

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re Specialty Products Holding Corp.

Case No. 10-11780 (JKF)  
Reporting Period: March 2014

Federal Tax I.D.# 34-6550857

**CORPORATE MONTHLY OPERATING REPORT**

File with Court and submit copy to United States Trustee within 20 days after end of month and submit a copy of the report to any official committee appointed in the case.

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	MOR-1		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CON'T)		
Copies of bank statements			
Cash disbursements journals			
Statement of Operations	MOR-2		
Balance Sheet	MOR-3		
Status of Post-petition Taxes	MOR-4		
Copies of IRS Form 6123 or payment receipt			
Copies of tax returns filed during reporting period			
Summary of Unpaid Post-petition Debts	MOR-4		
Listing of aged accounts payable			
Accounts Receivable Reconciliation and Aging	MOR-5		
Taxes Reconciliation and Aging	MOR-5		
Payments to Insiders and Professional	MOR-6		
Post Petition Status of Secured Notes, Leases Payable	MOR-6		
Debtor Questionnaire	MOR-7		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

  
\_\_\_\_\_  
Signature of Debtor

4/14/14  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Authorized Individual\*

4/14/14  
\_\_\_\_\_  
Date

Glenn R. Hasman  
\_\_\_\_\_  
Printed Name of Authorized Individual

Vice President, Treasurer and Secretary  
\_\_\_\_\_  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

## SPHC Monthly Operating Reports

REQUIRED DOCUMENTS	FORM NO.	ATTACHED
Schedule of Cash Receipts and Disbursements	MOR-1	✓
US Trustee Fee Calculations	MOR-1	✓
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1	✓
Copies of bank statements		
Cash disbursements journals		
Statement of Operations	MOR-2	✓
Balance Sheet	MOR-3	✓
Status of Post-petition Taxes	MOR-4	✓
Copies of IRS Form 6123 or payment receipt		
Copies of tax returns filed during reporting period		
Summary of Unpaid Post-petition Debts	MOR-4	✓
Listing of aged accounts payable		
Accounts Receivable Reconciliation and Aging	MOR-5	✓
Taxes Reconciliation and Aging	MOR-5	✓
Payments to Insiders and Professional	MOR-6	✓
Post Petition Status of Secured Notes, Leases Payable	MOR-6	✓
Debtor Questionnaire	MOR-7	✓

**SPHC MOR - 1**

<b>Schedule of Cash Receipts and Disbursements</b>	
	<b>CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)</b>
<b>CASH BEGINNING OF MONTH</b>	\$18,141,252
<b>RECEIPTS</b>	
CASH SALES	
ACCOUNTS RECEIVABLE - PREPETITION	
ACCOUNTS RECEIVABLE - POSTPETITION	
LOANS AND ADVANCES - Interco Transfers	38,459,890
REFUNDED PROFESSIONAL FEES	
INTEREST INCOME	1
TRANSFERS (FROM DIP ACCTS)	
<b>TOTAL RECEIPTS</b>	\$38,459,890
<b>DISBURSEMENTS</b>	
NET PAYROLL	
PAYROLL TAXES	
SALES, USE & OTHER TAXES	
INVENTORY PURCHASES	
SECURED/RENTAL/LEASES	
INSURANCE	
ADMINISTRATIVE	82,246
SELLING	
OTHER (ATTACH LIST)	128,690
OWNER DRAW*	
TRANSFERS (TO DIP ACCTS)	37,783,878
PROFESSIONAL FEES & EXPENSES	868,009
U.S. TRUSTEE QUARTERLY FEES	
COURT COSTS	
<b>TOTAL DISBURSEMENTS</b>	\$38,862,823
<b>NET CASH FLOW</b>	(\$402,932)
(RECEIPTS LESS DISBURSEMENTS)	
<b>CASH - END OF MONTH</b>	\$17,738,320

<b>MOR-1 (a): Other Expenses</b>	
BANK CHARGES	\$39,592
INTEREST EXPENSE (DIP)	13
ADMINISTRATIVE SERVICES (1)	89,085
FEDERAL INCOME TAXES	
<b>OTHER EXPENSES</b>	\$128,690

(1)PER AGREEMENT WITH RPM INTERNATIONAL INC.

<b>US Trustee Fee Calculations</b>	
<b>DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)</b>	
<b>TOTAL DISBURSEMENTS</b>	\$38,862,823
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	37,783,878
LESS: RECLASSIFICATION OF FEDERAL INCOME TAXES TO TRANSFERS	
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>	\$1,078,945

<b>Bank Reconciliation (or copies of debtor's bank reconciliations)</b>							
<b>31-Mar-14</b>							
	<b>NCB/PNC</b>				<b>Wells Fargo</b>		
	Collection a/c	Disbursement a/c	Disbursement a/c	Money Market a/c	Operating a/c	Collection a/c	Total
	<u>1130822605**</u>	<u>1131256465</u>	<u>4245720469</u>	<u>1029082892</u>	<u>1130794878</u>	<u>4122068240</u>	
Month-End Balance per Books*	\$10,291	Closed	\$15,049,591	\$8,401	Closed	\$2,670,036	\$17,738,320

\*These accounts reconcile this month.

\*\*note: inadvertently listed in original filing as account # 11308732605

## SPHC MOR - 2

Statement of Operations		
	Mar-14	Cumulative Filing to Date
<b>REVENUES</b>		
Gross Revenues	\$	\$
Less: Returns and Allowances		
Net Revenue	\$	\$
<b>COST OF GOODS SOLD</b>		
Beginning Inventory		
Add: Purchases		
Add: Cost of Labor		
Add: Other Costs ( <i>attach schedule</i> )		
Less: Ending Inventory		
Cost of Goods Sold		
Gross Profit		
<b>OPERATING EXPENSES</b>		
Advertising		
Auto and Truck Expense	\$822	\$146,083
Accounting, Tax and Audit		16,000
Contributions		13,247
Employee Benefits Programs		
Officer/Insider Compensation*	\$71,359	2,632,133
Insurance		
Management Fees/Bonuses	76,410	3,397,843
Office Expense	3,684	178,230
Pension & Profit-Sharing Plans		
Repairs and Maintenance		
Rent and Lease Expense	3,637	138,576
Salaries/Commissions/Fees		
Supplies	1,733	34,630
Taxes - Payroll		
Taxes - Real Estate		
Taxes - Other		
Travel and Entertainment	4,893	150,963
Professional Fees and Expenses	1,051,443	96,774,224
Other ( <i>attach schedule</i> )	56,238	2,145,045
Total Operating Expenses Before Depreciation	1,270,219	105,626,974
Depreciation/Depletion/Amortization	6,669	826,677
Net Profit (Loss) Before Reorganization Items	(\$1,276,888)	(\$106,453,651)
<b>OTHER INCOME AND EXPENSES</b>		
Interest Income	(1)	(8,401)
Interest Expense	14	67,439
Other Expense ( <i>attach schedule</i> )	-	13,702
Net Profit (Loss) Before Reorganization Items	(\$1,276,902)	(\$106,526,391)
<b>REORGANIZATION ITEMS</b>		
Professional Fees		
U.S. Trustee Quarterly Fees		168,350
Interest Earned on Accumulated Cash from Chapter 11 ( <i>see continuation sheet</i> )		
Gain (Loss) from Sale of Equipment		
Other Reorganization Expenses ( <i>attach schedule</i> )		
Total Reorganization Expenses		
Income Taxes	(461,000)	(27,130,832)
Net Profit (Loss)	(\$815,902)	(\$79,563,909)

\* "Insider" is defined in 11 U.S.C. Section 101(31).

## BREAKDOWN OF "OTHER CATEGORY"

## OTHER COSTS


## OTHER OPERATING EXPENSES

Consulting Expenses	\$14,504	\$315,141
Bank Charges	41,734	1,829,364
Miscellaneous Fees & Expenses		539

## OTHER INCOME


## OTHER EXPENSES

Partnership K-1		\$13,702

## OTHER REORGANIZATION EXPENSES


## Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:

Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

## SPHC MOR - 3

Balance Sheet			
ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
<b>CURRENT ASSETS</b>			
Unrestricted Cash and Equivalents	\$17,738,320	\$18,141,252	\$0
Restricted Cash and Cash Equivalents (see continuation sheet)			
Accounts Receivable (Net)			
Notes Receivable			
Inventories			
Prepaid Expenses	34,018	11,101	151,023
Professional Retainers	0	0	2,180,373
Other Current Assets (attach schedule)	29,637,276	29,176,276	7,441,861
<b>TOTAL CURRENT ASSETS</b>	<b>\$47,409,613</b>	<b>\$47,328,629</b>	<b>\$9,773,257</b>
<b>PROPERTY AND EQUIPMENT</b>			
Real Property and Improvements			
Machinery and Equipment			
Furniture, Fixtures and Office Equipment	34,106	34,106	
Leasehold Improvements	31,100	31,100	
Vehicles			
Less Accumulated Depreciation	(29,478)	(28,364)	
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>\$35,729</b>	<b>\$36,842</b>	
<b>OTHER ASSETS</b>			
Amounts due from Insiders*			
Other Assets (attach schedule)	371,519,251	375,331,756	473,992,736
<b>TOTAL OTHER ASSETS</b>	<b>371,519,251</b>	<b>375,331,756</b>	<b>473,992,736</b>
<b>TOTAL ASSETS</b>	<b>\$418,964,593</b>	<b>\$422,697,227</b>	<b>\$483,765,994</b>

LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>			
Accounts Payable	\$0	\$0	
Taxes Payable (refer to FORM MOR-4)			
Wages Payable			
Notes Payable	0	0	
Rent/Leases - Building/Equipment			
Secured Debt/Adequate Protection Payments			
Professional Fees			
Amounts Due to Insiders*			
Other Post-petition Liabilities (attach schedule)	11,912,615	14,829,347	
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>\$11,912,615</b>	<b>\$14,829,347</b>	<b>\$0</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>			
Secured Debt			
Priority Debt			
Unsecured Debt	\$212,452,865	\$212,452,865	209,602,971
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>212,452,865</b>	<b>212,452,865</b>	<b>209,602,971</b>
<b>TOTAL LIABILITIES</b>	<b>\$224,365,480</b>	<b>\$227,282,212</b>	<b>\$209,602,971</b>
<b>OWNER EQUITY</b>			
Common Stock - SUBS	1,791,275	1,791,275	1,791,275
Additional Paid-In Capital - SUBS	80,570,363	80,570,363	80,570,363
Partners' Capital Account			
Owner's Equity Account			
Retained Earnings - Pre-Petition	191,801,384	191,801,384	191,801,384
Retained Earnings - Post-petition	(79,563,909)	(78,748,008)	
Adjustments to Owner Equity (attach schedule)			
Post-petition Contributions (attach schedule)			
<b>NET OWNER EQUITY</b>	<b>194,599,113</b>	<b>195,415,015</b>	<b>274,163,022</b>
<b>TOTAL LIABILITIES AND OWNERS EQUITY</b>	<b>\$418,964,593</b>	<b>\$422,697,227</b>	<b>\$483,765,994</b>

\* "Insider" is defined in 11 U.S.C. Section 101(31).

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
<b>Other Current Assets</b>	<b>\$29,637,276</b>	<b>\$29,176,276</b>	<b>\$7,441,861</b>
Other Current Assets	28,068,966	27,607,966	7,500,000
Deferred Income Tax Asset - Current	1,568,310	1,568,310	(58,139)
<b>Other Assets</b>	<b>\$371,519,251</b>	<b>\$375,331,756</b>	<b>\$473,992,736</b>
Inter/Intracompany Accounts (Net)	52,685,019	56,491,969	144,917,380
Investment in Subsidiaries	290,047,595	290,047,595	290,047,595
Other Long Term Assets	28,786,637	28,792,193	39,027,761
<b>LIABILITIES AND OWNER EQUITY</b>			
<b>Other Post-petition Liabilities</b>	<b>\$11,912,615</b>	<b>\$14,829,347</b>	<b>\$0</b>
Accrued Liabilities - Other	11,908,505	14,825,237	
Deferred Income Tax Liability - Non-Current	4,110	4,110	
<b>Unsecured Debt</b>	<b>\$212,452,865</b>	<b>\$212,452,865</b>	<b>\$209,602,971</b>
Accrued Liabilities - Other			
Other Long Term Liabilities	209,612,907	209,612,907	209,612,907
Taxes Payable	2,839,958	2,839,958	(9,936)
<b>Adjustments to Owner Equity</b>			
<b>Postpetition Contributions</b>			

Restricted Cash is cash that is restricted for a specific use and not available to fund operations. Typically, restricted cash is segregated into a separate account, such as an escrow account.

## SPHC MOR - 3

<b>MOR-3 (a): Pre-Petition Income Taxes Payable</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
US FIT:		
Tax-Related Receivable - Guardian	(\$775,846)	(\$775,846)
Tax-Related Receivable - RPM International	(31,295,908)	(34,145,802)
Tax-Related Receivable - RPM Wood Finishes Group	(333,575)	(333,575)
Tax-Related Receivable - TCI	(752,473)	(752,473)
Tax-Related Payable - Bondex International	33,776,331	33,776,331
Tax-Related Payable - Chemical Specialties	48	48
Tax-Related Payable - Day-Glo Color	129,797	129,797
Tax-Related Payable - Dryvit	1,699,772	1,699,772
Tax-Related Payable - Kop-Coat	392,276	392,276
US States	(464)	(464)
<b>Total</b>	<b>\$2,839,958</b>	<b>(\$9,936)</b>

<b>MOR-3 (b): Other Current Assets</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Insurance Receivable	\$0	\$7,500,000
Deferred DIP Fees - Current	66,667	
Amortization (3 years)	-	
US Federal Income Taxes	27,635,718	
US States Income Taxes	366,581	
<b>Total</b>	<b>\$28,068,966</b>	<b>\$7,500,000</b>

<b>MOR-3 (c): Inter/Intracompany Accounts (Net)</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Bondex	\$329,018,337	\$326,860,857
Chemical Specialties	4,096,406	2,193,338
Kop-Coat	1,000,000	1,000,000
Day-Glo	(72,044,113)	(51,376,910)
Dryvit	(70,209,785)	(50,225,170)
Guardian	(7,059,937)	(382,997)
Kop-Coat	(50,789,437)	(27,016,997)
RPM WFG	(36,345,744)	(27,873,548)
TCI	(44,980,707)	(28,261,193)
<b>Total</b>	<b>\$52,685,019</b>	<b>\$144,917,380</b>

\*represents net loans (to) from SPHC

<b>MOR-3 (d): Investment in Subsidiaries</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Bondex	\$2,344,320	\$2,344,320
Chemical Specialties	5,828,007	5,828,007
Kop-Coat	35,000,000	35,000,000
Day-Glo	81,239,294	81,239,294
Dryvit Holdings	97,018,466	97,018,466
Guardian	6,000,000	6,000,000
RPM WFG	59,844,678	59,844,678
TCI	2,772,830	2,772,830
<b>Total</b>	<b>\$290,047,595</b>	<b>\$290,047,595</b>

<b>MOR-3 (e): Other Long-Term Assets</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Insurance Receivable	\$0	\$10,305,200
Investment in Partnership	232,204	245,906
RPM Europe	1,097	1,097
RPM International	238,349	238,349
Deferred Financing Fees	133,333	
Amortization (3 years)	(55,556)	
Receivable from RPM Intl	28,237,210	28,237,210
<b>Total</b>	<b>\$28,786,637</b>	<b>\$39,027,761</b>

<b>MOR-3 (f): Accrued Liabilities - Other</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Accrued Interest - DIP		
Accrued Professional Fees/Expenses	\$7,377,272	
Accrued Other*	4,531,233	
<b>Total</b>	<b>\$11,908,505</b>	<b>\$0</b>

\*includes amts due per Administrative Services Agreement with RPM International Inc.

<b>MOR-3 (g): Other Long-Term Liabilities</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Payable to RPM Consumer Holding Co.	\$36,675,691	\$36,675,691
Payable to RPM Industrial Holding Co.	172,937,217	172,937,217
<b>Total</b>	<b>\$209,612,907</b>	<b>\$209,612,907</b>

**SPHC MOR - 4**

**THIS SCHEDULE IS NOT APPLICABLE - EVERYTHING IS CURRENT**

<b>Status of Post-petition Taxes - N/A (Everything is current)</b>						
<b>Federal</b>	<b>Beginning Tax Liability</b>	<b>Amount Withheld or Accrued</b>	<b>Amount Paid</b>	<b>Date Paid</b>	<b>Check No. or EFT</b>	<b>Ending Tax Liability</b>
Withholding						
FICA-Employee						
FICA-Employer						
Unemployment						
Income						
Other:						
Total Federal Taxes						
<b>State and Local</b>						
Withholding						
Sales						
Excise						
Unemployment						
Real Property						
Personal Property						
Other:						
Total State and Local						
<b>Total Taxes</b>						

**THIS SCHEDULE IS NOT APPLICABLE**

<b>Summary of Unpaid Post-petition Debts - N/A</b>						
<b>Number of Days Past Due</b>	<b>Current</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>Over 90</b>	<b>Total</b>
Accounts Payable						
Wages Payable						
Taxes Payable						
Rent/Leases-Building						
Rent/Leases-Equipment						
Secured Debt/Adequate Protection Payments						
Professional Fees						
Amounts Due to Insiders*						
Other:						
Other:						
<b>Total Postpetition Debts</b>	\$	\$	\$	\$	\$	\$

Explain how and when the Debtor intends to pay any past-due postpetition debts.

**SPHC MOR - 5****THIS SCHEDULE IS NOT APPLICABLE**

<b>Accounts Receivable Reconciliation and Aging - N/A</b>	
<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	
Plus: Amounts billed during the period	
Less: Amounts collected during the period	
Total Accounts Receivable at the end of the reporting period	

<b>Accounts Receivable Aging</b>	<b>0-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91 + Days</b>	<b>Total</b>
0 - 30 days old					
31 - 60 days old					
61 - 90 days old					
91 + days old					
Total Accounts Receivable					
Less: Bad Debts (Amount considered uncollectible)					
Net Accounts Receivable					

**IN LIEU OF ACCOUNTS RECEIVABLE (N/A), WE HAVE INCLUDED INTER/INTRA COMPANY ACCOUNT BALANCES**

<b>Inter/Intracompany Accounts (Net)</b>		
	<u>31-Mar-14</u>	<u>31-May-10</u>
Bondex	\$329,018,337	\$326,860,857
Chemical Specialties	4,096,406	2,193,338
Kop-Coat	1,000,000	1,000,000
Day-Glo	(72,044,113)	(51,376,910)
Dryvit	(70,209,785)	(50,225,170)
Guardian	(7,059,937)	(382,997)
Kop-Coat	(50,789,437)	(27,016,997)
RPM WFG	(36,345,744)	(27,873,548)
TCI	(44,980,707)	(28,261,193)
<b>Total</b>	<b>\$52,685,019</b>	<b>\$144,917,380</b>

\*represents net loans to (borrowings from) SPHC

**THIS SCHEDULE IS NOT APPLICABLE**

<b>Taxes Reconciliation and Aging - N/A</b>					
<b>Taxes Payable</b>	<b>0-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91 + Days</b>	<b>Total</b>
0 - 30 days old					
31 - 60 days old					
61 - 90 days old					
91 + days old					
Total Taxes Payable					
Total Accounts Payable					



SPHC MOR - 6

Payments to Insiders and Professionals			
INSIDERS			
NAME	TYPE OF PAYMENT	Mar-14	TOTAL PAID TO DATE
Stephen Knoop	Consulting Fees	\$32,474	2,612,148
Tracy Crandall	Consulting Fees		97,756
<b>TOTAL PAYMENTS TO INSIDERS</b>		\$32,474	\$2,709,904

PROFESSIONALS									
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT*	AMOUNT APPROVED THIS MONTH	CUMULATIVE AMOUNT APPROVED FROM FILING	CASH PAID THIS MONTH	CUMULATIVE CASH PAID FROM FILING	RETAINER APPLIED THIS MONTH	CUMULATIVE RETAINER APPLIED FROM FILING**	RETAINER REMAINING AT MONTH END	TOTAL INCURRED & UNPAID***
Jones Day	CNO filed 3/19/2014	\$348,534	22,003,092	\$248,758	\$19,931,486	\$0	\$904,667	\$0	\$2,057,967
Evert Weathersby Houff	CNO filed 3/14/2014	57,025	5,985,005	23,058	4,959,027	0	844,615	0	406,934
Blackstone Advisory Partners L.P.	NA	0	6,907,347	0	6,707,347	0	0	0	405,000
Coffee, Halter & Griswold LLP	NA	0	608,667	0	309,214	0	294,557	0	9,897
Richards, Layton & Finger	CNO filed 3/14/2014	70,678	1,998,900	37,729	1,775,526	0	56,243	0	282,410
Bates White, LLC	CNO filed 3/14/2014	885	7,834,324	1,670	7,743,116	0	80,292	0	30,915
Covington and Burling	NA	0	283,659	0	281,780	0	0	0	1,879
Spangenberg & Shibley	NA	0	118,269	0	118,269	0	0	0	0
Ernst & Young	NA	0	139,876	0	139,876	0	0	0	0
Montgomery, McCracken, Walker & Rhoads	CNO filed 3/17/2014	373,702	16,616,377	225,407	15,568,998	0	0	0	1,984,860
Special Litigation Counsel	NA	0	691,979	0	683,039	0	0	0	8,940
Charter Oak Financial Consultants, LLC	CNO filed 3/17/2014	52,871	3,938,936	92,679	3,661,973	0	0	0	421,856
Legal Analysis Systems	NA	0	3,285,239	0	3,267,404	0	0	0	77,823
Eric Green (FCR)	CNO filed 3/14/2014	5,395	199,745	520	187,331	0	0	0	33,870
Young Conaway Stargatt & Taylor, LLP	CNO filed 3/14/2014	272,468	10,163,029	151,241	9,418,491	0	0	0	1,278,318
FTI Consulting	CNO filed 3/14/2014	17,427	3,169,557	22,278	3,007,894	0	0	0	283,144
Analysis Research and Planning Corporation	NA	0	3,725,774	2,484	3,738,445	0	0	0	43,766
Direct Fee Review	CNO filed 3/14/2014	1,748	258,533	5,381	243,090	0	0	0	15,443
<b>TOTAL PAYMENTS TO PROFESSIONALS</b>		\$1,200,733	\$87,928,307	\$811,207	\$81,742,305	\$0	\$2,180,374	\$0	\$7,343,021

\*In addition to the listed Certificates of No Objection, the Court entered an Omnibus Order Approving Seventh Interim Fee Application Requests on May 20, 2013.

\*\*All retainers were paid prepetition and have been applied to approved amounts in lieu of cash payment.

\*\*\*Includes all fees incurred, both approved and unapproved

ORDINARY COURSE PROFESSIONALS			
NAME	DESCRIPTION	AMOUNT PAID THIS MONTH	CUMULATIVE AMOUNT PAID SINCE FILING
Bacon, Thornton & Palmer, L.L.P.	Primary Defense	\$0	\$27,053
Boehl Stopher & Graves, LLP	Ordinary Course	0	400
Bullivant Houser Bailey PC	Primary Defense	0	17,563
Butler, Vines & Babb, PLLC	Ordinary Course	0	172
Clarke, Dolph, Rapaport, Hull, Brunick & Garriott	Ordinary Course	0	299
Collins, Einhorn, Farrell & Ulanoff, P.C.	Ordinary Course	0	2,608
Cooley Manion Jones LLP	Ordinary Course	0	1,757
Cronin & Maxwell, PL	Ordinary Course	0	2,857
Foland, Wickens, Eisfelder, Roper & Hofer, P.C.	Ordinary Course	0	43,234
Forman Perry Watkins Krutz & Tardy LLP	Ordinary Course	0	77,931
Marshall Dennehey Warner Coleman & Goggin	Primary Defense	0	5,554
Modrall, Sperling, Roehl, Harris & Sisk, P.A.	Ordinary Course	0	1,449
Proffitt & Cox, LLP	Ordinary Course	0	23,929
Simmons Perrine Moyer Bergman PLC	Ordinary Course	0	427
Simon, Peragine, Smith & Redfearn, L.L.P.	Ordinary Course	0	14,769
SmithAmundsen LLC	Ordinary Course	0	293
Updike, Kelly & Spellacy, P.C.	Ordinary Course	0	4,852
WaldenReynard LLC	Primary Defense	0	342,892
Walsworth, Franklin, Bevins & McCall	Ordinary Course	0	13,730
Weiner Lesniak, LLP	Ordinary Course	0	5,798
Wooden & McLaughlin	Ordinary Course	0	5,160
Wright, Lindsey & Jennings LLP	Ordinary Course	0	1,191
Farer Fesko	Ordinary Course	0	3,005
Morrison Foerster	Ordinary Course	0	1,058
Vickers Riis Murray & Curran	Ordinary Course	0	1,899
Heyl, Royster, Voelker & Allen	Ordinary Course	0	5,682
Bice Cole	Ordinary Course	0	25,595
Horvitz & Levy	Ordinary Course	0	86,671
Wollmuth Maher & Deutsch LLP	Ordinary Course	0	20,698
<b>TOTAL PAYMENTS TO ORDINARY COURSE PROFESSIONALS</b>		\$0	\$738,525

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
<b>TOTAL PAYMENTS TO INSIDERS</b>		None	None

**THIS SCHEDULE IS NOT APPLICABLE**

Post Petition Status of Secured Notes, Leases Payable - N/A

## SPHC MOR - 7

<b>Debtor Questionnaire</b>			
<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary</b>		<b>Yes</b>	<b>No</b>
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5	Is the Debtor delinquent in paying any insurance premium payment?		X
6	Have any payments been made on pre-petition liabilities this reporting period?		X
7	Are any post petition receivables (accounts, notes or loans) due from related parties?	X	
8	Are any post petition payroll taxes past due?		X
9	Are any post petition State or Federal income taxes past due?		X
10	Are any post petition real estate taxes past due?		X
11	Are any other post petition taxes past due?		X
12	Have any pre-petition taxes been paid during this reporting period?		X
13	Are any amounts owed to post petition creditors delinquent?		X
14	Are any wage payments past due?		X
15	Have any post petition loans been received by the Debtor from any party?		X
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18	Have the owners or shareholders received any compensation outside of the normal course of business?		X

**For detailed information regarding receivables, please see MOR-5 for Net Intercompany Accounts.**