

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re Specialty Products Holding Corp.Case No. 10-11780 (JKF)Reporting Period: May 2013Federal 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.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
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

6/27/13  
Date

  
Signature of Authorized Individual\*

6/27/13  
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

Schedule of Cash Receipts and Disbursements	
	CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)
CASH BEGINNING OF MONTH	\$20,079,090
<b>RECEIPTS</b>	
CASH SALES	
ACCOUNTS RECEIVABLE - PREPETITION	
ACCOUNTS RECEIVABLE - POSTPETITION	
LOANS AND ADVANCES - Interco Transfers	36,601,677
REFUNDED PROFESSIONAL FEES	588
INTEREST INCOME	1
TRANSFERS (FROM DIP ACCTS)	
<b>TOTAL RECEIPTS</b>	\$36,602,266
<b>DISBURSEMENTS</b>	
NET PAYROLL	
PAYROLL TAXES	
SALES, USE & OTHER TAXES	
INVENTORY PURCHASES	
SECURED/RENTAL/LEASES	
INSURANCE	
ADMINISTRATIVE	121,711
SELLING	
OTHER (ATTACH LIST)	115,461
OWNER DRAW*	
TRANSFERS (TO DIP ACCTS)	30,728,626
PROFESSIONAL FEES & EXPENSES	3,474,587
U.S. TRUSTEE QUARTERLY FEES	
COURT COSTS	
<b>TOTAL DISBURSEMENTS</b>	\$34,440,384
NET CASH FLOW	\$2,161,882
(RECEIPTS LESS DISBURSEMENTS)	
CASH - END OF MONTH	\$22,240,972

MOR-1 (a): Other Expenses	
BANK CHARGES	\$41,221
INTEREST EXPENSE (DIP)	\$16
ADMINISTRATIVE SERVICES (1)	\$74,225
FEDERAL INCOME TAXES	
OTHER EXPENSES	\$115,461

(1)PER AGREEMENT WITH RPM INTERNATIONAL INC.

US Trustee Fee Calculations	
<b>DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)</b>	
<b>TOTAL DISBURSEMENTS</b>	\$34,440,384
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	30,728,626
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>	<b>\$3,711,759</b>

Bank Reconciliation (or copies of debtor's bank reconciliations)							
31-May-13							
	NCB/PNC					Wells Fargo	
	Collection a/c <u>1130822605**</u>	Disbursement a/c <u>1131256465</u>	Disbursement a/c <u>4245720469</u>	Money Market a/c <u>1029082892</u>	Operating a/c <u>1130794878</u>	Collection a/c <u>4122068240</u>	Total
Month-End Balance per Books*	\$17,019	Closed	\$21,510,420	\$8,394	Closed	\$705,138	\$22,240,972

\*These accounts reconcile this month.

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

## SPHC MOR - 2

Statement of Operations		
REVENUES	May-13	Cumulative Filing to Date
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	\$10,246	\$121,679
Accounting, Tax and Audit		16,000
Contributions	10,000	12,047
Employee Benefits Programs		
Officer/Insider Compensation*	\$66,255	1,919,345
Insurance		
Management Fees/Bonuses	99,325	2,570,161
Office Expense	2,720	95,768
Pension & Profit-Sharing Plans		
Repairs and Maintenance		
Rent and Lease Expense	3,604	100,169
Salaries/Commissions/Fees		
Supplies	423	27,103
Taxes - Payroll		
Taxes - Real Estate		
Taxes - Other		
Travel and Entertainment	7,193	104,028
Professional Fees and Expenses	852,017	83,171,025
Other ( <i>attach schedule</i> )	52,364	1,614,031
Total Operating Expenses Before Depreciation	1,104,148	89,751,356
Depreciation/Depletion/Amortization	24,411	760,364
Net Profit (Loss) Before Reorganization Items	(\$1,128,558)	(\$90,511,719)
<b>OTHER INCOME AND EXPENSES</b>		
Interest Income	(1)	(8,394)
Interest Expense	12,384	54,393
Other Expense ( <i>attach schedule</i> )	-	13,702
Net Profit (Loss) Before Reorganization Items	(\$1,140,942)	(\$90,571,420)
<b>REORGANIZATION ITEMS</b>		
Professional Fees		
U.S. Trustee Quarterly Fees		131,950
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)		
Gain (Loss) from Sale of Equipment		
Other Reorganization Expenses ( <i>attach schedule</i> )		
Total Reorganization Expenses		
Income Taxes	(412,000)	(19,697,062)
Net Profit (Loss)	(\$728,942)	(\$71,006,308)

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

## BREAKDOWN OF "OTHER CATEGORY"

## OTHER COSTS


## OTHER OPERATING EXPENSES

Consulting Expenses	\$6,782	\$223,947
Bank Charges	45,582	1,389,594
Miscellaneous Fees & Expenses		490

## 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	\$22,240,972	\$20,079,090	\$0
Restricted Cash and Cash Equivalents (see continuation sheet)			
Accounts Receivable (Net)			
Notes Receivable			
Inventories			
Prepaid Expenses	8,001	10,859	151,023
Professional Retainers	0	0	2,180,373
Other Current Assets (attach schedule)	26,016,940	25,622,719	7,441,861
<b>TOTAL CURRENT ASSETS</b>	<b>\$48,265,913</b>	<b>\$45,712,667</b>	<b>\$9,773,257</b>
<b>PROPERTY AND EQUIPMENT</b>			
Real Property and Improvements			
Machinery and Equipment			
Furniture, Fixtures and Office Equipment	20,944	20,944	
Leasehold Improvements	31,100	31,100	
Vehicles			
Less Accumulated Depreciation	(18,720)	(14,945)	
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>\$33,324</b>	<b>\$37,099</b>	
<b>OTHER ASSETS</b>			
Amounts due from Insiders*			
Other Assets (attach schedule)	389,373,439	396,071,692	473,992,736
<b>TOTAL OTHER ASSETS</b>	<b>389,373,439</b>	<b>396,071,692</b>	<b>473,992,736</b>
<b>TOTAL ASSETS</b>	<b>\$437,672,676</b>	<b>\$441,821,458</b>	<b>\$483,765,994</b>

	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 AND OWNER EQUITY</b>			
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>			
Accounts Payable	\$0	\$0	
Taxes Payable (refer to FORM MOR-4)			
Wages Payable			
Notes Payable	5,000,000	5,000,000	
Rent/Leases - Building/Equipment			
Secured Debt/Adequate Protection Payments			
Professional Fees			
Amounts Due to Insiders*			
Other Post-petition Liabilities (attach schedule)	17,063,096	20,482,937	
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>\$22,063,096</b>	<b>\$25,482,937</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>\$234,515,962</b>	<b>\$237,935,802</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	(71,006,308)	(70,277,366)	
Adjustments to Owner Equity (attach schedule )			
Post-petition Contributions (attach schedule )			
<b>NET OWNER EQUITY</b>	<b>203,156,714</b>	<b>203,885,656</b>	<b>274,163,022</b>
<b>TOTAL LIABILITIES AND OWNERS EQUITY</b>	<b>\$437,672,676</b>	<b>\$441,821,458</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>\$26,016,940</b>	<b>\$25,622,719</b>	<b>\$7,441,861</b>
Other Current Assets	24,448,630	24,054,409	7,500,000
Deferred Income Tax Asset - Current	1,568,310	1,568,310	(58,139)
<b>Other Assets</b>	<b>\$389,373,439</b>	<b>\$396,071,692</b>	<b>\$473,992,736</b>
Inter/Intracompany Accounts (Net)	70,616,985	77,315,238	144,917,380
Investment in Subsidiaries	290,047,595	290,047,595	290,047,595
Other Long Term Assets	28,708,859	28,708,859	39,027,761
<b>LIABILITIES AND OWNER EQUITY</b>	<b>BOOK VALUE AT END OF CURRENT REPORTING MONTH</b>	<b>BOOK VALUE AT END OF PRIOR REPORTING MONTH</b>	<b>BOOK VALUE ON PETITION DATE OR SCHEDULE</b>
<b>Other Post-petition Liabilities</b>	<b>\$17,063,096</b>	<b>\$20,482,937</b>	<b>\$0</b>
Accrued Liabilities - Other	17,058,986	20,478,827	
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-May-13</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-May-13</u>	<u>31-May-10</u>
Insurance Receivable	\$0	\$7,500,000
Deferred DIP Fees - Current	210,750	
Amortization (3 years)	(210,750)	
US Federal Income Taxes	24,082,049	
US States Income Taxes	366,581	
<b>Total</b>	<b>\$24,448,630</b>	<b>\$7,500,000</b>

<b>MOR-3 (c): Inter/Intracompany Accounts (Net)</b>		
	<u>31-May-13</u>	<u>31-May-10</u>
Bondex	\$328,194,091	\$326,860,857
Chemical Specialties	3,692,362	2,193,338
Kop-Coat	1,000,000	1,000,000
Day-Glo	(70,880,501)	(51,376,910)
Dryvit	(64,650,678)	(50,225,170)
Guardian	(6,512,085)	(382,997)
Kop-Coat	(44,451,318)	(27,016,997)
RPM WFG	(32,393,888)	(27,873,548)
TCI	(43,380,998)	(28,261,193)
<b>Total</b>	<b>\$70,616,985</b>	<b>\$144,917,380</b>

\*represents net loans (to) from SPHC

<b>MOR-3 (d): Investment in Subsidiaries</b>		
	<u>31-May-13</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-May-13</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	421,500	
Amortization (3 years)	(421,500)	
Receivable from RPM Intl	28,237,210	28,237,210
<b>Total</b>	<b>\$28,708,859</b>	<b>\$39,027,761</b>

<b>MOR-3 (f): Accrued Liabilities - Other</b>		
	<u>31-May-13</u>	<u>31-May-10</u>
Accrued Interest - DIP		
Accrued Professional Fees/Expenses	\$10,496,911	
Accrued Other*	6,562,076	
<b>Total</b>	<b>\$17,058,986</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-May-13</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-May-13</u>	<u>31-May-10</u>
Bondex	\$328,194,091	\$326,860,857
Chemical Specialties	3,692,362	2,193,338
Kop-Coat	1,000,000	1,000,000
Day-Glo	(70,880,501)	(51,376,910)
Dryvit	(64,650,678)	(50,225,170)
Guardian	(6,512,085)	(382,997)
Kop-Coat	(44,451,318)	(27,016,997)
RPM WFG	(32,393,888)	(27,873,548)
TCI	(43,380,998)	(28,261,193)
<b>Total</b>	<b>\$70,616,985</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	May-13	TOTAL PAID TO DATE
Stephen Knoop	Consulting Fees	\$31,596	1,821,589
Tracy Crandall	Consulting Fees		97,756
<b>TOTAL PAYMENTS TO INSIDERS</b>		\$31,596	\$1,919,345

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 5/15/2013	\$205,643	\$15,920,937	\$749,478	\$15,920,937	\$0	\$904,667	\$0	\$1,676,296
Evert Weathersby Houff	CNO filed 5/15/2013	51,246	4,151,598	193,906	4,151,598	0	844,615	0	469,757
Blackstone Advisory Partners L.P.	CNO filed 5/17/2013	162,072	5,617,391	120,000	5,617,391	0	0	0	482,342
Calfee, Halter & Griswold LLP	CNO filed 5/15/2013	2,787	282,060	2,988	282,060	0	294,557	0	11,129
Richards, Layton & Finger	CNO filed 5/15/2013	35,632	1,321,901	61,401	1,321,901	0	56,243	0	168,617
Bates White, LLC	CNO filed 5/17/2013	4,982	6,928,807	285,185	6,928,807	0	80,292	0	812,994
Covington and Burling	NA	0	281,780	32	281,780	0	0	0	1,881
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 5/20/2013	210,017	12,077,965	899,265	12,077,965	0	0	0	1,588,794
Special Litigation Counsel	CNO filed 5/20/2013	14,538	546,092	55,820	546,092	0	0	0	158,519
Charter Oak Financial Consultants, LLC	CNO filed 5/20/2013	31,384	2,859,261	161,419	2,859,261	0	0	0	299,324
Legal Analysis Systems	CNO filed 5/20/2013	9,354	2,808,524	67,568	2,808,524	0	0	0	467,080
Eric Green (FCR)	CNO filed 5/15/2013	572	151,495	9,342	151,495	0	0	0	16,733
Young Conaway Stargatt & Taylor, LLP	CNO filed 5/15/2013	106,712	7,107,782	564,834	7,107,782	0	0	0	1,011,381
FTI Consulting	CNO filed 5/15/2013	55,834	2,257,722	135,501	2,257,722	0	0	0	372,692
Analysis Research and Planning Corporation	CNO filed 5/15/2013	72,663	2,804,549	110,345	2,804,549	0	0	0	820,579
Direct Fee Review	NA	0	180,751	7,003	180,751	0	0	0	28,648
<b>TOTAL PAYMENTS TO PROFESSIONALS</b>		\$963,436	\$65,556,759	\$3,424,085	\$65,556,759	\$0	\$2,180,374	\$0	\$8,386,765

\*In addition to the listed Certificates of No Objection, the Court entered an Omnibus Order Approving Sixth Interim Fee Application Requests on April 22, 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	44	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	54	23,466
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	340,732
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>		\$98	\$735,902

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.**