantage Rent-A-Car		
CASE NUMBE	R: 13-03332-EE	For Period Nov. 5	to Nov. 30	, 20 <u>13</u>

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 - a	attached or waived)	
{ }	{ }	Comparative Balance Sheet (FORM 2-B)
{ }	{ }	Profit and Loss Statement (FORM 2-C)
{x }	{ }	Cash Receipts & Disbursements Statement (FORM 2-D)
{ }	{ }	Supporting Schedules (FORM 2-E)
{x }	{ }	Narrative (FORM 2-F)
í k }	{ }	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	Debtor(s)*:_	Simply Wheelz LLC d/b/a Advantage Rent-A-Car
(date)		
	 By:**	/s/ David M. Mitchell
	Position: _	СГО
	Name of pre	parer: David M. Mitchell
	Telephone N	lo. of Preparer
* both debtors must sign if a joint petition		

** for corporate or partnership debtor

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CASE NAME:	Simply Wheelz d/b/a Advantage	CASE NUMBER:
	Rent-A-Car	
	CASH RECEIPTS AND DIS	BURSEMENTS STATEMENT
	For Period Nov. 5	_ to <u>Nov. 30</u> , 20 <u>13</u>
		ONCILIATION
	Cash Balance (Ending Cash Balance onth's report)	\$ <u>5,856.900.00</u>
 Cash Receip 2 of all FOI 	ts (total Cash Receipts from page RM 2-D's)	
2 Cash Dishur	sements (total Cash Disbursements	\$ <u>25,883,365.00</u>
	of all FORM 2-D's)	\$(21,774,284.00)
4. Net Cash Flo	ow	\$_4,109,081.00
5. Ending Cash	n Balance (to FORM 2-B)	\$ <u>4,965,981.00</u>
	CASH SUMMARY	- ENDING BALANCE

		Amount*	Financial Institution
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	<u>\$21,774,284.00</u>	

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

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Advantage Rent A Car November Bank Reconciliation January 9, 2014

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

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 January February	Cash Disbursements * \$\$	Quar Fee I		Check No.	Date
March	\$				
Total	<u></u>				
1st Quarter	\$	\$		<u> </u>	
April	\$				
May	\$				
June	\$				
Total					
2nd Quarter	\$	\$			
July	\$				
August	\$				
September	\$				
Total					
3rd Quarter	\$	\$			·····
October	\$				
November	\$ 21,774,284.00				
December	\$				
Total					
4th Quarter	\$	\$		<u> </u>	
	DISBURSEMENT C	ATEGORY	QUARTH	ERLY FEE D	UE
	\$0 to \$14,999.99			\$325	
	\$15,000 to \$74,999.9	9		\$650	
	\$75,000 to \$149,999	.99		\$975	
	\$150,000 to \$224,999			\$1,625	
	\$225,000 to \$299,99			\$1,950	
	\$300,000 to \$999,99			\$4,875	
	\$1,000,000 to \$1,999	•		\$6,500	
	\$2,000,000 to \$2,999	•		\$9,750	
	\$3,000,000 to \$4,999	•		\$10,400	
	\$5,000,000 to \$14,99			\$13,000	
	\$15,000,000 to \$29,9	99,999.99		\$20,000	

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

\$30,000,000 or more

* 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.

\$30,000

Form 2-D Page 2 of 4 3/11 Case 13-03332-ee Doc 369 Filed 01/14/14 Entered 01/14/14 16:18:41 Desc Main Document Page 5 of 30

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

CASE NUMBER: ______

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 <u>Nov. 5</u> to <u>Nov. 30</u>, 20<u>13</u>

Account Name: _____ Account Number: _____

CASH RECEIPTS JOURNAL

(attach additional sheets as necessary)

Date

Description (Source)

Amount

SEE ATTACHED DETAIL

Total Cash Receipts

\$ 25,883,365.00

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Advantage Rent A Car November Cash Receipts January 9, 2014

Date	Amount		Description
11/5/2013	\$	478,929.85	Daily Collections
11/6/2013			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 11/6/2013		468.39 536.47	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/6/2013		565.59	
11/6/2013		636.80	
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 11/6/2013		2,709.24 3,093,36	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. 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	
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	
11/8/2013 11/12/2013			Daily Collections Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013			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			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013 11/12/2013			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. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013			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 11/12/2013		2,418.09 3,880.03	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. 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		-	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 11/12/2013		4,700.68 4,765.39	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account, Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/12/2013			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 11/12/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. 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			damage/salvage collections
11/12/2013	2		Daily Collections
11/13/2013 11/13/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013			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			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013 11/13/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013		-	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013		-	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/13/2013			Banked Checks
11/13/2013			Daily Collections Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013 11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013 11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/14/2013			Daily Collections
11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013 11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/15/2013 11/15/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Banked Checks
11/15/2013			Daily Collections
11/18/2013		-	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013			Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
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11/18/2013	I,216.65	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	•	• • • •
11/18/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	1,706.85	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		
11/18/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013	•	
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		
11/18/2013		
11/18/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/18/2013		damoge/salvage collections
11/18/2013	• •	Daily Collections
11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013 11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013	• •	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/19/2013	-	Daily Collections
11/20/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account,
11/20/2013	7,583.81	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/20/2013	410,882.52	Daily Collections
11/21/2013	(88,94)	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013	375.94	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013	971,28	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013	2,561.47	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013	2,925.27	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013	5,092.86	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/21/2013		Banked Checks
11/21/2013		Daily Collections
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013	-	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013	•	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/22/2013	-	Daily Collections Reserve from one of the 6 locations added May 2013 that do not owner into the master deposit eccount
11/25/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013 11/25/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013	• •	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
	(3.12)	

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

CASE NUMBER: ______

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 , 20 13

Account Name: _____ Account Number:

CASH DISBURSEMENTS JOURNAL (attach additional sheets as necessary)

 Date
 Check No.
 Payee
 Description (Purpose)*
 Amount

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.

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Advantage Rent A Car November EFT January 9, 2014

11/12/2013 2 17/22/01 2 17/22/01 11/12/2013 12/22/01 12/22/01 12/22/01 12/22/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01 12/02/01 12/02/01 11/12/2013 12/02/01 12/02/01	Date	Amount	Description	Vendor
11/12/2013 133,263.35 FUEL ORKS, LIG 11/12/2013 6,801.99 FUEL PINIALE EFERGLEUM 11/12/2013 12/13/2013 1,960.00 LISA MCCABE 11/12/2013 1,960.00 MAGS LISA MCCABE 11/12/2013 1,938.00 MAGS LISA MCCABE 11/12/2013 0,938.93 MAG TIRESUBLER, CITY OF CLEVELAND 11/12/2013 0,938.93 MAG CITY OF HOUSTON AUXITON SYSTEM DEPOSITS 11/12/2013 8,100.00 MAG CITY OF HOUSTON AUXITON SYSTEM DEPOSITS 11/12/2013 8,100.00 MAG CITY OF HOUSTON AUXITON SYSTEM DEPOSITS 11/12/2013 8,110.20 MAGRINAL AUXINGLA MYSDON, LL 11/12/2013 1,113/2013 2,115.40 MAG 11/12/2013 1,112/2013 4,127.60 MAG 11/12/2013 1,212.60 MAG PYD RE 11/12/2013 4,127.61 MAGS MAGSTANMANCAL AVYSDON 11/12/2013 4,227.61 MAG COLORAD SPINIANCAL AVYSDON 11/12/2013 4,227.61	11/12/2013 \$	17,519.10		AIRPORT FUEL SERVICES LLC
11/12/2013 13/23/2013 13/23/2013 23/23/2013 11/12/2013 22/31/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 14/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 14/23/2013 11/12/2013 13/23/2013 13/23/2013 14/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13/23/2013 13/23/2013 11/12/2013 13/23/2013 13	11/12/2013	13,723.97	FUEL	ALOHA PETROLEUM, LTD.
11/12/2013 271,152.66 FURL PINNALLY PETROLEUM 11/12/2013 1274,152.66 FURL PINNALLY PETROLEUM 11/12/2013 12,650.00 MAG LISA MCCARE 11/12/2013 69,385.93 MAG TRESUBJER, CTY OF CLEVELAND 11/12/2013 69,385.93 MAG CTY OF MURPORT-OPERATING 11/12/2013 25,975.00 MAG CTY OF HOUSTON AVAILATOR SISTEM DEPOSITS 11/12/2013 8,300.00 MAG CTY OF HOUSTON AVAILATOR SISTEM DEPOSITS 11/12/2013 8,300.00 MAG CTY OF HOUSTON AVAILATOR SISTEM DEPOSITS 11/12/2013 8,300.00 MAG CTY OF HOUSTON AVAILATOR NATHORNY 11/12/2013 2,115.20 MAG CTY OF HOUSTON AVAILATOR TO THE SISTEM 11/12/2013 2,115.20 MAG CTY OF HOUSTON AVAILATOR TO THE SISTEM 11/12/2013 2,115.20 MAG CTY OF AVAILASANDY 11/12/2013 2,115.20 MAG CY DOTTY 11/12/2013 3,940.00 MAG EVENDRIL CULY 11/12/2013 3,940.00 MAG <td>11/12/2013</td> <td>25,744.31</td> <td>FUEL</td> <td>CRCG, LLG</td>	11/12/2013	25,744.31	FUEL	CRCG, LLG
11/12/2013 2,71,52.66 FUEL PETROLEWI TANDERS 11/12/2013 1,260.00 MAG LAZ PARKING LTD, LLC 11/12/2013 69,389.39 MAG TERSAURE, CTV OF CLAVELAND 11/12/2013 69,389.39 MAG TERSAURE, CTV OF CLAVELAND 11/12/2013 52,575.00 MAG TVY OF HOLSTON AVAILON SYSTEM DEPOSITS 11/12/2013 39,300.00 MAG TVY OF HOLSTON AVAILON SYSTEM DEPOSITS 11/12/2013 39,300.00 MAG MARHATAN FINANCIAL ADVISORS, LLC 11/12/2013 2,311.24 MAG MACSIN AVAILON SYSTEM DEPOSITS 11/12/2013 2,311.24 MAG MACSIN AVAILON SYSTEM DEPOSITS 11/12/2013 2,311.24 MAG MACSIN AVAILON AUTIONITY 11/12/2013 2,311.26 MAG MADESIN AVAILON AUTIONITY 11/12/2013 4,922.51 MAG MACSIN AVAILON AUTIONITY 11/12/2013 5,940.00 MAG MACSIN AVAILON AUTIONITY 11/12/2013 5,940.00 MAG MACSIN AVAILON AUTIONITY 11/12/2013 5,940.00 MAG	11/12/2013	133,039.33	FUEL	MANSFIELD OIL
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11/12/2013 12/2003 NAG LAZ PARING LTD, LIC 11/12/2013 0.8306.57 NAG DPW AIPCRT - OPERATING 11/12/2013 2.5375.00 NAG TY OP FLOSTON VANITON STETMS DEPOSITS 11/12/2013 3.8300.00 NAG TY OP FLOSTON VANITON STETMS DEPOSITS 11/12/2013 3.800.00 NAG TY OP FLOSTON VANITON STETMS DEPOSITS 11/12/2013 3.800.00 MAG MARING TATA PINANCIAL ADVISORS, LIC 11/12/2013 2.311.24 MAGS MARING TATA PINANCIAL ADVISORS, LIC 11/12/2013 2.311.24 MAGS MARING TO	11/12/2013	271,152.66	FUEL	PETROLEUM TRADERS
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11/13/2013 11,783.52 INS KNIGHT MANAGEMENT INSURANCE COMPANY 11/13/2013 356,874.07 INS COREPOINTE INSURANCE COMPANY 11/13/2013 356,874.07 INS COREPOINTE INSURANCE COMPANY 11/13/2013 479,966.62 LABOR GCA SERVICES GROUP 11/13/2013 51,523.35 LABOR AC 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 SNELING 11/13/2013 21,045.93 LABOR SNELING 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 ORBITZ	11/13/2013	5,016,04	FUEL	IPC USA
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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 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.				
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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.	· · · ·			
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11/13/2013 208,191.56 OTA PRICELINE.COM, INC.				
11/15/2015 42/440.00 OFA TRAVELOCITICOM, LP				-
	11/13/2013	42,440.00	UIA .	I NAVELOUT FLOOM, LP

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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		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/25/2013		· · · · · · · · · · · · · · · · · · ·
11/25/2013		•
11/25/2013	-,	
11/25/2013	•	
11/25/2013	•	
11/25/2013	•	•
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11/25/2013	•	• • • • •
11/25/2013		
11/25/2013	•	
11/25/2013	•	
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11/25/2013	•	
11/25/2013	,	
11/25/2013		•
11/25/2013		
11/25/2013	•	• • • •
11/25/2013	-	• • • •
11/25/2013	•	Banked Checks damage/salvage collections
11/25/2013		Daily Collections
11/26/2013		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		• • • •
11/26/2013	•	
11/26/2013	•	
11/26/2013	•	
11/26/2013	5,524,90	
11/26/2013		
11/26/2013	•	•
11/27/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/27/2013	709.76	
11/27/2013	1,482.62	
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		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. 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	
11/27/2013		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	-
11/29/2013		Miscellaneous Month End Variance to be reconciled in following month Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account,
11/29/2013		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		Receipts from one of the 6 locations added May 2013 that do not sweep into the master doposit account.
11/29/2013		Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account.
11/29/2013 11/29/2013	2,559.10 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 7,123.94	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. 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 11/29/2013	21,375.19 21,426.72	Receipts from one of the 6 locations added May 2013 that do not sweep into the master deposit account. 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	
11/25/2013	4,000,000.00	DIP Funding
	\$ 9,816,271.66	
	\$ <u>25,883,365.30</u>	

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11/14/2013 752.17 SGA BERAN CCCO 11/14/2013 7,500.00 SGA MICHAEL FLARD 11/14/2013 1,727.00 SGA MICHAEL FLARD 11/14/2013 1,127.50 SGA CYNTHIA DEATON NANCE 11/14/2013 1,227.50 SGA CYNTHIA DEATON NANCE 11/14/2013 1,4064.00 SGA JERKIM MASS, INC. 11/14/2013 1,4064.00 SGA JERKIM MASS, INC. 11/15/2013 1,348.04 MGA MASSPORT CPUND 11/15/2013 1,348.04 MGA MASSPORT CPUND 11/15/2013 1,348.00 SGA DATA GOUNDRY, INC 11/15/2013 1,360.00 FER ARROPT FVEL SERVICES LLC 11/16/2013 1,075.00 FER				
11/14/2013 7,500.00 SGA MICHAEL ENARD 11/14/2013 1,275.00 SGA CYNTHIA DEATON NANCE 11/14/2013 1,275.00 SGA CYNTHIA DEATON NANCE 11/14/2013 1,4084.00 SGA JERKIM PASS, NLC. 11/14/2013 1,4084.00 SGA JERKIM PASS, NLC. 11/15/2013 2,830.64 MGA MASSPORT CPLND 11/15/2013 3,469.02 SGA DATA GOUNDRY, NC 11/15/2013 3,469.02 SGA DATA GOUNDRY, NC 11/15/2013 5,000.00 FUEL ARROOT TVEL SERVICES LIC 11/15/2013 5,073.00 FUEL MASSPORT CPLND 11/16/2013 7,766.75 FUEL PIRKOLEUM TRADERS 11/16/2013 5,731.44 FUEL PIRKOLEUM TRADERS 11/16/2013 4,975.05 SGA USA MACORE 11/16/2013 4,975.05 SGA USA MARED AL KHAWER 11/16/2013 4,975.05 SGA USA MACORE 11/16/2013 4,975.06 BIRAN BROWN	11/14/2013	752.17	SGA	BRIAN CICCO
11/14/2013 1,474.00 SGA LAURE WATT 11/14/2013 1,476.00 SGA SOMA SHADEM 11/14/2013 1,496.63 SGA SOMA SHADEM 11/14/2013 1,496.63 SGA SOMA SHADEM 11/14/2013 7,300.00 SGA PAUL SILCATO 11/15/2013 21,836.04 MGSS ANDERST FORT AUTHORITY 11/15/2013 3,660.02 SGA AMASSACHUSTS FORT AUTHORITY 11/15/2013 3,660.02 SGA AMASSACHUSTS FORT AUTHORITY 11/15/2013 3,660.02 SGA AMASSACHUSTS FORT AUTHORITY 11/15/2013 3,660.02 SGA AMASSACHUST SUBJECT 11/15/2013 3,677.50 FUEL CROS, LLG CROS, LLG 11/15/2013 3,477.50 FUEL PETROLEUM TRADERS CLU 11/15/2013 3,463.05 SGA ILSA MCCABE CLU 11/15/2013 3,463.05 SGA ILSA MCCABE CLU 11/15/2013 3,465.05 SGA ILSA MCCABE CLU 11/15/201	11/14/2013	66.25	SGA	KIM COOPER
11/14/2013 1,127.50 SGA CYMITHA DERTON MANCE 11/14/2013 1,4084.00 SGA PERMY BASS, INC. 11/14/2013 1,4084.00 SGA PERMY BASS, INC. 11/15/2013 2,1830.64 MAG MASSCRUEST'S FORTAUTHORITY 11/15/2013 2,1830.64 MAG MASSCRUEST'S FORTAUTHORITY 11/15/2013 3,4669.02 SGA DATA FOUNDRY, INC 11/15/2013 1,607.07 SGA DATA FOUNDRY, INC 11/15/2013 5,707.07 FEIL AIRPORT FUEL SERVICES LLC 11/15/2013 5,701.44 FUEL PERTOCEUM TRADESS 11/15/2013 5,731.44 FUEL PERTOCEUM TRADESS 11/15/2013 1,053.00 SGA ULS MCCAR 11/15/2013 1,053.00 MGE MAREDRA <	11/14/2013	7,500.00	SGA	MICHAEL E BAIRD
11/14/2013 1.698.62 SGA SOMLASHURDEN 11/14/2013 1.698.00 SGA PAUL SUCATO 11/14/2013 7.500.00 SGA PAUL SUCATO 11/15/2013 7.31.68.88 MAGS AMUSSTIF SPORT AUTHORITY 11/15/2013 3.48.69.80 MAGS AMUSSTIF SPORT AUTHORITY 11/15/2013 7.31.68.88 MAGS 11/15/2013 3.49.72.50 FUEL AIRPORT FUEL SERVICES ILC 11/15/2013 5.07.200 FUEL AIRPORT FUEL SERVICES ILC 11/15/2013 5.07.200 FUEL HINALCE PEROLES ILC 11/15/2013 5.07.49.57 FUEL HINALCE PEROLES ILC 11/15/2013 1.07.35.00 SGA BIAM BROWN 11/15/2013 1.04.57.00 SGA BIAM BROWN 11/15/2013 1.04.65.00 SGA BIAM BROWN 11/15/2013	11/14/2013	1,474.00	SGA	LAURIE MYATT
11/14/2013 1,004.00 SCA PERMY BASS, NC. 11/15/2013 2,1830.64 MAS MASSACHUSETTS FORT AUTHORITY 11/15/2013 2,1830.64 MAS MASSACHUSETTS FORT AUTHORITY 11/15/2013 3,469.02 SCA DATA FOUNDRY, INC 11/15/2013 1,907.02 SCA DATA FOUNDRY, INC 11/15/2013 5,000.00 FUEL AIRMORT FUELSERVICES LLC 11/15/2013 5,701.04 PETROLEUM TRADERS 11/15/2013 5,731.44 FUEL PETROLEUM TRADERS 11/15/2013 1,053.00 SCA ULS MCCAB 11/15/2013 2,748.51 SCA PETROLEUM TRADERS 11/15/2013 2,748.51 SCA MARLE MOCAN 11/15/2013 2,711.52.661 FUEL PEROLEUM TRADERS 11/15/2013 2,711.52.661 FUEL	· · · ·			
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11/15/2013 21,830.64 MASS MASSCRUUSETTS FORTAUTHORNTY 11/15/2013 34,69.02 SA DATA FOUNDRY, INC 11/15/2013 34,69.02 SA DATA FOUNDRY, INC 11/15/2013 7,766.79 FUEL AIRPORT FUELSERVICES LLC 11/15/2013 50,000.00 FUEL MASTRID FOLL 11/15/2013 50,000.00 FUEL MASTRID FOLL 11/15/2013 5,731.44 FUEL PETICOLEWI TRADERS 11/15/2013 5,731.44 FUEL PETICOLEWI TRADERS 11/15/2013 1,035.03 SAA BIAN ROWN 11/15/2013 1,035.03 SAA RAMER ROWN 11/15/2013 1,036.03 SAA RAMER 11/15/2013 1,040.03 SAA RAME RA 11/15/2013 1,040.03 SAA RAMER 11/15/2013 1,040.03 SAA RAME RA 11/15/2013 1,040.03 SAA RAME RA 11/15/2013 1,045.04 GUEL ROZAK RUHAMERA RA 11/15/2013<				-
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Advantage Rent A Car November Wire January 9, 2014

Date	Amount	Description
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		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	
11/20/2013	64,162.54	
11/20/2013	43,089.75	
11/20/2013	40,952.00	
11/20/2013	35,702.00	
11/20/2013	28,350.74	
11/20/2013	24,883.47	
11/20/2013	16,838.70	
11/20/2013	6,244.82	
11/20/2013	4,599.00	
11/20/2013	•	CO TAX
11/20/2013		ADP PAYROLL
11/20/2013	•	Bank Fees - BofA
11/21/2013	79,810.37	PCARD

11/21/2013 11/21/2013	·· , ·····	
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		
11/25/2013	68,453.05	PCARD
11/25/2013	···· , ·····	
11/25/2013	•	RESTRUCTURING
11/25/2013		Hertz Adequate Protection
11/26/2013	,	
11/26/2013	-	TAX-WA ST
11/26/2013	•	ADP PAYROLL
11/26/2013	•	JOHN WAYNE APT SEC DEP
11/26/2013	•	ADP PAYROLL
11/26/2013	•	ADP PAYROLL
11/26/2013	•	ADP PAYROLL
11/26/2013	•	SHIRAZ MGT WEST PLAM BCH
11/27/2013	68,407.66	
11/27/2013		ADP PAYROLL
11/27/2013	87,103.59	
11/27/2013	53,473.84	
11/29/2013	64,388.37	
11/29/2013	39,546.89	
11/29/2013	11,931.00	
11/29/2013	46,020.35	
11/29/2013		ADP PAYROLL
11/29/2013		ADP PAYROLL
:	\$ 10,852,802.47	

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Advantage Rent A Car November Checks Paid January 9, 2014

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Date	Amount	Vendor	Description
11/8/2013		SAEED ALGARNI	Payroll
11/8/2013			Payroll
11/12/2013 11/12/2013		NV DEPARMENT OF TAXATION DEPARTMENT OF WATER SUPPLY, COUNTY OF MAUL	Tax Utility
11/12/2013		THE ORLEANS HOTEL & CASINO INC	Rent
11/12/2013		CITY OF NEWPORT BEACH, REVENUE DIVISION	Con/MAG
11/12/2013	512.44	BOARD OF WATER SUPPLY	Utility
11/12/2013		ROBERT BLACK	Payroll
11/12/2013		JUDHAJIT SENMAZUMDAR	Payroll
11/12/2013 11/13/2013		SCOTT LUNA WISCONSIN DEPT. OF REV	Payroll Tax
11/13/2013	•	KENTUCKY U-DRIVE-IT MONTHLY USAGE	Тах
11/13/2013	3,402.27	PNM	SG&A
11/14/2013		EDS FACILITIES SERVICES, LTD	labor
11/15/2013	•	NORFOLK INTERNATIONAL AIRPORT	Con/MAG
11/15/2013 11/15/2013	-	IAH RACS, LLC MIA RACS, LLC	Con/MAG Con/MAG
11/18/2013		METRO WASHINGTON AIRPORTS AUTHORITY	Con/MAG
11/18/2013		CITY OF PHOENIX	Con/MAG
11/18/2013	-32,783.91	ALLEGHENY COUNTY AIRPORT AUTHORITY	Con/MAG
11/18/2013		FIRST TRANSIT, INC	Con/MAG
11/18/2013	•	RALEIGH-DURHAM AIRPORT AUTHORITY MIAMI-DADE AVIATION DEPT	
11/18/2013 11/18/2013	•	MIAMI-DADE AVIATION DEPT ORLANDO SANFORD DOMESTIC, INC.	Con/MAG Con/MAG
11/18/2013	•	TRIANGLE TRANSIT VEHICLE RENTAL TAX	Tax
11/18/2013		DEPT OF REVENUE MEALS & RENTALS TAX RETURN	Тах
11/18/2013	•	MANCHESTER-BOSTON REGIONAL AIRPORT	Con/MAG
11/18/2013	•		Tax Con (head)
11/18/2013 11/18/2013	•	SANFORD AIRPORT AUTHORITY MINNEAPOLIS-ST PAUL METROPOLITAON AIRPORTS COMMISSION	Con/MAG Con/MAG
11/18/2013		CATRALA - HAWAII	Con/MAG
11/18/2013		COMMERCIAL PROPERTIES OF MAUI MGT, INC.	Rent
11/19/2013	690,862.40	TRAVELPORT LP	OTA
11/19/2013	•	CITY OF LOS ANGELES. LOS ANGELES WORLD AIRPORTS	Con/MAG
11/19/2013	•	SABRE, INC.	OTA
11/19/2013 11/19/2013		EMPLOYMENT PARTNERS INC CITY OF ALBUQUERQUE, AVIATION DEPT	Payroll Con/MAG
11/19/2013	-	GRANITE TELECOMMUNICATIONS	Telco
11/19/2013	29,786.65	MVI FIELD SERVICES	fuel
11/19/2013	-	CITY OF CHARLOTTE AVIATION DEPARTMENT	Con/MAG
11/19/2013	•	IL CITY OF CHICAGO	Tax
11/19/2013 11/19/2013	•	C SPIRE BUSINESS SOLUTIONS OMAHA AIRPORT AUTHORITY	Telco Con/MAG
11/19/2013	•	MALLORY PROPERTIES	Rent
11/19/2013		WYNDHAM GARDEN HOTEL	Rent
11/19/2013	5,183.61		Utilities
11/19/2013		LEE BURBANK HWY SERVCIE STATION	Rent
11/19/2013 11/19/2013		AUDREY S. L. ZANE TRUST AUDREY S. L. ZANE TRUST	Rent Rent
11/19/2013		XCEL ENERGY	Utilities
11/19/2013	•	CITY OF LOS ANGELES	· Con/MAG
11/19/2013		BURBANK WATER AND POWER	Utilities
11/19/2013		VERNON M. O. ZANE RESIDUARY TRUST	Rent
11/19/2013 11/19/2013	•	VERNON M. O. ZANE RESIDUARY TRUST ISTAR REO HOLDINGS TRS LLC	Rent Rent
11/19/2013		GOLD COAST HOTEL AND CASINO	Rent
11/19/2013	•	OKALOOSA GAS DISTRICT	Utilities
11/20/2013		SOUTHWEST AIRLINES	ATO
11/20/2013	•	HI HAWAII DEPT. OF TAXATION	Tax
11/20/2013 11/20/2013	•	EDMUND BECK VERIZON WIRELESS	Rent Telco
11/20/2013	•	EL PASO INTL AIRPORT	Con/MAG
11/20/2013	-	SOUTHERN CALIFORNIA EDISON	Utilities
11/20/2013	•	RENTAL VEHICLE TAX RETURN	Тах
11/20/2013		SAN DIEGO GAS & ELECTRIC	Utilities
11/20/2013			Con/MAG
11/20/2013		WE ENERGIES DALLAS/FORT WORTH INTERNATIONAL AIRPORT BOARD	Utilities Con/MAG
11/20/2013 11/20/2013	-	ROCKY MOUNTAIN POWER	Utilities
11/20/2013		WASTE MANAGEMENT OF GREATER VIRGINIA	Utilities
11/20/2013		CITY OF CHARLOTTE BILLING CENTER	Con/MAG
11/20/2013	181.79	PROFESSIONAL STAFFING GROUP	Payroll

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Utilities

ΟΤΑ Tax Con/MAG Utilities Telco Rent Telco Utilities Utilities Utilities Utilities Con/MAG Tax Utilities Tax Utilities Utilities Тах Тах Utilities Utilities Utilities Payroll Тах Тах Тах Tax Тах Tax Con/MAG Tax SG&A Con/MAG Tax Tax

Tax Rent Rent Tax Tax labor Tax Rent Тах Tax Utilities Payroli Tax Con/MAG Utilities Utilities Payroll

11/20/2013	128.10	SAN ANTONIO WATER SYSTEM
11/21/2013	23,708.79	KAYAK SOFTWARE CORP.
11/21/2013	11,203.82	RI RHODE ISLAND DEPT. OF REV.
11/21/2013	10,111.08	BURLINGTON INTERNATIONAL AIRPORT
11/21/2013	8,489.71	HAWAIIAN ELECTRIC COMPANY
11/21/2013	8,158.72	SPRINT
11/21/2013	7,250.00	PARK 'N FLY, INC.
11/21/2013	759.59	TW TELECOM
11/21/2013	495.79	WASTE MANAGEMENT OF EL CAJON-SAN DIEGO
11/21/2015	489.48	WASTE AMNAGEMENT OF TEXAS
11/21/2013	151.10	WASTE MANAGEMENT OF COLORADO SPRINGS
11/21/2013	137.69	WASTE MANAGEMENT - SUN VALLEY
11/21/2013	8.77	SALT LAKE CITY CORPORATION
11/22/2013	18,034.38	CAR RENTAL TAX
11/22/2013	6,615.72	ORLANDO UTILITIES COMMISSION
11/22/2013	5,627.68	WI WISCONSIN DEPT. OF REV
11/22/2013	5,561.38	DENVER WATER
11/22/2013	3,477.35	PG &E
11/22/2013	2,536.22	TN DAVIDSON COUNTY
11/22/2013	1,484.82	DR 2224 VEHICLE RENTAL MONTHLY TAX
11/22/2013	1,048.82	WASTE MANAGEMENT
11/22/2013	483.40	DEPARTMENT OF WATER SUPPLY, COUNTY OF MAUI
11/22/2013	202.60	EL PASO DISPOSAL
11/22/2013	190.65	DALE SCHULTZ
11/25/2013	75,910.00	CO CITY AND COUNTY OF DENVER
11/25/2013	67,452.00	CO CO DEPT. OF REVENUE
11/25/2013	64,688.81	AZ CITY OF PHOENIX
11/25/2013	26,154.23	TX CITY OF EULESS
11/25/2013	20,928.29	DR 2224 VEHICLE RENTAL MONTHLY TAX
11/25/2013	13,628.68	TX BEXAR COUNTY
11/25/2013	13,517.99	CITY OF PENSACOLA
11/25/2013	3,240.00	OH CITY OF CLEVELAND
11/25/2013	3,171.80	QLESS INC
11/25/2013	4.90	CITY OF PHOENIX
11/26/2013	28,205.40	NC MECKLENBURG COUNTY
11/26/2013	20,034.00	OK OKLAHOMA TAX COMMISSION
11/26/2013	15,840.25	MI DEPARTMENT OF TREASURY
11/26/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST
11/26/2013	2,311.18	VERNON M. O. ZANE RESIDUARY TRUST
11/26/2013	•	MA CITY OF BOSTON
11/27/2013	45,562.14	NC NORTH CAROLINA DEPT OF REV
11/27/2013	21,311.86	EDS FACILITIES SERVICES, LTD
11/27/2013	8,692.91	SC S. CAROLINA TAX COMM.
11/27/2013	•	MAIN STREET STATION HOTEL & CASINO
11/27/2013	7,153,31	VT DEPT. OF MOTOR VEHICLES
11/27/2013	2,596.34	CO CITY OF COLORADO SPRING
11/27/2013	46.46	NEW MEXICO GAS COMPANY
11/27/2013		ALESYA ABRAMOVA
11/29/2013	61,996.34	NV DEPARMENT OF TAXATION
11/29/2013	•	MANCHESTER-BOSTON REGIONAL AIRPORT
11/29/2013		RECOLOGY SAN MATEO COUNTY
11/29/2013		WCI OF COLORADO SPRINGS
11/29/2013		ELAINE DRISCOLL
	\$ 2,631,651.17	
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CASE NAME:	Simply Whe Rent-A Car	elz d/b/a Advantag	eCASE	NUMBER: 1	3-03332-EE	
	Kent-A Cai	SUP	PORTING SCH			
	For Per	riod Nov. 5	to <u>No</u>	v. 30	, 20 <u>13</u>	
		INS	SURANCE SCHI	EDULE		
Type		Carrier/Agent		Coverage (\$)	Date of Expiration	Premium <u>Paid</u>
Workers' Compe	ensation		SEE ATTACH	HED FOR DET	AILS	
General Liability	7					
Property (Fire, T	'heft)	······································				<u> </u>
Vehicle		· · · · · · · · · · · · · · · · · · ·				
Other (list):						
		•				
						·
				,,		
·	<u> </u>			<u> </u>	<u> </u>	<u> </u>
		• •	····			

(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.

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FORM 2-E Page 3 of 3 3/11

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

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

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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,	b. \$0 additional agg immediately below,	egate for all Loss , subject to 1b and 1c immediately below, gregate for all Costs, Charges and Expenses , subject to 1c mum 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 Covera	age 🔀 Yes 🗌 No
DIRECT	ORS & OFFICERS A	AND COMPANY

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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. movimum aggregate for this Coverage Section

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

	Limit Of Insurance	Deductible Amount
Insurance Agreements	Per Occurrence	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
 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

Item D. Premium: <u>\$53,081</u>

Taxes & Surcharges Amount: <u>\$0.00</u> Total Amount Due: <u>\$53,081</u>

Item E. Discovery Period

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

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JOHN J. LUPICA. President Authorized Representative

DATE: <u>12/02/2013</u>

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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

\$250,000.00

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.

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

(F) Inquiry Coverage (B)(2):

14-02-18480D (03/2012)



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
(A) Additional	renou,	i yea

(B) Additional Premium: 150%

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

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

Maur Secreta

12/02/2013

Date

a

President

Authorized Representative

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

NARRATIVE STATEMENT

For Period <u>Nov. 5</u> to <u>Nov. 30</u>, 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.

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

)

SIMPLY WHEELZ LLC, D/B/A ADVANTAGE RENT-A-CAR

Debtor

CASE NO. 13-03332-ee Chapter 11

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 "<u>Debtor</u>" or the "<u>Company</u>"), filed this chapter 11 case (the "<u>Case</u>") on November 5, 2013 (the "<u>Petition Date</u>"). 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 "<u>FTC Order</u>")). A part of the Dollar Thrifty assets the Company acquired were approximately 24,000 vehicles from Hertz (the "<u>Hertz Leased Fleet</u>") as part of the Advantage transaction pursuant to two fleet leases (the "<u>Hertz Fleet Leases</u>") 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

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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 ("<u>Capstone</u>") 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. ("<u>Catalyst</u>"), 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 ("<u>Advantage</u>"). 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 ("<u>OTA</u>") websites such as ExpediaTM and OrbitzTM, 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

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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.

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