

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re The SCOOTER Store Holdings, Inc.

Case No.: 13-10904-PJW
Reporting Period: June 1, 2014 to June 30, 2014

MONTHLY OPERATING REPORT

File with Court and submit copy to United States Trustee within 20 days after end of month.

Submit copy of report to any official committee appointed in the case.

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

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

Signature of Debtor

Date

Signature of Joint Debtor

Date

/s/ Philip J. Gund
Signature of Authorized Individual*

7/20/2014
Date

Philp J. Gund

Chief Restructuring Officer

Printed Name of Authorized Individual

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.

MOR - 1
The SCOOTER Store
Receipts & Disbursements Report

	JP Morgan 2583 (Oper Acct.)	JP Morgan #3792 (Comm Acct.)	JP Morgan #7376 (Govt Acct.)	PNC #0632 (Oper Acct.)	BofA #0512 (Aviat)	JP Morgan #7817 (Utilities)	Wells Fargo #3211 (Mgt)	Wells Fargo #2338 (Inc)	Amergy Bank#8300	Wells Fargo #6069 (Hdg)	Wells Fargo #2512 (Hdg)	Total
Beginning Book Cash												
Opening Book Balance	\$ 239,708	\$ 10,000	\$ 10,357	\$ -	\$ 4,511	\$ 1,059,745	\$ 16,266	\$ -	\$ -	\$ -	\$ -	\$ 1,340,587
Receipts												
Government Receipts	\$ -	\$ -	\$ 6,581	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,581
Commercial / Private receipts	\$ -	\$ 2,812	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,812
Total Lockbox Receipts	\$ -	\$ 2,812	\$ 6,581	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 9,393
Receipts Transferred From Lockbox	\$ 29,750	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,750
Miscellaneous Receipts	\$ 559,726	\$ -	\$ -	\$ 500,000	\$ -	\$ 81	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,059,807
Total Receipts	\$ 589,477	\$ 2,812	\$ 6,581	\$ 500,000	\$ -	\$ 81	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,098,951
Disbursements												
Inventory and Freight	-	-	-	-	-	-	-	-	-	-	-	-
Payroll & Benefits	(9,075)	-	-	-	-	-	-	-	-	-	-	(9,075)
Misc. Health	-	-	-	-	-	-	-	-	-	-	-	-
Vehicle Expense	-	-	-	-	-	-	-	-	-	-	-	-
Rent	-	-	-	-	-	-	-	-	-	-	-	-
Refunds - Prepetition (See FN 4)	-	-	-	-	-	-	-	-	-	-	-	-
Refunds - Postpetition	-	-	-	-	-	-	-	-	-	-	-	-
Utilities	-	-	-	-	-	-	-	-	-	-	-	-
Communication	-	-	-	-	-	-	-	-	-	-	-	-
Taxes	(43,848)	-	-	-	-	-	-	-	-	-	-	(43,848)
Insurance	-	-	-	-	-	-	-	-	-	-	-	-
Bank Charge	(2,212)	-	-	-	-	(100)	(5)	-	-	-	-	(2,317)
CMS ERP	-	-	-	-	-	-	-	-	-	-	-	-
Advertising	-	-	-	-	-	-	-	-	-	-	-	-
Other	(484)	-	-	-	-	-	-	-	-	-	-	(484)
Voided Checks	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Disbursements	(55,619)	-	-	-	-	(100)	(5)	-	-	-	-	(55,724)
Non-Operating Disbursements												
ESOP Trustee Fees	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	(37,806)	-	-	-	-	-	-	-	-	-	-	(37,806)
Critical Vendor Payments	-	-	-	-	-	-	-	-	-	-	-	-
Chapter 11 Filing Fees	-	-	-	-	-	-	-	-	-	-	-	-
Utility Adequate Assurance Payment	-	-	-	-	-	-	-	-	-	-	-	-
Cash Collateralize L/C's	-	-	-	-	-	-	-	-	-	-	-	-
KEBP / Severance	-	-	-	-	-	-	-	-	-	-	-	-
DIP interest and closing fees	-	-	-	-	-	-	-	-	-	-	-	-
Other Non-Operating	-	(12,812)	(16,938)	-	-	(1,059,726)	-	-	-	-	-	(1,089,477)
Total Non-Operating Disbursements	(37,806)	(12,812)	(16,938)	-	-	(1,059,726)	-	-	-	-	-	(1,127,282)
Operating Cash Flow	\$ 496,052	\$ (10,000)	\$ (10,357)	\$ 500,000	\$ -	\$ (1,059,826)	\$ (5)	\$ -	\$ -	\$ -	\$ -	\$ (84,055)
Term Loan Paydown	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Operating Account	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow	496,052	(10,000)	(10,357)	500,000	-	(1,059,826)	(5)	-	-	-	-	(84,055)
Closing Book Balance	\$ 735,760	\$ -	\$ -	\$ 500,000	\$ 4,511	\$ 0	\$ 16,261	\$ -	\$ -	\$ -	\$ -	\$ 1,256,532
Outstanding Checks	34,275	-	-	-	-	-	-	-	-	-	-	34,275
Ending Cash Balance (Bank)	\$ 770,035	\$ -	\$ -	\$ 500,000	\$ 4,511	\$ 0	\$ 16,261	\$ -	\$ -	\$ -	\$ -	\$ 1,290,807
Total Operating Disbursements	(55,619)	(12,812)	(16,938)	-	-	(1,059,826)	(5)	-	-	-	-	(1,145,201)
Term Loan Paydown	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Operating Account	-	-	-	-	-	-	-	-	-	-	-	-
Non-Operating Disbursements	-	-	-	-	-	-	-	-	-	-	-	-
Less: Intercompany transfers	-	-	-	-	-	1,059,726	-	-	-	-	-	1,089,477
Total Disbursements Before Professional Fees	(55,619)	(12,812)	(16,938)	-	-	(100)	(5)	-	-	-	-	(55,724)
Professional Fees	(37,806)	-	-	-	-	-	-	-	-	-	-	(37,806)
Total Disbursements												(93,530)

Note:

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

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 1a
Schedule of Cash Disbursements by Legal Entity
For period June 1, 2014 to June 30, 2014

	JP Morgan #2583	JP Morgan #3792	JP Morgan #7376	JP Morgan #8243 (Fin)	BofA #0512 (Aviat)	JP Morgan #7817 (Utilities)	Wells Fargo #3211 (Mgt)	Wells Fargo #2338 (Inc)	Amergy Bank #8300	Wells Fargo #6069 (Hdg)	Wells Fargo #2512 (Hdg)
Total Disbursement from MOR-1	55,618.82	-	-	-	-	100.16	5.00	-	-	-	-
Professional Fees from MOR-1	37,805.62	-	-	-	-	-	-	-	-	-	-

Case Name	Case Number	Bank Account #	Actual Disbursements	Disbursement Ratio by Entity (before Professional Fees) [1]	Pro-Rata of case 13-10981 Disbursements	Pro-Rata of case 13-10981 Professional Fees ¹	Total Disbursements by Debtor
The SCOOTER Store Holdings, Inc.	13-10904-PJW	Wells Fargo #6069 Wells Fargo #2512	-	0.0000000%	-	-	-
The SCOOTER Store - Albuquerque, L.L.C.	13-10907-PJW		-	0.5419533%	301.97	204.89	506.86
The SCOOTER Store - Atlanta, L.L.C.	13-10908-PJW		-	0.6814747%	379.71	257.64	637.35
The SCOOTER Store - Austin, LTD	13-10909-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Baltimore, L.L.C.	13-10910-PJW		-	0.6263600%	348.95	236.76	585.71
The SCOOTER Store - Baton Rouge, L.L.C.	13-10911-PJW		-	0.5110214%	284.74	193.19	477.93
The SCOOTER Store - Birmingham, L.L.C.	13-10912-PJW		-	0.4240943%	236.30	160.33	396.63
The SCOOTER Store - Boca Raton, L.L.C.	13-10913-PJW		-	0.5849338%	325.92	221.14	547.06
The SCOOTER Store - Boston, L.L.C.	13-10914-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Charleston, L.L.C.	13-10915-PJW		-	0.5828778%	324.77	220.36	545.13
The SCOOTER Store - Charlotte, L.L.C.	13-10916-PJW		-	0.5375271%	299.50	202.22	501.72
The SCOOTER Store - Chicago, L.L.C.	13-10917-PJW		-	0.6906416%	384.82	261.10	645.92
The SCOOTER Store - Concord, L.L.C.	13-10918-PJW		-	0.6983656%	389.12	264.02	653.14
The SCOOTER Store - Dallas, LTD	13-10919-PJW		-	0.7830480%	436.31	296.04	732.34
The SCOOTER Store - Dayton, L.L.C.	13-10920-PJW		-	0.6039061%	336.49	228.31	564.80
The SCOOTER Store - Denver, L.L.C.	13-10921-PJW		-	0.5899822%	328.74	223.05	551.79
The SCOOTER Store - Des Moines, L.L.C.	13-10922-PJW		-	0.7303954%	406.97	276.13	683.10
The SCOOTER Store - Detroit, L.L.C.	13-10923-PJW		-	0.6165725%	343.55	233.10	576.65
The SCOOTER Store - Grand Rapids, L.L.C.	13-10924-PJW		-	0.4765409%	265.52	180.16	445.68
The SCOOTER Store - Green Bay, L.L.C.	13-10925-PJW		-	0.5209482%	290.27	196.95	487.21
The SCOOTER Store - Greenville, L.L.C.	13-10926-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Hartford, L.L.C.	13-10927-PJW		-	0.5261359%	293.16	198.91	492.07
The SCOOTER Store - Houston, LTD	13-10929-PJW		-	0.3085485%	171.92	116.65	288.57
The SCOOTER Store - Indianapolis, L.L.C.	13-10930-PJW		-	0.5855841%	326.28	221.38	547.67
The SCOOTER Store - Jackson, L.L.C.	13-10931-PJW		-	0.3967574%	221.07	150.00	371.07
The SCOOTER Store - Jacksonville, L.L.C.	13-10932-PJW		-	0.4678077%	260.66	176.86	437.52
The SCOOTER Store - Kansas City, L.L.C.	13-10933-PJW		-	0.7354664%	409.79	278.05	687.84
The SCOOTER Store - Knoxville, L.L.C.	13-10934-PJW		-	0.7145924%	398.16	270.16	668.32
The SCOOTER Store - Las Vegas, L.L.C.	13-10935-PJW		-	0.3937674%	219.40	148.87	368.27
The SCOOTER Store - Levittown, L.L.C.	13-10936-PJW		-	0.8227198%	458.41	311.03	769.45
The SCOOTER Store - Lincoln, L.L.C.	13-10937-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Little Rock, L.L.C.	13-10938-PJW		-	0.5675466%	316.23	214.56	530.80
The SCOOTER Store - Los Angeles, L.L.C.	13-10939-PJW		-	0.7753987%	432.04	293.14	725.19
The SCOOTER Store - Louisville, L.L.C.	13-10940-PJW		-	0.5598149%	311.92	211.64	523.56
The SCOOTER Store - Lubbock, LTD	13-10941-PJW		-	0.4613610%	257.07	174.42	431.49
The SCOOTER Store - Madison, L.L.C.	13-10942-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Minneapolis, L.L.C.	13-10944-PJW		-	0.6952927%	387.41	262.86	650.27
The SCOOTER Store - Mobile, L.L.C.	13-10945-PJW		-	0.7880497%	439.09	297.93	737.02
The SCOOTER Store - Nashville, L.L.C.	13-10946-PJW		-	0.4756676%	265.04	179.83	444.87
The SCOOTER Store - Oklahoma City, L.L.C.	13-10947-PJW		-	0.6158573%	343.15	232.83	575.98
The SCOOTER Store - Orlando, L.L.C.	13-10948-PJW		-	1.0748207%	598.88	406.34	1,005.22
The SCOOTER Store - Paterson, L.L.C.	13-10949-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Philadelphia, L.L.C.	13-10951-PJW		-	0.6085547%	339.08	230.07	569.15
The SCOOTER Store - Phoenix, L.L.C.	13-10952-PJW		-	0.5270752%	293.68	199.26	492.94
The SCOOTER Store - Pittsburgh, L.L.C.	13-10953-PJW		-	0.6320495%	352.17	238.95	591.12
The SCOOTER Store - Portland, L.L.C.	13-10954-PJW		-	0.8246735%	459.50	311.77	771.27
The SCOOTER Store - Raleigh Durham, L.L.C.	13-10955-PJW		-	0.5503991%	306.68	208.08	514.76
The SCOOTER Store - Richmond, L.L.C.	13-10956-PJW		-	0.8075021%	449.93	305.28	755.21
The SCOOTER Store - Rochester, L.L.C.	13-10957-PJW		-	0.5005691%	278.91	189.24	468.16
The SCOOTER Store - Sacramento, L.L.C.	13-10958-PJW		-	0.7138089%	397.73	269.86	667.59
The SCOOTER Store - Salt Lake City, L.L.C.	13-10959-PJW		-	0.4606025%	256.64	174.13	430.78
The SCOOTER Store - San Antonio, LTD	13-10960-PJW		-	0.6098467%	339.80	230.56	570.36
The SCOOTER Store - San Diego, L.L.C.	13-10961-PJW		-	0.5119531%	285.26	193.55	478.80
The SCOOTER Store - San Francisco, L.L.C.	13-10962-PJW		-	0.5651395%	314.89	213.65	528.54
The SCOOTER Store - Schenectady, L.L.C.	13-10963-PJW		-	0.4496748%	250.55	170.00	420.56
The SCOOTER Store - Seattle, L.L.C.	13-10964-PJW		-	0.5346497%	297.90	202.13	500.03
The SCOOTER Store - Shreveport, L.L.C.	13-10965-PJW		-	0.4516203%	251.64	170.74	422.38
The SCOOTER Store - Springfield, L.L.C.	13-10966-PJW		-	0.4348419%	242.29	164.39	406.68
The SCOOTER Store - St. Louis, L.L.C.	13-10967-PJW		-	0.5362947%	298.82	202.75	501.57
The SCOOTER Store - Toledo, L.L.C.	13-10968-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - Tulsa, L.L.C.	13-10969-PJW		-	0.0000000%	-	-	-
The SCOOTER Store - West Virginia, L.L.C.	13-10970-PJW		-	0.5104232%	284.40	192.97	477.37
The SCOOTER Store - Wichita, L.L.C.	13-10972-PJW		-	0.0716432%	39.92	27.09	67.00
The SCOOTER Store - Wilkes-Barre, L.L.C.	13-10973-PJW		-	0.3913972%	218.08	147.97	366.05
The SCOOTER Store - USA, Inc.	13-10975-PJW	Wells Fargo #2346	-	0.0000000%	-	-	-
The SCOOTER Store, Inc.	13-10974-PJW	Wells Fargo #2338	-	0.0000000%	-	-	-
The SCOOTER Store - Development, L.L.C.	13-10976-PJW		-	0.0000000%	-	-	-
The SCOOTER Store Financial Services, L.L.C.	13-10977-PJW	JP Morgan #8243	-	0.0000000%	-	-	-
The SCOOTER Store Aviation, L.L.C.	13-10978-PJW	Bank of America #0512	-	0.0000000%	-	-	-
TSS Management Company, Inc.	13-10979-PJW	Wells Fargo #3211	5.00	0.0000000%	-	-	5.00
TSS Investments, Inc.	13-10980-PJW	Wells Fargo #5710	-	0.0000000%	-	-	-
The Scooter Store, LTD.	13-10981-PJW	Amergy Bank #8300 Bank of America #8667 JP Morgan #7376 JP Morgan #3792 JP Morgan #2583 JP Morgan #7817	93,529.60	68.1415333%	37,967.77	25,761.33	63,729.10
TOTAL			93,529.60	100.0000000%	55,718.98	37,805.62	93,529.60

MOR - 1a
Schedule of Cash Disbursements by Legal Entity
For period June 1, 2014 to June 30, 2014

Estimated Disbursement Methodology

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

MOR - 1A. SUMMARY SCHEDULE OF CASH

ENDING BALANCES FOR THE PERIOD:

Operating Account - JP Morgan #2583	\$770,034.96
Cash Receipt - JP Morgan #3792	\$0.00
Cash Receipt - JP Morgan #7376	\$0.00
Operating Account - PNC #0632	\$500,000.00
Employee Benefit Plan - BofA #8667	\$0.00
Utilities Account - JP Morgan #7817	\$0.00
TSS Investments, Inc. - Wells Fargo #5710	\$0.00
TSS Management Company, Inc. - Wells Fargo #3211	\$16,260.73
The SCOOTER Store Aviation, L.L.C.- BofA #0512	\$4,511.25
The SCOOTER Store, Inc. - Wells Fargo #2338	\$0.00
The SCOOTER Store - USA, Inc. - Wells Fargo #2346	\$0.00
The SCOOTER Store, LTD - Amergy Bank #8300	\$0.00
Letter of Credit - Wells Fargo #6069	\$0.00
Letter of Credit - Wells Fargo #2512	\$0.00

TOTAL CASH AVAILABLE:

\$1,290,806.94

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

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 1a
Declaration Regarding the Cash Disbursement Schedule
For period June 1, 2014 to June 30, 2014

Philip J. Gund hereby declares under penalty of perjury:

1. I am Chief Restructuring Officer for The Scooter Store Holdings, Inc., *et. al.*, the above-captioned debtors and debtors in possession (collectively, the "Debtors").
2. The Debtors submit this Declaration regarding cash disbursements in lieu of providing copies of the cash disbursement schedule.
3. All statements in the Declaration are based on my personal knowledge, my review of the relevant documents, or my discussions with a contractor employed by the Company, a former employee of the Debtors. I am authorized to submit this Declaration on behalf of the Debtors (as listed in Appendix A).
4. The Debtors have, on a timely basis, disbursed approximately \$93,529.60 for post-petition and allowable pre-petition amounts for the period June 1, 2014 to June 30, 2014. Copies of the cash disbursement schedules are available for inspection upon request by the Office of the United States Trustee.

Dated: 7/20/2014

Philip J. Gund, Chief Restructuring Officer

/s/ Philip J. Gund

In re The SCOOTER Store Holdings, Inc.
Debtor

Case No. 13-10904-PJW
Reporting Period: June 1, 2014 to June 30, 2014

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

Payee	Period Covered	Amount Approved	Payor	Check		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
CBIZ OPERATIONS, INC	3/01/2014 - 3/31/2014	\$3,142.00	Debtor	325826	6/16/2014	\$2,513.60		\$105,318.66	\$0.00
COOLEY, LLP	3/01/2014 - 3/31/2014	\$1,449.00	Debtor	325827	6/16/2014	\$1,159.20		\$385,225.90	\$380.37
COUSINS CHIPMAN & BROWN, LLP	3/01/2014 - 3/31/2014	\$2,740.00	Debtor	325828	6/16/2014	\$2,192.00	\$1,108.12	\$74,882.70	\$6,385.10
MORGAN LEWIS & BOCKIUS, LLP	4/01/2014 - 4/30/2014	\$27,545.00	Debtor	325829	6/16/2014	\$22,036.00		\$862,932.48	\$8,576.18
YOUNG CONAWAY STARGATT & TAYLOR, LLP	4/01/2014 - 4/30/2014	\$10,616.00	Debtor	325830	6/16/2014	\$8,492.80	\$303.90	\$786,347.50	\$14,311.95

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 1c

**Declaration Regarding the cash Disbursement Schedule
For period June 1, 2014 to June 30, 2014**

Philip J. Gund hereby declares under penalty of perjury:

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

Dated: 7/20/2014

Philip J. Gund, Chief Restructuring Officer

/s/ Philip J. Gund _____

THE SCOOTER STORE

CONSOLIDATED STATEMENT OF OPERATIONS
MONTH ENDED JUNE 30, 2014

(Unaudited)

	MONTH
	Jun-14
	Actual
Net sales	-
Cost of sales	-
Gross profit	-
Operating expenses:	
Salaries and related costs	9,075
Advertising	-
Bad debts	(9,393)
Professional fees	(96)
Vehicle	-
Depreciation and amortization	-
Repairs and maintenance	-
Communications	-
Rent	-
Other (See Continuation Sheet)	6,432
Reduction in workforce charges	
Claims repayment agreement	
Total operating expenses	6,018
Operating income	(6,018)
Other income (expense):	
Interest expense	-
Interest income	81
Other (See Continuation Sheet)	-
Income before income taxes	(5,937)
Income tax expense:	
State	
Net income (loss)	\$ (5,937)
Adjusted EBITDA	\$ (6,018)

Note: The Debtors prepare a Consolidating Statement of Operations on a quarterly basis. The Consolidating Statement of Operations (Attachment A) is for the quarter ended 6/30/2014.

In re The SCOOTER Store Holdings, Inc.
Debtor

Case No. 13-10904-PJW

STATEMENT OF OPERATIONS - continuation sheet

BREAKDOWN OF "OTHER" CATEGORY	Jun-14
Other Expenses	
Supplies & Equipment	-
Travel & Entertainment	-
Insurance - Property & Liability	-
Utilities	-
Postage & Shipping	484.00
Franchise & Property Tax	3,636.00
Licenses & Permits	-
Dues & Subscriptions	-
Moving & Relocation	-
Building Security	-
Customer Relations	-
Janitorial Services & Products	-
Penalties Expense	-
Other Operating Expense	-
Bank & Credit Card Charges	2,312.00
Sales Tax	-
Discounts Taken	-
Gain or Loss on Sale of Assets (See Notes)	-
Partnership Income-NB Off LTD	-
Other Income	-
Total	6,432.00

THE SCOOTER STORE

CONSOLIDATED BALANCE SHEET

6/30/2014

(Unaudited)

	<u>Jun-14</u> <u>Actual</u>
Assets	
Currents Assets	
Cash and cash equivalents	\$ 1,290,882
Trade accounts receivable, net of allowance for doubtful accounts	-
Net investment in sales-type leases	-
Inventories	-
Prepays and other	22,189
Cash - restricted	-
Total current assets	<u>1,313,071</u>
Property and equipment, net of depreciation	-
Deposits	503
Deferred tax asset	305,385
Deferred advertising	
Capitalized Debt Costs	
Investment in Partnerships	
Cash - restricted	
Total other assets	<u>305,888</u>
	<u>\$ 1,618,959</u>
Liabilities and Stockholders' Equity	
Current Liabilities	
Book overdraft	\$ 34,275
Accounts payable	35,955
Accrued liabilities	496,407
Refunds due	
Note payable to shareholder	
Line of credit, net of discount	
Current portion of long-term debt	
Current portion of lease obligations	
Current portion of CMS claims repayment	
Deferred tax liability	6,892,227
Other current liabilities	
Total current liabilities	<u>7,458,864</u>
Senior term loan, net of discount	
Subordinated debt, net of discount	43,005,407
Long-term debt, less current portion	
Capital lease obligations, less current portion	
CMS claims repayment	18,332,833
Deferred grant and lease incentives	
Liabilities Subject to Compromise	51,515,311
Accrued interest on subordinated debt	
Warrant and Class A Share	
Total liabilities	<u>120,312,415</u>
Stockholders' Equity	
Common stock	10
Additional paid-in capital	26,932,413
Treasury Stock	(557,765)
Retained earnings (deficit)	(145,068,114)
Total stockholders' equity	<u>(118,693,456)</u>
	<u>\$ 1,618,959</u>

Note: The Debtors prepare a Consolidating Balance Sheet on a quarterly basis.
The following Consolidating Balance Sheet (Attachment B) is as of quarter ending 6/30/201.

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 4

**Declaration Regarding Status of Postpetition Taxes
For period June 1, 2014 to June 30, 2014**

Philip J. Gund hereby declares under penalty of perjury:

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

Dated: 7/20/2014

Philip J. Gund, Chief Restructuring Officer

 /s/ Philip J. Gund _____

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR-4 CONT.
SUMMARY OF UNPAID POSTPETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due					Total
	Current	1-30	31-60	61-90	Over 90	
Advertising	0.00	0.00	0.00	0.00	0.00	0.00
Employee Benefits & Reimbursements	0.00	0.00	0.00	0.00	0.00	0.00
Inventory & Freight	0.00	0.00	0.00	0.00	(47.00)	(47.00)
Overhead	0.00	0.00	0.00	0.00	(0.45)	(0.45)
Professional Fees	9,098.40	11,968.70	333.84	14,780.68	0.00	36,181.62
Refunds	0.00	0.00	0.00	0.00	0.00	0.00
Taxes	0.00	0.00	0.00	0.00	0.00	0.00
Utilities	0.00	0.00	0.00	0.00	(179.42)	(179.42)
Vehicles	0.00	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00	0.00
Total Postpetition Debts	9,098.40	11,968.70	333.84	14,780.68	(226.87)	35,954.75

Note: Accrued Professional fees are 20% holdback of professional's monthly fees.

MOR - 4 CONTINUATION SHEET
 AGED LISTING OF ACCOUNTS PAYABLE

Vendor ID:	Name:	Class ID:	Due	Current Period	31 - 45 Days	46 - 60 Days	61- 90 Days	91 & Over
P1584	BESTCARE, LLC	INVENTORY	(\$47.00)	\$0.00	\$0.00	\$0.00	\$0.00	(\$47.00)
P2532	CBIZ OPERATIONS, INC	LEGAL	\$628.40	\$628.40	\$0.00	\$0.00	\$0.00	\$0.00
P2518	COOLEY, LLP	LEGAL	\$901.70	\$289.80	\$0.00	\$0.00	\$611.90	\$0.00
P2531	COUSINS CHIPMAN & BROWN, LLP	LEGAL	\$1,301.20	\$548.00	\$0.00	\$0.00	\$753.20	\$0.00
P2436	MORGAN LEWIS & BOCKIUS, LLP	LEGAL	\$21,340.80	\$5,509.00	\$8,615.00	\$0.00	\$7,216.80	\$0.00
P2246	YOUNG CONAWAY STARGATT & TAYLOR, LLP	LEGAL	\$11,329.00	\$2,123.20	\$3,353.70	\$0.00	\$5,852.10	\$0.00
P2437	EPIQ SYSTEMS	PROFESSION	\$680.52	\$0.00	\$0.00	\$333.84	\$346.68	\$0.00
P2281	VERIZON	PHONES	(\$178.80)	\$0.00	\$0.00	\$0.00	\$0.00	(\$178.80)
P1807	SOURCEGAS ARKANSAS, INC	UTILITIES	(\$0.62)	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.62)
P1761	CRYSTAL SPRINGS 14516524321786	WATER VDRS	(\$0.45)	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.45)
			\$35,954.75	\$9,098.40	\$11,968.70	\$333.84	\$14,780.68	(\$226.87)

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

MOR - 5
ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	21,029,204.89
+ Amounts billed during the period	-
- Amounts collected during the period	-
Total Accounts Receivable at the end of the reporting period	\$21,029,204.89
Accounts Receivable Aging	Amount
0 - 30 days old	-
31 - 60 days old	-
61 - 90 days old	-
91+ days old	\$21,029,204.89
Total Accounts Receivable	\$21,029,204.89
Unapplied Payments	(\$4,395,306.25)
Amount considered uncollectible (Bad Debt) and Reclass Credit Balances	(\$16,633,898.64)
Accounts Receivable (Net)	\$0.00

Note:

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

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

**MOR - 5 CONT.
Debtor Questionnaire**

Must be completed each month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened, provide the required documentation pursuant to the Delaware Local Rule 4001-3.	X	

Question 5 Explanation:

PNC Bank account #0632 was opened on 6/25/2014. This account will replace all other bank accounts.

In re The SCOOTER Store Holdings, Inc.

Chapter 11

Debtor

Case No. 13-10904-PJW

Appendix A
Listing of Debtor Entities

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

ATTACHMENT A

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The SCOOTER Store, Inc.
Consolidated IS Quarter to Date
For the Six Months Ending June 30, 2014

	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total	LTD CORP	TSS MGMT	TSS INVEST	AVIATION	FIN'L SERVICES	SS DEVELOPMEN	TSS Inc	TSS Inc Consolidated Before Elim	Eliminations	TSS Inc Consolidated	
Sales - Purchased																\$0.00	\$0.00
Sales - Rentals Billed																0.00	0.00
Sales - Rentals Unbilled																0.00	0.00
Returns - Purchased																0.00	0.00
Returns - Rentals																0.00	0.00
Hardship																0.00	0.00
Contractual Adjustments																0.00	0.00
Other Sales Adjustments																0.00	0.00
Aviation Rental																0.00	0.00
Sales - Agreement Fees - USA																0.00	0.00
Sales - Agreement Fees - Inc																0.00	0.00
Wholesale Sales - USA																0.00	0.00
Wholesale Sales - INC																0.00	0.00
Wholesale Sales Invty Markup-USA																0.00	0.00
Wholesale Sales Invty Markup-INC																0.00	0.00
Sales Contractual Adjustment-USA																0.00	0.00
Sales Contractual Adjustment-INC																0.00	0.00
Sales Tax Applied																0.00	0.00
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cost of Sales - Purchases																0.00	0.00
Cost of Rentals																0.00	0.00
Sales Agreement Fees																0.00	0.00
Cost Of Service Sales																0.00	0.00
Cost of Sales - Wholesale USA																0.00	0.00
Cost of Sales - Wholesale INC																0.00	0.00
Cost of Sales Contract Adj-USA																0.00	0.00
Donated Inventory																0.00	0.00
Inventory Variance																0.00	0.00
Freight																0.00	0.00
Cap Rental Accessories																0.00	0.00
Warranty and Service Contract Expense																0.00	0.00
Total Cost of Goods Sold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses																	
Advertising - Direct Mail																0.00	0.00
Advertising - Other																0.00	0.00
Answering & Paging Services																0.00	0.00
Administrative Fees																0.00	0.00
Bank & Credit Card Fees							7,436.92							7,436.92		0.00	7,436.92
Commissions & Fees																0.00	0.00
Computer Support & Repairs																0.00	0.00
Contract Labor							31,175.00							31,175.00		0.00	31,175.00
Customer Refunds																0.00	0.00
Customer Service																0.00	0.00
Donations & Contributions																0.00	0.00
Dues & Subscriptions																0.00	0.00
PMC Dues																0.00	0.00
Employee Benefits																0.00	0.00
Equipment Lease																0.00	0.00
Health & Dental							(6,440.83)							(6,440.83)		0.00	(6,440.83)
Insurance - Autos																0.00	0.00
Insurance - Property & Liability							(852.00)							(852.00)		0.00	(852.00)
Licenses & Permits	325.00	325.00	325.00	325.00	325.00	1,625.00	4,875.00	325.00	325.00	325.00	325.00	325.00	325.00	8,450.00		0.00	8,450.00
Maintenance-Aircraft																0.00	0.00
Meals & Entertainment																0.00	0.00
Mileage, Toll & Parking																0.00	0.00
Miscellaneous																0.00	0.00
Moving & Relocation																0.00	0.00
Payroll Taxes																0.00	0.00
Postage & Shipping							785.65							785.65		0.00	785.65
Professional Fees							177,395.59							177,395.59		0.00	177,395.59
PT Eval Fees																0.00	0.00
Property Taxes																0.00	0.00
Recruiting Fees																0.00	0.00
Rent							5,218.59							5,218.59		0.00	5,218.59
Royalty Fees Expense																0.00	0.00
Repairs & Maintenance																0.00	0.00
Repairs & Maintenance-Computers																0.00	0.00
Contract Labor - Computers																0.00	0.00
Salaries & Wages																0.00	0.00
Sales Tax																0.00	0.00
Security																0.00	0.00

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The SCOOTER Store, Inc.
Consolidated IS Quarter to Date
For the Six Months Ending June 30, 2014

	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total	LTD CORP	TSS MGMT	TSS INVEST	AVIATION	FIN'L SERVICES	SS DEVELOPMEN	TSS Inc	TSS Inc Consolidated Before Elim	Eliminations	TSS Inc Consolidated
Services Fee Expense															0.00	0.00
Supplies - Computer															0.00	0.00
Supplies - Office															0.00	0.00
Supplies - Shop															0.00	0.00
Telephone															0.00	0.00
Training															0.00	0.00
Travel															0.00	0.00
Travel - Aviation															0.00	0.00
Uniforms															0.00	0.00
Utilities							(26.07)							(26.07)	0.00	(26.07)
Vehicle Expense															0.00	0.00
Vehicle Leases															0.00	0.00
State Franchise Tax								3,636.13						3,636.13	0.00	3,636.13
Other Operating Expenses								(25.00)						(25.00)	0.00	(25.00)
Total Operating Expenses	325.00	325.00	325.00	325.00	325.00	1,625.00	223,178.98	325.00	325.00	325.00	325.00	325.00	325.00	226,753.98	0.00	226,753.98
Operating Income	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(1,625.00)	(223,178.98)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(226,753.98)	0.00	(226,753.98)
Other Income																
Additional Discounts - GMAC															0.00	0.00
Administrative Fees - USA															0.00	0.00
Administrative Fees - Inc.															0.00	0.00
Royalty Fees - USA															0.00	0.00
Royalty Fees - Inc															0.00	0.00
Services Fee - USA															0.00	0.00
Services Fee - Inc															0.00	0.00
Common Fund Interest Income - USA							1,812,709.67							1,812,709.67	0.00	1,812,709.67
Common Fund Interest Income - Inc.							251,440.73							251,440.73	251,440.73	0.00
Common Fund Interest Income - Holdings							157,690.38							157,690.38	0.00	157,690.38
Partnership Earnings-TSS LTD-Mgmt															0.00	0.00
Interest Income - Intercompany															0.00	0.00
Other Income (excludes 74501)							370.84							370.84	0.00	370.84
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	2,222,211.62	0.00	0.00	0.00	0.00	0.00	0.00	2,222,211.62	251,440.73	1,970,770.89
Other Expenses																
Bad Debt Expense		(1,189.31)	(2,610.66)	(387.71)	(1,715.42)	(5,903.10)								(5,903.10)	0.00	(5,903.10)
Depreciation & Amortization															0.00	0.00
Depreciation - Rental Assets															0.00	0.00
Restructure															0.00	0.00
CMS Claims Repayment															0.00	0.00
Common Fund Interest	4,555.57	116,757.45	170,920.54	(110,843.78)	67,575.12	248,964.90	731,190.64					2,475.83		251,440.73	251,440.73	0.00
Interest Expense														731,190.64	0.00	731,190.64
Interest Expense Intercompany															0.00	0.00
ESOP															0.00	0.00
ESOP Contribution Exp Non Cash															0.00	0.00
ESOP - Cash Dividends															0.00	0.00
Stock Compensation Non Cash															0.00	0.00
Other Expenses															0.00	0.00
Total Other Expenses	4,555.57	115,568.14	168,309.88	(111,231.49)	65,859.70	243,061.80	731,190.64	0.00	0.00	0.00	0.00	2,475.83	0.00	976,728.27	251,440.73	725,287.54
Total Other Income and Expenses	(4,555.57)	(115,568.14)	(168,309.88)	111,231.49	(65,859.70)	(243,061.80)	1,491,020.98	0.00	0.00	0.00	0.00	(2,475.83)	0.00	1,245,483.35	0.00	1,245,483.35
Overhead Allocation																
Net Income Before Taxes	(4,880.57)	(115,893.14)	(168,634.88)	110,906.49	(66,184.70)	(244,686.80)	1,267,842.00	(325.00)	(325.00)	(325.00)	(325.00)	(2,800.83)	(325.00)	1,018,729.37	0.00	1,018,729.37
Tax Expense																
Net Income	(4,880.57)	(115,893.14)	(168,634.88)	110,906.49	(66,184.70)	(244,686.80)	1,267,842.00	(325.00)	(325.00)	(325.00)	(325.00)	(2,800.83)	(325.00)	1,018,729.37	0.00	1,018,729.37

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Mobile, AL Birmingham, AL Phoenix, AZ Little Rock, AR San Francisco, CA Los Angeles, CA San Diego, CA Sacramento, CA Denver, CO Hartford, CT Jacksonville, FL Orlando, FL Boca Raton, FL Atlanta, GA Springfield, IL Chicago, IL

Sales - Purchased																
Sales - Rentals Billed																
Sales - Rentals Unbilled																
Returns - Purchased																
Returns - Rentals																
Hardship																
Contractual Adjustments																
Other Sales Adjustments																
Aviation Rental																
Sales - Agreement Fees - USA																
Sales - Agreement Fees - Inc																
Wholesale Sales - USA																
Wholesale Sales - INC																
Wholesale Sales Invty Markup-US/																
Wholesale Sales Invty Markup-INC																
Sales Contractual Adjustment-USA																
Sales Contractual Adjustment-INC																
Sales Tax Applied																
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cost of Sales - Purchases																
Cost of Rentals																
Sales Agreement Fees																
Cost Of Service Sales																
Cost of Sales - Wholesale USA																
Cost of Sales - Wholesale INC																
Cost of Sales Contract Adj-USA																
Donated Inventory																
Inventory Variance																
Freight																
Cap Rental Accessories																
Warranty and Service Contract Exp																
Total Cost of Goods Sold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses																
Advertising - Direct Mail																
Advertising - Other																
Answering & Paging Services																
Administrative Fees																
Bank & Credit Card Fees																
Commissions & Fees																
Computer Support & Repairs																
Contract Labor																
Customer Refunds																
Customer Service																
Donations & Contributions																
Dues & Subscriptions																
PMC Dues																
Employee Benefits																
Equipment Lease																
Health & Dental																
Insurance - Autos																
Insurance - Property & Liability																
Licenses & Permits	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00
Maintenance-Aircraft																
Meals & Entertainment																
Mileage, Toll & Parking																
Miscellaneous																
Moving & Relocation																
Payroll Taxes																
Postage & Shipping																
Professional Fees																
PT Eval Fees																
Property Taxes																
Recruiting Fees																
Rent																
Royalty Fees Expense																
Repairs & Maintenance																
Repairs & Maintenance-Computers																
Contract Labor - Computers																
Salaries & Wages																
Sales Tax																
Security																

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	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA	Springfield, IL	Chicago, IL
Services Fee Expense																
Supplies - Computer																
Supplies - Office																
Supplies - Shop																
Telephone																
Training																
Travel																
Travel - Aviation																
Uniforms																
Utilities																
Vehicle Expense																
Vehicle Leases																
State Franchise Tax																
Other Operating Expenses																
Total Operating Expenses	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00
Operating Income	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)
Other Income																
Additional Discounts - GMAC																
Administrative Fees - USA																
Administrative Fees - Inc.																
Royalty Fees - USA																
Royalty Fees - Inc																
Services Fee - USA																
Services Fee - Inc																
Common Fund Interest Income - U																
Common Fund Interest Income - In																
Common Fund Interest Income - H																
Partnership Earnings-TSS LTD-Mg																
Interest Income - Intercompany																
Other Income (excludes 74501)																
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses																
Bad Debt Expense	(770.01)	(628.22)	(746.84)	(1,510.11)	(415.18)	(1,056.40)	(265.92)	(919.84)	(441.05)	(624.89)	(785.30)	(2,652.79)	(659.58)	(1,577.82)	(235.93)	(824.89)
Depreciation & Amortization																
Depreciation - Rental Assets																
Restructure																
CMS Claims Repayment																
Common Fund Interest	152,708.74	(58,960.62)	160,563.20	(453,684.81)	314,159.66	743,046.73	319,404.79	(154,772.34)	12,851.65	13,007.85	250,639.41	642,630.66	657,563.96	(202,312.84)	(158,687.40)	47,623.51
Interest Expense																
Interest Expense Intercompany																
ESOP																
ESOP Contribution Exp Non Cash																
ESOP - Cash Dividends																
Stock Compensation Non Cash																
Other Expenses																
Total Other Expenses	151,938.73	(59,588.84)	159,816.36	(455,194.92)	313,744.48	741,990.33	319,138.87	(155,692.18)	12,410.60	12,382.96	249,854.11	639,977.87	656,904.38	(203,890.66)	(158,923.33)	46,798.62
Total Other Income and Expenses	(151,938.73)	59,588.84	(159,816.36)	455,194.92	(313,744.48)	(741,990.33)	(319,138.87)	155,692.18	(12,410.60)	(12,382.96)	(249,854.11)	(639,977.87)	(656,904.38)	203,890.66	158,923.33	(46,798.62)
Overhead Allocation																
Net Income Before Taxes	(152,263.73)	59,263.84	(160,141.36)	454,869.92	(314,069.48)	(742,315.33)	(319,463.87)	155,367.18	(12,735.60)	(12,707.96)	(250,179.11)	(640,302.87)	(657,229.38)	203,565.66	158,598.33	(47,123.62)
Tax Expense																
Net Income	(152,263.73)	59,263.84	(160,141.36)	454,869.92	(314,069.48)	(742,315.33)	(319,463.87)	155,367.18	(12,735.60)	(12,707.96)	(250,179.11)	(640,302.87)	(657,229.38)	203,565.66	158,598.33	(47,123.62)

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	Indianapolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS	St. Louis, MO	Kansas City, KS	Lincoln, NE
Sales - Purchased																
Sales - Rentals Billed																
Sales - Rentals Unbilled																
Returns - Purchased																
Returns - Rentals																
Hardship																
Contractual Adjustments																
Other Sales Adjustments																
Aviation Rental																
Sales - Agreement Fees - USA																
Sales - Agreement Fees - Inc																
Wholesale Sales - USA																
Wholesale Sales - INC																
Wholesale Sales Invty Markup-US/																
Wholesale Sales Invty Markup-INC																
Sales Contractual Adjustment-USA																
Sales Contractual Adjustment-INC																
Sales Tax Applied																
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cost of Sales - Purchases																
Cost of Rentals																
Sales Agreement Fees																
Cost Of Service Sales																
Cost of Sales - Wholesale USA																
Cost of Sales - Wholesale INC																
Cost of Sales Contract Adj-USA																
Donated Inventory																
Inventory Variance																
Freight																
Cap Rental Accessories																
Warranty and Service Contract Exp																
Total Cost of Goods Sold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses																
Advertising - Direct Mail																
Advertising - Other																
Answering & Paging Services																
Administrative Fees																
Bank & Credit Card Fees																
Commissions & Fees																
Computer Support & Repairs																
Contract Labor																
Customer Refunds																
Customer Service																
Donations & Contributions																
Dues & Subscriptions																
PMC Dues																
Employee Benefits																
Equipment Lease																
Health & Dental																
Insurance - Autos																
Insurance - Property & Liability																
Licenses & Permits	325.00	325.00		325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	650.00	325.00
Maintenance-Aircraft																
Meals & Entertainment																
Mileage, Toll & Parking																
Miscellaneous																
Moving & Relocation																
Payroll Taxes																
Postage & Shipping																
Professional Fees																
PT Eval Fees																
Property Taxes																
Recruiting Fees																
Rent																
Royalty Fees Expense																
Repairs & Maintenance																
Repairs & Maintenance-Computers																
Contract Labor - Computers																
Salaries & Wages																
Sales Tax																
Security																

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FIN:CONS

	Indianpolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS	St. Louis, MO	Kansas City, KS	Lincoln, NE
Services Fee Expense																
Supplies - Computer																
Supplies - Office																
Supplies - Shop																
Telephone																
Training																
Travel																
Travel - Aviation																
Uniforms																
Utilities																
Vehicle Expense																
Vehicle Leases																
State Franchise Tax																
Other Operating Expenses																
Total Operating Expenses	325.00	325.00	0.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	650.00	325.00
Operating Income	(325.00)	(325.00)	0.00	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(650.00)	(325.00)
Other Income																
Additional Discounts - GMAC																
Administrative Fees - USA																
Administrative Fees - Inc.																
Royalty Fees - USA																
Royalty Fees - Inc																
Services Fee - USA																
Services Fee - Inc																
Common Fund Interest Income - U																
Common Fund Interest Income - In																
Common Fund Interest Income - H																
Partnership Earnings-TSS LTD-Mg																
Interest Income - Intercompany																
Other Income (excludes 74501)																
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses																
Bad Debt Expense	(922.87)	(702.56)		(1,352.91)	(322.69)	(717.49)	(1,450.10)		(1,432.59)	(907.51)	(1,763.02)	(349.37)	(216.85)	(641.05)	(1,188.12)	
Depreciation & Amortization																
Depreciation - Rental Assets																
Restructure																
CMS Claims Repayment																
Common Fund Interest	(214,232.29)	(127,172.06)	(897.14)	(396,692.91)	226,858.66	34,080.46	(67,666.64)	76,532.90	(111,977.05)	(184,229.91)	5,064.87	3,767.00	35,579.02	(422,606.76)	(5,216.27)	(706.22)
Interest Expense																
Interest Expense Intercompany																
ESOP																
ESOP Contribution Exp Non Cash																
ESOP - Cash Dividends																
Stock Compensation Non Cash																
Other Expenses																
Total Other Expenses	(215,155.16)	(127,874.62)	(897.14)	(398,045.82)	226,535.97	33,362.97	(69,116.74)	76,532.90	(113,409.64)	(185,137.42)	3,301.85	3,417.63	35,362.17	(423,247.81)	(6,404.39)	(706.22)
Total Other Income and Expenses	215,155.16	127,874.62	897.14	398,045.82	(226,535.97)	(33,362.97)	69,116.74	(76,532.90)	113,409.64	185,137.42	(3,301.85)	(3,417.63)	(35,362.17)	423,247.81	6,404.39	706.22
Overhead Allocation																
Net Income Before Taxes	214,830.16	127,549.62	897.14	397,720.82	(226,860.97)	(33,687.97)	68,791.74	(76,857.90)	113,084.64	184,812.42	(3,626.85)	(3,742.63)	(35,687.17)	422,922.81	5,754.39	381.22
Tax Expense																
Net Income	214,830.16	127,549.62	897.14	397,720.82	(226,860.97)	(33,687.97)	68,791.74	(76,857.90)	113,084.64	184,812.42	(3,626.85)	(3,742.63)	(35,687.17)	422,922.81	5,754.39	381.22

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Las Vegas, NV Concord, NH Paterson, NJ Levittown, NY Schenectady, NY Rochester, NY Charlotte, NC Raleigh, NC Cleveland, OH Dayton, OH Oklahoma City, OK Tulsa, OK Portland, OR Philadelphia, PA Pittsburgh, PA Wilkes-Barre, PA

Sales - Purchased																
Sales - Rentals Billed																
Sales - Rentals Unbilled																
Returns - Purchased																
Returns - Rentals																
Hardship																
Contractual Adjustments																
Other Sales Adjustments																
Aviation Rental																
Sales - Agreement Fees - USA																
Sales - Agreement Fees - Inc																
Wholesale Sales - USA																
Wholesale Sales - INC																
Wholesale Sales Invty Markup-US/																
Wholesale Sales Invty Markup-INC																
Sales Contractual Adjustment-USA																
Sales Contractual Adjustment-INC																
Sales Tax Applied																
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cost of Sales - Purchases																
Cost of Rentals																
Sales Agreement Fees																
Cost Of Service Sales																
Cost of Sales - Wholesale USA																
Cost of Sales - Wholesale INC																
Cost of Sales Contract Adj-USA																
Donated Inventory																
Inventory Variance																
Freight																
Cap Rental Accessories																
Warranty and Service Contract Exp																
Total Cost of Goods Sold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses																
Advertising - Direct Mail																
Advertising - Other																
Answering & Paging Services																
Administrative Fees																
Bank & Credit Card Fees																
Commissions & Fees																
Computer Support & Repairs																
Contract Labor																
Customer Refunds																
Customer Service																
Donations & Contributions																
Dues & Subscriptions																
PMC Dues																
Employee Benefits																
Equipment Lease																
Health & Dental																
Insurance - Autos																
Insurance - Property & Liability																
Licenses & Permits	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00
Maintenance-Aircraft																
Meals & Entertainment																
Mileage, Toll & Parking																
Miscellaneous																
Moving & Relocation																
Payroll Taxes																
Postage & Shipping																
Professional Fees																
PT Eval Fees																
Property Taxes																
Recruiting Fees																
Rent																
Royalty Fees Expense																
Repairs & Maintenance																
Repairs & Maintenance-Computers																
Contract Labor - Computers																
Salaries & Wages																
Sales Tax																
Security																

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	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA
Services Fee Expense																
Supplies - Computer																
Supplies - Office																
Supplies - Shop																
Telephone																
Training																
Travel																
Travel - Aviation																
Uniforms																
Utilities																
Vehicle Expense																
Vehicle Leases																
State Franchise Tax																
Other Operating Expenses																
Total Operating Expenses	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00
Operating Income	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)
Other Income																
Additional Discounts - GMAC																
Administrative Fees - USA																
Administrative Fees - Inc.																
Royalty Fees - USA																
Royalty Fees - Inc																
Services Fee - USA																
Services Fee - Inc																
Common Fund Interest Income - U																
Common Fund Interest Income - In																
Common Fund Interest Income - H																
Partnership Earnings-TSS LTD-Mg																
Interest Income - Intercompany																
Other Income (excludes 74501)																
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Expenses																
Bad Debt Expense	(729.93)	(366.26)		(1,634.16)	(763.60)	(800.03)	(1,198.73)	(877.77)		(1,337.12)	(822.45)		(722.54)	(1,434.89)	(2,004.31)	(579.28)
Depreciation & Amortization																
Depreciation - Rental Assets																
Restructure																
CMS Claims Repayment																
Common Fund Interest	212,337.63	(111,831.17)	53,008.48	504,125.74	(17,012.95)	226,237.43	1,259.36	(224,495.43)	(32,540.18)	(99,303.33)	(227,527.21)	(93,251.45)	198,488.97	291,919.08	183,990.40	(27,278.18)
Interest Expense																
Interest Expense Intercompany																
ESOP																
ESOP Contribution Exp Non Cash																
ESOP - Cash Dividends																
Stock Compensation Non Cash																
Other Expenses																
Total Other Expenses	211,607.70	(112,197.43)	53,008.48	502,491.58	(17,776.55)	225,437.40	60.63	(225,373.20)	(32,540.18)	(100,640.45)	(228,349.66)	(93,251.45)	197,766.43	290,484.19	181,986.09	(27,857.46)
Total Other Income and Expenses	(211,607.70)	112,197.43	(53,008.48)	(502,491.58)	17,776.55	(225,437.40)	(60.63)	225,373.20	32,540.18	100,640.45	228,349.66	93,251.45	(197,766.43)	(290,484.19)	(181,986.09)	27,857.46
Overhead Allocation																
Net Income Before Taxes	(211,932.70)	111,872.43	(53,333.48)	(502,816.58)	17,451.55	(225,762.40)	(385.63)	225,048.20	32,215.18	100,315.45	228,024.66	92,926.45	(198,091.43)	(290,809.19)	(182,311.09)	27,532.46
Tax Expense																
Net Income	(211,932.70)	111,872.43	(53,333.48)	(502,816.58)	17,451.55	(225,762.40)	(385.63)	225,048.20	32,215.18	100,315.45	228,024.66	92,926.45	(198,091.43)	(290,809.19)	(182,311.09)	27,532.46

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	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only	USA, Inc. Consolidated Before Elim	USA, Inc. Eliminations	USA, Inc. Consolidated	TSS, Inc. Consolidated	TSS Holdings
Sales - Purchased															\$0.00	\$0.00
Sales - Rentals Billed															0.00	0.00
Sales - Rentals Unbilled															0.00	0.00
Returns - Purchased															0.00	0.00
Returns - Rentals															0.00	0.00
Hardship															0.00	0.00
Contractual Adjustments															0.00	0.00
Other Sales Adjustments															0.00	0.00
Aviation Rental															0.00	0.00
Sales - Agreement Fees - USA															0.00	0.00
Sales - Agreement Fees - Inc															0.00	0.00
Wholesale Sales - USA															0.00	0.00
Wholesale Sales - INC															0.00	0.00
Wholesale Sales Invty Markup-US/															0.00	0.00
Wholesale Sales Invty Markup-INC															0.00	0.00
Sales Contractual Adjustment-USA															0.00	0.00
Sales Contractual Adjustment-INC															0.00	0.00
Sales Tax Applied															0.00	0.00
Net Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cost of Sales - Purchases															0.00	0.00
Cost of Rentals															0.00	0.00
Sales Agreement Fees															0.00	0.00
Cost Of Service Sales															0.00	0.00
Cost of Sales - Wholesale USA															0.00	0.00
Cost of Sales - Wholesale INC															0.00	0.00
Cost of Sales Contract Adj-USA															0.00	0.00
Donated Inventory															0.00	0.00
Inventory Variance															0.00	0.00
Freight															0.00	0.00
Cap Rental Accessories															0.00	0.00
Warranty and Service Contract Exp															0.00	0.00
Total Cost of Goods Sold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross Profit on Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Operating Expenses																
Advertising - Direct Mail															0.00	0.00
Advertising - Other															0.00	0.00
Answering & Paging Services															0.00	0.00
Administrative Fees															0.00	0.00
Bank & Credit Card Fees															0.00	7,436.92
Commissions & Fees															0.00	0.00
Computer Support & Repairs															0.00	0.00
Contract Labor															0.00	31,175.00
Customer Refunds															0.00	0.00
Customer Service															0.00	0.00
Donations & Contributions															0.00	0.00
Dues & Subscriptions															0.00	0.00
PMC Dues															0.00	0.00
Employee Benefits															0.00	0.00
Equipment Lease															0.00	0.00
Health & Dental															0.00	(6,440.83)
Insurance - Autos															0.00	0.00
Insurance - Property & Liability															0.00	(852.00)
Licenses & Permits	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	19,175.00		19,175.00	8,450.00	325.00
Maintenance-Aircraft															0.00	0.00
Meals & Entertainment															0.00	0.00
Mileage, Toll & Parking															0.00	0.00
Miscellaneous															0.00	0.00
Moving & Relocation															0.00	0.00
Payroll Taxes															0.00	0.00
Postage & Shipping															0.00	785.65
Professional Fees															0.00	177,395.59
PT Eval Fees															0.00	0.00
Property Taxes															0.00	0.00
Recruiting Fees															0.00	0.00
Rent															0.00	5,218.59
Royalty Fees Expense															0.00	0.00
Repairs & Maintenance															0.00	0.00
Repairs & Maintenance-Computers															0.00	0.00
Contract Labor - Computers															0.00	0.00
Salaries & Wages															0.00	0.00
Sales Tax															0.00	0.00
Security															0.00	0.00

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	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only	USA, Inc. Consolidated Before Elim	USA, Inc. Eliminations	USA, Inc. Consolidated	TSS, Inc. Consolidated	TSS Holdings
Services Fee Expense														0.00	0.00	
Supplies - Computer														0.00	0.00	
Supplies - Office														0.00	0.00	
Supplies - Shop														0.00	0.00	
Telephone														0.00	0.00	
Training														0.00	0.00	
Travel														0.00	0.00	
Travel - Aviation														0.00	0.00	
Uniforms														0.00	0.00	
Utilities			(1,294.00)									(1,294.00)		(1,294.00)	(26.07)	
Vehicle Expense														0.00	0.00	
Vehicle Leases														0.00	0.00	
State Franchise Tax														0.00	3,636.13	
Other Operating Expenses														0.00	(25.00)	
Total Operating Expenses	325.00	325.00	(969.00)	325.00	325.00	325.00	325.00	325.00	325.00	325.00	325.00	17,881.00	0.00	17,881.00	226,753.98	325.00
Operating Income	(325.00)	(325.00)	969.00	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(325.00)	(17,881.00)	0.00	(17,881.00)	(226,753.98)	(325.00)
Other Income																
Additional Discounts - GMAC														0.00	0.00	
Administrative Fees - USA														0.00	0.00	
Administrative Fees - Inc.														0.00	0.00	
Royalty Fees - USA														0.00	0.00	
Royalty Fees - Inc														0.00	0.00	
Services Fee - USA														0.00	0.00	
Services Fee - Inc														0.00	0.00	
Common Fund Interest Income - U														0.00	1,812,709.67	
Common Fund Interest Income - In														0.00	0.00	
Common Fund Interest Income - H														0.00	157,690.38	
Partnership Earnings-TSS LTD-Mg														0.00	0.00	
Interest Income - Intercompany														0.00	0.00	
Other Income (excludes 74501)														0.00	370.84	
Total Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,970,770.89	0.00
Other Expenses																
Bad Debt Expense		(1,365.83)	(1,757.66)	(733.85)	(409.02)	(790.19)	(785.03)	(665.10)		(805.18)		(46,664.83)		(46,664.83)	(5,903.10)	
Depreciation & Amortization														0.00	0.00	
Depreciation - Rental Assets														0.00	0.00	
Restructure														0.00	0.00	
CMS Claims Repayment														0.00	0.00	
Common Fund Interest	28,095.14	217,505.71	(83,154.55)	(44,467.64)	117,445.23	(291,048.51)	171,748.67	(244,087.02)	(10,344.80)	(95,014.73)	71,637.17	1,812,709.67		1,812,709.67	0.00	157,690.38
Interest Expense														0.00	731,190.64	
Interest Expense Intercompany														0.00	0.00	
ESOP														0.00	0.00	
ESOP Contribution Exp Non Cash														0.00	0.00	
ESOP - Cash Dividends														0.00	0.00	
Stock Compensation Non Cash														0.00	0.00	
Other Expenses														0.00	0.00	
Total Other Expenses	28,095.14	216,139.88	(84,912.21)	(45,201.49)	117,036.21	(291,838.70)	170,963.64	(244,752.12)	(10,344.80)	(95,819.91)	71,637.17	1,766,044.84	0.00	1,766,044.84	725,287.54	157,690.38
Total Other Income and Expenses	(28,095.14)	(216,139.88)	84,912.21	45,201.49	(117,036.21)	291,838.70	(170,963.64)	244,752.12	10,344.80	95,819.91	(71,637.17)	(1,766,044.84)	0.00	(1,766,044.84)	1,245,483.35	(157,690.38)
Overhead Allocation														0.00	0.00	
Net Income Before Taxes	(28,420.14)	(216,464.88)	85,881.21	44,876.49	(117,361.21)	291,513.70	(171,288.64)	244,427.12	10,019.80	95,494.91	(71,962.17)	(1,783,925.84)	0.00	(1,783,925.84)	1,018,729.37	(158,015.38)
Tax Expense														0.00	0.00	
Net Income	(28,420.14)	(216,464.88)	85,881.21	44,876.49	(117,361.21)	291,513.70	(171,288.64)	244,427.12	10,019.80	95,494.91	(71,962.17)	(1,783,925.84)	0.00	(1,783,925.84)	1,018,729.37	(158,015.38)

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	Eliminations	TSSH
	INC. USA	Consolidated
	& Holdings	
Sales - Purchased	\$0.00	\$0.00
Sales - Rentals Billed	0.00	0.00
Sales - Rentals Unbilled	0.00	0.00
Returns - Purchased	0.00	0.00
Returns - Rentals	0.00	0.00
Hardship	0.00	0.00
Contractual Adjustments	0.00	0.00
Other Sales Adjustments	0.00	0.00
Aviation Rental	0.00	0.00
Sales - Agreement Fees - USA	0.00	0.00
Sales - Agreement Fees - Inc	0.00	0.00
Wholesale Sales - USA	0.00	0.00
Wholesale Sales - INC	0.00	0.00
Wholesale Sales Invty Markup-US/	0.00	0.00
Wholesale Sales Invty Markup-INC	0.00	0.00
Sales Contractual Adjustment-USA	0.00	0.00
Sales Contractual Adjustment-INC	0.00	0.00
Sales Tax Applied	0.00	0.00
Net Sales	0.00	0.00
Cost of Sales - Purchases	0.00	0.00
Cost of Rentals	0.00	0.00
Sales Agreement Fees	0.00	0.00
Cost Of Service Sales	0.00	0.00
Cost of Sales - Wholesale USA	0.00	0.00
Cost of Sales - Wholesale INC	0.00	0.00
Cost of Sales Contract Adj-USA	0.00	0.00
Donated Inventory	0.00	0.00
Inventory Variance	0.00	0.00
Freight	0.00	0.00
Cap Rental Accessories	0.00	0.00
Warranty and Service Contract Exp	0.00	0.00
Total Cost of Goods Sold	0.00	0.00
Gross Profit on Sales	0.00	0.00
Operating Expenses		
Advertising - Direct Mail	0.00	0.00
Advertising - Other	0.00	0.00
Answering & Paging Services	0.00	0.00
Administrative Fees	0.00	0.00
Bank & Credit Card Fees	0.00	7,436.92
Commissions & Fees	0.00	0.00
Computer Support & Repairs	0.00	0.00
Contract Labor	0.00	31,175.00
Customer Refunds	0.00	0.00
Customer Service	0.00	0.00
Donations & Contributions	0.00	0.00
Dues & Subscriptions	0.00	0.00
PMC Dues	0.00	0.00
Employee Benefits	0.00	0.00
Equipment Lease	0.00	0.00
Health & Dental	0.00	(6,440.83)
Insurance - Autos	0.00	0.00
Insurance - Property & Liability	0.00	(852.00)
Licenses & Permits	0.00	27,950.00
Maintenance-Aircraft	0.00	0.00
Meals & Entertainment	0.00	0.00
Mileage, Toll & Parking	0.00	0.00
Miscellaneous	0.00	0.00
Moving & Relocation	0.00	0.00
Payroll Taxes	0.00	0.00
Postage & Shipping	0.00	785.65
Professional Fees	0.00	177,395.58
PT Eval Fees	0.00	0.00
Property Taxes	0.00	0.00
Recruiting Fees	0.00	0.00
Rent	0.00	5,218.59
Royalty Fees Expense	0.00	0.00
Repairs & Maintenance	0.00	0.00
Repairs & Maintenance-Computers	0.00	0.00
Contract Labor - Computers	0.00	0.00
Salaries & Wages	0.00	0.00
Sales Tax	0.00	0.00
Security	0.00	0.00

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	Eliminations	TSSH
	INC. USA	Consolidated
	& Holdings	
Services Fee Expense	0.00	0.00
Supplies - Computer	0.00	0.00
Supplies - Office	0.00	0.00
Supplies - Shop	0.00	0.00
Telephone	0.00	0.00
Training	0.00	0.00
Travel	0.00	0.00
Travel - Aviation	0.00	0.00
Uniforms	0.00	0.00
Utilities	0.00	(1,320.07)
Vehicle Expense	0.00	0.00
Vehicle Leases	0.00	0.00
State Franchise Tax	0.00	3,636.13
Other Operating Expenses	0.00	(25.00)
	-----	-----
Total Operating Expenses	0.00	244,959.98
	-----	-----
Operating Income	0.00	(244,959.98)
Other Income		
Additional Discounts - GMAC	0.00	0.00
Administrative Fees - USA	0.00	0.00
Administrative Fees - Inc.	0.00	0.00
Royalty Fees - USA	0.00	0.00
Royalty Fees - Inc	0.00	0.00
Services Fee - USA	0.00	0.00
Services Fee - Inc	0.00	0.00
Common Fund Interest Income - U	1,812,709.67	0.00
Common Fund Interest Income - In	0.00	0.00
Common Fund Interest Income - H	157,690.38	0.00
Partnership Earnings-TSS LTD-Mg	0.00	0.00
Interest Income - Intercompany	0.00	0.00
Other Income (excludes 74501)	0.00	370.84
	-----	-----
Total Other Income	1,970,400.05	370.84
Other Expenses		
Bad Debt Expense	0.00	(52,567.93)
Depreciation & Amortization	0.00	0.00
Depreciation - Rental Assets	0.00	0.00
Restructure	0.00	0.00
CMS Claims Repayment	0.00	0.00
Common Fund Interest	1,970,400.05	0.00
Interest Expense	0.00	731,190.64
Interest Expense Intercompany	0.00	0.00
ESOP	0.00	0.00
ESOP Contribution Exp Non Cash	0.00	0.00
ESOP - Cash Dividends	0.00	0.00
Stock Compensation Non Cash	0.00	0.00
Other Expenses	0.00	0.00
	-----	-----
Total Other Expenses	1,970,400.05	678,622.71
	-----	-----
Total Other Income and Expenses	0.00	(678,251.87)
Overhead Allocation	0.00	0.00
	-----	-----
Net Income Before Taxes	0.00	(923,211.85)
Tax Expense	0.00	0.00
Net Income	0.00	(923,211.85)
	=====	=====

ATTACHMENT B

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2.16TSSH

The SCOOTER Store, Inc.
Consolidated Balance Sheet TSSH
For the Six Months Ending June 30, 2014

	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total before Elim	LTD CORP before Elim	TSS MGMT	TSS INVEST	AVIATION	FIN'L SVCS	SS DEVELOPMEN	TSS Incl ONLY	TSS Inc Consolidated Before Elim	Eliminations
Assets															
Current Assets															
Cash & Cash Equivalent															
Operating-Corporate							\$1,270,034.96							\$1,270,034.96	\$0.00
Wells Fargo-TSS Mgmt. Co. Inc.								16,335.73						16,335.73	0.00
Bank of America-TSS Aviation										4,511.25				4,511.25	0.00
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	1,270,034.96	16,335.73	0.00	4,511.25	0.00	0.00	0.00	1,290,881.94	0.00
Accounts Receivable															
Accounts Receivable-Trade		475,770.84	1,044,366.73	155,100.21	686,231.97	2,361,469.75	(4,395,306.25)							(2,033,836.50)	0.00
Allowance for Doubtful Accounts		(376,467.55)	(826,385.65)	(122,727.56)	(543,001.05)	(1,868,581.81)								(1,868,581.81)	0.00
Shareholder Advance- DH														0.00	0.00
Shareholder Advance- OH														0.00	0.00
Intercompany Receivable							14,188,239.44							14,188,239.44	130,855.44
Other							1,442,065.68	(2,934.35)	(50,581.81)	(1,687.20)	11,257.97	(1,300.00)	785,953.80	2,182,774.09	6,133.85
Due To/From			3,746,838.71			75,112,207.73								75,112,207.73	8,501,185.44
Total Accounts Receivable	0.00	99,303.29	217,981.08	3,779,211.36	143,230.92	492,887.94	86,347,206.60	(2,934.35)	(50,581.81)	(1,687.20)	11,257.97	(1,300.00)	785,953.80	87,580,802.95	8,638,174.73
Inventory															
Prepaid & Other															
Total Current Assets	0.00	99,303.29	217,981.08	3,779,211.36	143,230.92	492,887.94	87,617,241.56	13,401.38	(50,581.81)	2,824.05	11,257.97	(1,300.00)	785,953.80	88,871,684.89	8,638,174.73
Property, Plant, and Equipment															
Computer Software & Hardware							191,656.06							191,656.06	0.00
Accumulated Depreciation Other							(191,656.06)							(191,656.06)	0.00
Other Assets															
Miscellaneous Deposits							502.85							502.85	0.00
Investment in TSS - Investments													(43,259,503.61)	(43,259,503.61)	(43,259,503.61)
Investment in TSS - Mgmt													(381,595.91)	(381,595.91)	(381,595.91)
Investment In TSS Mgmt Inc									5,601.18				5,601.18	5,601.18	5,601.18
Investment in TSS - Invest Inc													554,497.35	554,497.35	554,497.35
Investment in TSS Mgmt USA													36,848.70	36,848.70	0.00
Investment in TSS Invest USA													3,648,066.82	3,648,066.82	0.00
Investment in TSS - Aviation													(133,505.23)	(133,505.23)	(133,505.23)
Investment in TSS Financial Services													11,907.97	11,907.97	11,907.97
Investment of TSSH in INC													0.00	0.00	0.00
Investment of TSSH in USA													0.00	0.00	0.00
Investment in LLC													0.00	0.00	0.00
Investment in LTD								(393,058.95)	(43,250,296.81)				(43,643,355.76)	(43,643,355.76)	
Investment TSS LTD Mgmt								5,601.18					5,601.18	5,601.18	5,601.18
Investment in LTD-Invest Inc									554,497.35				554,497.35	554,497.35	554,497.35
Investment in TSS LTD-Mgmt USA								36,848.70					36,848.70	0.00	0.00
Investment in LTD-Invest USA									3,648,066.82				3,648,066.82	0.00	0.00
Investment in TSS LTD-Mgmt													(79,463.49)	(79,463.49)	(79,463.49)
Restricted Cash - Holding							(2,512,268.66)							(2,512,268.66)	0.00
Deferred Tax Asset - Non-Current														0.00	0.00
Valuation Allowance - Non-Current														0.00	0.00
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	(2,511,765.81)	(350,609.07)	(39,047,732.64)	0.00	0.00	0.00	(39,597,146.22)	(81,507,253.74)	(86,365,318.97)
Total Assets	0.00	99,303.29	217,981.08	3,779,211.36	143,230.92	492,887.94	85,105,475.75	(337,207.69)	(39,098,314.45)	2,824.05	11,257.97	(1,300.00)	(38,811,192.42)	7,364,431.15	(77,727,144.24)

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2.16TSSH

The SCOOTER Store, Inc.
Consolidated Balance Sheet TSSH
For the Six Months Ending June 30, 2014

	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total before Elim	LTD CORP before Elim	TSS MGMT	TSS INVEST	AVIATION	FIN'L SVCS	SS DEVELOPMEN	TSS Incl ONLY	TSS Inc Consolidated Before Elim	Eliminations
Liabilities and Equity															
Current Liabilities															
Accounts Payable															
A/P Trade							\$70,229.42							\$70,229.42	\$0.00
Accrued A/P							224,000.00							224,000.00	0.00
Intercompany Payable Due To/From	154,075.97	3,946,904.65	5,777,812.38		2,284,364.26	8,416,318.55		1,175.00		130,855.44			83,691.89	130,855.44	130,855.44
Total Accounts Payable	154,075.97	3,946,904.65	5,777,812.38	0.00	2,284,364.26	8,416,318.55	294,229.42	1,175.00	0.00	130,855.44	0.00	83,691.89	0.00	8,926,270.30	8,632,040.88
Taxes Payable															
Property Taxes					41,680.40	41,680.40	9,068.22							50,748.62	0.00
Sales Tax and Other Fees Payable	813.00	1,758.00	636.00	322.15	942.00	4,471.15								4,471.15	0.00
Total Taxes Payable	813.00	1,758.00	636.00	322.15	42,622.40	46,151.55	9,068.22	0.00	0.00	0.00	0.00	0.00	0.00	55,219.77	0.00
Interest Payable															
										6,133.85				6,133.85	6,133.85
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,133.85	0.00	0.00	0.00	6,133.85	6,133.85
Other Current Liabilities															
Deferred Tax Liability - Current														0.00	0.00
Valuation Allowance - Current														0.00	0.00
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	154,888.97	3,948,662.65	5,778,448.38	322.15	2,326,986.66	8,462,470.10	303,297.64	1,175.00	0.00	136,989.29	0.00	83,691.89	0.00	8,987,623.92	8,638,174.73
Long-Term Debt And Other Liab.															
N/P - Sun Capital							43,005,407.39							43,005,407.39	0.00
N/P - CMS							18,332,832.53							18,332,832.53	0.00
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	61,338,239.92	0.00	0.00	0.00	0.00	0.00	0.00	61,338,239.92	0.00
Liabilities Subject to Compromise															
Total Liabilities	154,888.97	3,948,662.65	5,778,448.38	322.15	2,341,548.06	8,477,031.50	111,508,317.44	2,588.00	(40,725.00)	136,989.29	0.00	83,691.89	0.00	120,167,893.12	8,638,174.73
Stockholder's Equity															
Common Stock, 1000 Shares, No Par															
Common Stock, Mgmt								100.00					100,687.50	100,687.50	0.00
Common Stock, Investments									100.00				100.00	100.00	0.00
Common Stock, Holdings													0.00	0.00	0.00
Additional Paid-in-Capital Common							3,250,000.00						16,253,642.02	19,503,642.02	0.00
Addition Paid-in-Capital-Investment									(53,507,835.43)					(53,507,835.43)	(53,507,835.43)
Addition Paid-in-Capital-Mgmt								(486,239.27)						(486,239.27)	(486,239.27)
Addition Paid-in-Capital TSS Financial Services											25,000.00			25,000.00	25,000.00
Addition Paid-in-Capital Stock Options													1,359,169.22	1,359,169.22	0.00
Addition Paid-in-Capital - TSS Development												75,000.00		75,000.00	75,000.00
Addition Paid-in-Capital - Mgmt Inc								5,601.18						5,601.18	5,601.18
Addition Paid-in-Capital - Invest Inc									554,497.35					554,497.35	554,497.35
Addition Paid-in-Capital - CS Holdings														0.00	0.00
Addition Paid-in-Capital - Mgmt USA								36,848.70						36,848.70	0.00
Addition Paid-in-Capital - Invest USA									3,648,066.82					3,648,066.82	0.00
Partnership Capital - Mgmt	(1,452.71)	(36,280.64)	(52,373.63)	35,595.62	(20,721.36)	(75,232.72)	(317,826.23)							(393,058.95)	(393,058.95)
Partners Capital - Mgmt Inc							5,601.18							5,601.18	5,601.18
Partners Capital - Invest Inc							554,497.35							554,497.35	554,497.35
Partners Capital - Mgmt USA							36,848.70							36,848.70	0.00
Partners Capital - Invest USA							3,648,066.82							3,648,066.82	0.00
Partnership Capital - Investment	(143,819.41)	(3,591,787.46)	(5,184,987.84)	3,523,967.04	(2,051,414.96)	(7,448,042.63)	(35,802,254.16)							(43,250,296.79)	(43,250,296.79)
Equity - LLC														0.00	0.00
Member Equity - Aviation										(133,505.23)				(133,505.23)	(133,505.23)
Treasury Stock													(278,882.50)	(278,882.50)	0.00
Retained Earnings													(56,245,160.72)	(56,245,160.72)	0.00
Retained Earnings Inv&Mgmt								104,543.64	10,248,231.82		(13,092.03)	(154,463.49)		10,185,219.94	10,185,219.94

	Austin	Dallas	Houston	Lubbock	San Antonio	LTD TX Total before Elim	LTD CORP before Elim	TSS MGMT	TSS INVEST	AVIATION	FINL SVCS	SS DEVELOPMEN	TSS Incl ONLY	TSS Inc Consolidated Before Elim	Eliminations
Net Profit/(Loss)	(9,616.75)	(221,291.30)	(323,105.87)	219,327.51	(126,180.64)	(460,867.05)	2,222,222.77	(650.00)	(650.00)	(650.00)	(650.00)	(5,528.40)	(650.00)	1,752,577.32	0.00
Total Stockholder's Equity	(154,888.87)	(3,849,359.40)	(5,560,467.34)	3,778,890.17	(2,198,316.96)	(7,984,142.40)	(26,402,843.57)	(339,795.75)	(39,057,589.44)	(134,155.23)	11,257.97	(84,991.89)	(38,811,194.48)	(112,803,454.79)	(86,365,318.67)
Total Liabilities and Equity	0.10	99,303.25	217,981.04	3,779,212.32	143,231.10	492,889.10	85,105,473.87	(337,207.75)	(39,098,314.44)	2,834.06	11,257.97	(1,300.00)	(38,811,194.48)	7,364,438.33	(77,727,143.94)
	(0.10)	0.04	0.04	(0.96)	(0.18)	(1.16)	1.88	0.06	(0.01)	(10.01)	0.00	(0.00)	2.06	(7.18)	(0.30)

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TSS Inc	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA	
Consolidated															
Assets															
Current Assets															
Cash & Cash Equivalent															
Operating-Corporate	\$1,270,034.96														
Wells Fargo-TSS Mgmt. Co. Inc.	16,335.73														
Bank of America-TSS Aviation	4,511.25														
Total Cash & Cash Equivalent	1,290,881.94	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Accounts Receivable															
Accounts Receivable-Trade	(2,033,836.50)	308,028.86	251,311.99	298,764.94	604,102.09	166,084.74	422,598.86	106,375.66	367,970.16	176,440.74	249,979.42	314,151.26	1,061,215.43	263,855.13	631,189.53
Allowance for Doubtful Accounts	(1,868,581.81)	(243,736.88)	(198,857.93)	(236,232.46)	(478,013.40)	(131,724.09)	(331,662.85)	(84,526.88)	(287,930.33)	(139,613.88)	(197,803.51)	(248,581.35)	(839,717.67)	(208,783.08)	(499,447.13)
Shareholder Advance- DH	0.00														
Shareholder Advance- OH	0.00														
Intercompany Receivable	14,057,384.00														
Other	2,176,640.24														
Due To/From	66,611,022.29	1,993,000.67		15,336,103.05				5,231,782.48							6,838,823.03
Total Accounts Receivable	78,942,628.22	64,291.98	2,045,454.73	62,532.48	15,462,191.74	34,360.65	90,936.01	21,848.78	5,311,822.31	36,826.86	52,175.91	65,569.91	221,497.76	55,072.05	6,970,565.43
Inventory															
Prepaid & Other															
Total Current Assets	80,233,510.16	64,291.98	2,045,454.73	62,532.48	15,462,191.74	34,360.65	90,936.01	21,848.78	5,311,822.31	36,826.86	52,175.91	65,569.91	221,497.76	55,072.05	6,970,565.43
Property, Plant, and Equipment															
Computer Software & Hardware	191,656.06														
Accumulated Depreciation Other	(191,656.06)														
Other Assets															
Miscellaneous Deposits	502.85														
Investment in TSS - Investments	0.00														
Investment in TSS - Mgmt	0.00														
Investment In TSS Mgmt Inc	0.00														
Investment in TSS - Invest Inc	0.00														
Investment in TSS Mgmt USA	36,848.70														
Investment in TSS Invest USA	3,648,066.82														
Investment in TSS - Aviation	0.00														
Investment in TSS Financial Serv	0.00														
Investment of TSSH in INC	0.00														
Investment of TSSH in USA	0.00														
Investment in LLC	0.00														
Investment in LTD	0.00														
Investment TSS LTD Mgmt	0.00														
Investment in LTD-Invest Inc	0.00														
Investment in TSS LTD-Mgmt USA	36,848.70														
Investment in LTD-Invest USA	3,648,066.82														
Investment in TSS LTD-Mgmt	0.00														
Restricted Cash - Holding	(2,512,268.66)														
Deferred Tax Asset - Non-Current	0.00														
Valuation Allowance - Non-Current	0.00														
Total Other Assets	4,858,065.23	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	85,091,575.39	64,291.98	2,045,454.73	62,532.48	15,462,191.74	34,360.65	90,936.01	21,848.78	5,311,822.31	36,826.86	52,175.91	65,569.91	221,497.76	55,072.05	6,970,565.43

	TSS Inc	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA
	Consolidated														
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	TSS Inc	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA
	Consolidated														
Liabilities and Equity															
Current Liabilities															
Accounts Payable															
A/P Trade	\$70,229.42														
Accrued A/P	224,000.00														
Intercompany Payable	0.00														
Due To/From	0.00	5,162,187.97		5,427,697.00		10,619,811.90	25,117,742.87	10,797,115.99		434,513.54	439,793.52	8,472,598.04	21,723,317.18	22,228,116.75	
Total Accounts Payable	294,229.42	5,162,187.97	0.00	5,427,697.00	0.00	10,619,811.90	25,117,742.87	10,797,115.99	0.00	434,513.54	439,793.52	8,472,598.04	21,723,317.18	22,228,116.75	0.00
Taxes Payable															
Property Taxes	50,748.62	232.98	95.88	249.44	6,922.43		194.67	271.53	241.70	11,660.00	112.53		4,285.78		8,843.06
Sales Tax and Other Fees Payable	4,471.15														
Total Taxes Payable	55,219.77	232.98	95.88	249.44	6,922.43	0.00	194.67	271.53	241.70	11,660.00	112.53	0.00	4,285.78	0.00	8,843.06
Interest Payable															
Interest Payable	0.00														
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities															
Deferred Tax Liability - Current	0.00														
Valuation Allowance - Current	0.00														
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	349,449.19	5,162,420.95	95.88	5,427,946.44	6,922.43	10,619,811.90	25,117,937.54	10,797,387.52	241.70	446,173.54	439,906.05	8,472,598.04	21,727,602.96	22,228,116.75	8,843.06
Long-Term Debt And Other Liab.															
NP - Sun Capital	43,005,407.39														
NP - CMS	18,332,832.53														
Total Long-Term Debt / Other	61,338,239.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise															
Liabilities Subject to Compromise	49,842,029.28	1,125.17	579.16	4,008.84	13,463.72	(96.50)	282.12	431.61	2.22	13,293.73	718.86	8,674.00	10,043.48		3,811.95
Total Liabilities	111,529,718.39	5,163,546.12	675.04	5,431,955.28	20,386.15	10,619,715.40	25,118,219.66	10,797,819.13	243.92	459,467.27	440,624.91	8,481,272.04	21,737,646.44	22,228,116.75	12,655.01
Stockholder's Equity															
Common Stock, 1000 Shares, No P	100,687.50														
Common Stock, Mgmt	0.00														
Common Stock, Investments	0.00														
Common Stock, Holdings	0.00														
Additional Paid-in-Capital Common	19,503,642.02														
Addition Paid-in-Capital-Investmen	0.00														
Addition Paid-in-Capital-Mgmt	0.00														
Addition Paid-in-Capital TSS Finan	0.00														
Addition Paid-in-Capital Stock Opti	1,359,169.22														
Addition Paid-in-Capital - TSS Dev	0.00														
Addition Paid-in-Capital - Mgmt Inc	0.00														
Addition Paid-in-Capital - Invest Inc	0.00														
Addition Paid-in-Capital - CS Holdir	0.00														
Addition Paid-in-Capital - Mgmt US	36,848.70														
Addition Paid-in-Capital - Invest US	3,648,066.82														
Partnership Capital - Mgmt	0.00														
Partners Capital - Mgmt Inc	0.00														
Partners Capital - Invest Inc	0.00														
Partners Capital - Mgmt USA	36,848.70														
Partners Capital - Invest USA	3,648,066.82														
Partnership Capital - Investment	0.00														
Equity - LLC	0.00	(4,800,786.66)	1,926,533.23	(5,055,366.48)	14,541,849.77	(9,967,050.53)	(23,566,987.20)	(10,147,431.84)	5,003,456.55	(398,255.78)	(364,551.39)	(7,924,665.11)	(20,258,741.20)	(20,878,436.52)	6,552,936.32
Member Equity - Aviation	0.00														
Treasury Stock	(278,882.50)														
Retained Earnings	(56,245,160.72)														
Retained Earnings Inv&Mgmt	0.00														

	TSS Inc Consolidated	Mobile, AL	Birmingham, AL	Phoenix, AZ	Little Rock, AR	San Francisco, CA	Los Angeles, CA	San Diego, CA	Sacramento, CA	Denver, CO	Hartford, CT	Jacksonville, FL	Orlando, FL	Boca Raton, FL	Atlanta, GA
Net Profit/(Loss)	1,752,577.32	(298,466.98)	118,247.99	(314,055.30)	899,955.77	(618,306.20)	(1,460,295.98)	(628,538.50)	308,122.80	(24,385.63)	(23,898.63)	(491,034.69)	(1,257,409.47)	(1,294,612.48)	404,975.10
Total Stockholder's Equity	(26,438,136.12)	(5,099,253.64)	2,044,781.22	(5,369,421.78)	15,441,805.54	(10,585,356.73)	(25,027,283.18)	(10,775,970.34)	5,311,579.35	(422,641.41)	(388,450.02)	(8,415,699.80)	(21,516,150.67)	(22,173,049.00)	6,957,911.42
Total Liabilities and Equity	85,091,582.27	64,292.48	2,045,456.26	62,533.50	15,462,191.69	34,358.67	90,936.48	21,848.79	5,311,823.27	36,825.86	52,174.89	65,572.24	221,495.77	55,067.75	6,970,566.43
	(6.88)	(0.50)	(1.53)	(1.02)	0.05	1.98	(0.47)	(0.01)	(0.96)	1.00	1.02	(2.33)	1.99	4.30	(1.00)

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	Springfield, IL	Chicago, IL	Indianapolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS	
Assets																
Current Assets																
Cash & Cash Equivalent																
Operating-Corporate																
Wells Fargo-TSS Mgmt. Co. Inc.																
Bank of America-TSS Aviation																
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accounts Receivable																
Accounts Receivable-Trade	94,380.81	329,989.62	369,181.11	281,054.54		541,218.58	129,088.37	287,025.16	580,096.62		573,091.29	363,037.85	705,277.21	139,760.98	86,748.49	
Allowance for Doubtful Accounts	(74,681.56)	(261,113.91)	(292,125.32)	(222,392.62)		(428,255.00)	(102,144.93)	(227,117.04)	(459,018.38)		(453,475.21)	(287,264.28)	(557,480.82)	(110,589.95)	(68,642.27)	
Shareholder Advance- DH																
Shareholder Advance- OH																
Intercompany Receivable																
Other																
Due To/From	5,364,125.70		7,241,743.60	4,298,793.54	30,326.53	13,409,571.02			2,287,295.51		3,785,147.36	6,227,554.62				
Total Accounts Receivable	5,383,824.95	68,875.71	7,318,799.39	4,357,455.46	30,326.53	13,522,534.60	26,943.44	59,908.12	2,408,373.75	0.00	3,904,763.44	6,303,328.19	147,796.39	29,171.03	18,106.22	
Inventory																
Prepaid & Other																
Total Current Assets	5,383,824.95	68,875.71	7,318,799.39	4,357,455.46	30,326.53	13,522,534.60	26,943.44	59,908.12	2,408,373.75	0.00	3,904,763.44	6,303,328.19	147,796.39	29,171.03	18,106.22	
Property, Plant, and Equipment																
Computer Software & Hardware																
Accumulated Depreciation Other																
Other Assets																
Miscellaneous Deposits																
Investment in TSS - Investments																
Investment in TSS - Mgmt																
Investment In TSS Mgmt Inc																
Investment in TSS - Invest Inc																
Investment in TSS Mgmt USA																
Investment in TSS Invest USA																
Investment in TSS - Aviation																
Investment in TSS Financial Servic																
Investment of TSSH in INC																
Investment of TSSH in USA																
Investment in LLC																
Investment in LTD																
Investment TSS LTD Mgmt																
Investment in LTD-Invest Inc																
Investment in TSS LTD-Mgmt USA																
Investment in LTD-Invest USA																
Investment in TSS LTD-Mgmt																
Restricted Cash - Holding																
Deferred Tax Asset - Non-Current																
Valuation Allowance - Non-Current																
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	5,383,824.95	68,875.71	7,318,799.39	4,357,455.46	30,326.53	13,522,534.60	26,943.44	59,908.12	2,408,373.75	0.00	3,904,763.44	6,303,328.19	147,796.39	29,171.03	18,106.22	

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	Springfield, IL	Chicago, IL	Indianapolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS	
Liabilities and Equity																
Current Liabilities																
Accounts Payable																
A/P Trade																
Accrued A/P																
Intercompany Payable Due To/From		1,609,927.76					7,668,722.77	1,152,123.98		2,587,169.44			171,292.20	127,419.29	1,202,780.45	
Total Accounts Payable	0.00	1,609,927.76	0.00	0.00	0.00	0.00	7,668,722.77	1,152,123.98	0.00	2,587,169.44	0.00	0.00	171,292.20	127,419.29	1,202,780.45	
Taxes Payable																
Property Taxes			441.04			1,633.14	3,587.72	12,866.20	38,546.07		10,675.78	12,402.27		4,058.68	4,493.92	
Sales Tax and Other Fees Payable							66.00	126.00								
Total Taxes Payable	0.00	0.00	441.04	0.00	0.00	1,633.14	3,653.72	12,992.20	38,546.07	0.00	10,675.78	12,402.27	0.00	4,058.68	4,493.92	
Interest Payable																
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities																
Deferred Tax Liability - Current																
Valuation Allowance - Current																
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	0.00	1,609,927.76	441.04	0.00	0.00	1,633.14	7,672,376.49	1,165,116.18	38,546.07	2,587,169.44	10,675.78	12,402.27	171,292.20	131,477.97	1,207,274.37	
Long-Term Debt And Other Liab.																
N/P - Sun Capital																
N/P - CMS																
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise																
Total Liabilities	0.00	1,609,927.76	621.18	0.00	0.00	3,136.20	7,682,841.90	1,170,371.39	47,367.74	2,587,169.44	21,584.81	8,932.31	170,567.20	136,440.20	1,209,913.92	
Stockholder's Equity																
Common Stock, 1000 Shares, No P																
Common Stock, Mgmt																
Common Stock, Investments																
Common Stock, Holdings																
Additional Paid-in-Capital Commor																
Addition Paid-in-Capital-Investmen																
Addition Paid-in-Capital-Mgmt																
Addition Paid-in-Capital TSS Finan																
Addition Paid-in-Capital Stock Opti																
Addition Paid-in-Capital - TSS Dev																
Addition Paid-in-Capital - Mgmt Inc																
Addition Paid-in-Capital - Invest Inc																
Addition Paid-in-Capital - CS Holdir																
Addition Paid-in-Capital - Mgmt US																
Addition Paid-in-Capital - Invest US																
Partnership Capital - Mgmt																
Partners Capital - Mgmt Inc																
Partners Capital - Invest Inc																
Partners Capital - Mgmt USA																
Partners Capital - Invest USA																
Partnership Capital - Investment																
Equity - LLC	5,070,968.07	(1,449,913.09)	6,892,881.90	4,104,765.02	28,558.78	12,732,499.89	(7,208,961.57)	(1,045,811.62)	2,221,957.02	(2,435,727.31)	3,656,905.03	5,928,287.92	(20,019.67)	(100,202.27)	(1,121,718.71)	
Member Equity - Aviation																
Treasury Stock																
Retained Earnings																
Retained Earnings Inv&Mgmt																

	Springfield, IL	Chicago, IL	Indianapolis, IN	Des Moines, IA	Wichita, KS	Louisville, KY	Baton Rouge, LA	Shreveport, LA	Baltimore, MD	Boston, MA	Detroit, MI	Grand Rapid, MI	Minneapolis, MN	Albuquerque, NM	Jackson, MS
Net Profit/(Loss)	312,856.82	(91,140.02)	425,298.33	252,689.44	1,767.75	786,898.80	(446,934.88)	(64,650.64)	139,049.09	(151,442.13)	226,274.50	366,106.95	(2,751.14)	(7,067.89)	(70,089.00)
Total Stockholder's Equity	5,383,824.89	(1,541,053.11)	7,318,180.23	4,357,454.46	30,326.53	13,519,398.69	(7,655,896.45)	(1,110,462.26)	2,361,006.11	(2,587,169.44)	3,883,179.53	6,294,394.87	(22,770.81)	(107,270.16)	(1,191,807.71)
Total Liabilities and Equity	5,383,824.89	68,874.65	7,318,801.41	4,357,454.46	30,326.53	13,522,534.89	26,945.45	59,909.13	2,408,373.85	0.00	3,904,764.34	6,303,327.18	147,796.39	29,170.04	18,106.21
	0.06	1.06	(2.02)	1.00	0.00	(0.29)	(2.01)	(1.01)	(0.10)	0.00	(0.90)	1.01	0.00	0.99	0.01

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	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	
Assets																
Current Assets																
Cash & Cash Equivalent																
Operating-Corporate																
Wells Fargo-TSS Mgmt. Co. Inc.																
Bank of America-TSS Aviation																
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accounts Receivable																
Accounts Receivable-Trade	256,448.13	475,294.42		292,002.27	146,516.48		653,726.13	305,472.69	320,039.83	479,539.92	351,139.16		534,902.73	329,009.13		
Allowance for Doubtful Accounts	(202,922.07)	(376,090.57)		(231,055.31)	(115,935.43)		(517,279.88)	(241,714.18)	(253,240.85)	(379,449.95)	(277,849.11)		(423,257.39)	(260,338.07)		
Shareholder Advance- DH																
Shareholder Advance- OH																
Intercompany Receivable																
Other																
Due To/From	14,285,552.65	176,166.36	23,791.41		3,780,216.02			575,018.02			7,588,674.52	1,099,894.37	3,356,729.71	7,691,159.85	3,152,154.49	
Total Accounts Receivable	14,339,078.71	275,370.21	23,791.41	60,946.96	3,810,797.07	0.00	136,446.25	638,776.53	66,798.98	100,089.97	7,661,964.57	1,099,894.37	3,468,375.05	7,759,830.91	3,152,154.49	
Inventory																
Prepaid & Other																
Total Current Assets	14,339,078.71	275,370.21	23,791.41	60,946.96	3,810,797.07	0.00	136,446.25	638,776.53	66,798.98	100,089.97	7,661,964.57	1,099,894.37	3,468,375.05	7,759,830.91	3,152,154.49	
Property, Plant, and Equipment																
Computer Software & Hardware																
Accumulated Depreciation Other																
Other Assets																
Miscellaneous Deposits																
Investment in TSS - Investments																
Investment in TSS - Mgmt																
Investment In TSS Mgmt Inc																
Investment in TSS - Invest Inc																
Investment in TSS Mgmt USA																
Investment in TSS Invest USA																
Investment in TSS - Aviation																
Investment in TSS Financial Serv																
Investment of TSSH in INC																
Investment of TSSH in USA																
Investment in LLC																
Investment in LTD																
Investment TSS LTD Mgmt																
Investment in LTD-Invest Inc																
Investment in TSS LTD-Mgmt USA																
Investment in LTD-Invest USA																
Investment in TSS LTD-Mgmt																
Restricted Cash - Holding																
Deferred Tax Asset - Non-Current																
Valuation Allowance - Non-Current																
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	14,339,078.71	275,370.21	23,791.41	60,946.96	3,810,797.07	0.00	136,446.25	638,776.53	66,798.98	100,089.97	7,661,964.57	1,099,894.37	3,468,375.05	7,759,830.91	3,152,154.49	

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	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK	
Liabilities and Equity																
Current Liabilities																
Accounts Payable																
A/P Trade																
Accrued A/P																
Intercompany Payable Due To/From				7,177,859.76		1,791,959.15	17,041,350.88		7,647,723.15	42,652.02						
Total Accounts Payable	0.00	0.00	0.00	7,177,859.76	0.00	1,791,959.15	17,041,350.88	0.00	7,647,723.15	42,652.02	0.00	0.00	0.00	0.00	0.00	
Taxes Payable																
Property Taxes	15,332.11	16,128.34		2,700.61	193.33					258.38	70.52			14,283.59		
Sales Tax and Other Fees Payable										151.26				101.83		
Total Taxes Payable	15,332.11	16,128.34	0.00	2,700.61	193.33	0.00	0.00	0.00	0.00	409.64	70.52	0.00	0.00	14,385.42	0.00	
Interest Payable																
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Other Current Liabilities																
Deferred Tax Liability - Current																
Valuation Allowance - Current																
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Total Current Liabilities	15,332.11	16,128.34	0.00	7,180,560.37	193.33	1,791,959.15	17,041,350.88	0.00	7,647,723.15	43,061.66	70.52	0.00	0.00	14,385.42	0.00	
Long-Term Debt And Other Liab.																
N/P - Sun Capital																
N/P - CMS																
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Liabilities Subject to Compromise	6,262.41	30,188.63		1,103.07	785.97		(5,892.34)	(5,891.34)	(5,890.49)	6,805.53	6,728.80		(2,022.00)	16,284.91		
Total Liabilities	21,594.52	46,316.97	0.00	7,181,663.44	979.30	1,791,959.15	17,035,458.54	(5,891.34)	7,641,832.66	49,867.19	6,799.32	0.00	(2,022.00)	30,670.33	0.00	
Stockholder's Equity																
Common Stock, 1000 Shares, No P																
Common Stock, Mgmt																
Common Stock, Investments																
Common Stock, Holdings																
Additional Paid-in-Capital Commor																
Addition Paid-in-Capital-Investmen																
Addition Paid-in-Capital-Mgmt																
Addition Paid-in-Capital TSS Finan																
Addition Paid-in-Capital Stock Opti																
Addition Paid-in-Capital - TSS Dev																
Addition Paid-in-Capital - Mgmt Inc																
Addition Paid-in-Capital - Invest Inc																
Addition Paid-in-Capital - CS Holdir																
Addition Paid-in-Capital - Mgmt US																
Addition Paid-in-Capital - Invest US																
Partnership Capital - Mgmt																
Partners Capital - Mgmt Inc																
Partners Capital - Invest Inc																
Partners Capital - Mgmt USA																
Partners Capital - Invest USA																
Partnership Capital - Investment																
Equity - LLC	13,482,961.11	214,961.03	23,040.26	(6,704,885.91)	3,588,892.35	(1,686,869.94)	(15,912,281.66)	608,220.77	(7,131,831.59)	48,200.65	7,209,862.08	1,036,417.02	3,269,556.10	7,278,147.63	2,969,050.58	
Member Equity - Aviation																
Treasury Stock																
Retained Earnings																
Retained Earnings Inv&Mgmt																

	St. Louis, MO	Kansas City, KS	Lincoln, NE	Las Vegas, NV	Concord, NH	Paterson, NJ	Levittown, NY	Schenectady, NY	Rochester, NY	Charlotte, NC	Raleigh, NC	Cleveland, OH	Dayton, OH	Oklahoma City, OK	Tulsa, OK
Net Profit/(Loss)	834,522.06	14,090.19	751.15	(415,831.59)	220,925.37	(105,089.21)	(986,731.67)	36,448.05	(443,204.09)	2,022.13	445,303.18	63,477.35	200,840.95	451,009.91	183,103.91
Total Stockholder's Equity	14,317,483.17	229,051.22	23,791.41	(7,120,717.50)	3,809,817.72	(1,791,959.15)	(16,899,013.33)	644,668.82	(7,575,035.68)	50,222.78	7,655,165.26	1,099,894.37	3,470,397.05	7,729,157.54	3,152,154.49
Total Liabilities and Equity	14,339,077.69	275,368.19	23,791.41	60,945.94	3,810,797.02	0.00	136,445.21	638,777.48	66,796.98	100,089.97	7,661,964.58	1,099,894.37	3,468,375.05	7,759,827.87	3,152,154.49
	1.02	2.02	0.00	1.02	0.05	0.00	1.04	(0.95)	2.00	0.00	(0.01)	0.00	0.00	3.04	0.00

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	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only
Assets															
Current Assets															
Cash & Cash Equivalent															
Operating-Corporate															
Wells Fargo-TSS Mgmt. Co. Inc.															
Bank of America-TSS Aviation															
Total Cash & Cash Equivalent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accounts Receivable															
Accounts Receivable-Trade	289,043.24	574,015.78	801,804.14	231,734.42		546,386.21	703,131.92	293,566.28	163,623.80	316,107.97	314,041.51	266,064.95		322,104.59	
Allowance for Doubtful Accounts	(228,713.89)	(454,206.74)	(634,450.92)	(183,366.61)		(432,344.04)	(556,373.64)	(232,292.88)	(129,472.10)	(250,129.66)	(248,494.50)	(210,531.66)		(254,874.65)	
Shareholder Advance- DH															18,088.00
Shareholder Advance- OH															1,188.00
Intercompany Receivable				922,019.82			2,811,166.17	1,503,085.61		9,838,409.12		8,250,941.00	349,610.31	3,211,759.47	11,136.70
Other															
Due To/From															
Total Accounts Receivable	60,329.35	119,809.04	167,353.22	970,387.63	0.00	114,042.17	2,957,924.45	1,564,359.01	34,151.70	9,904,387.43	65,547.01	8,306,474.29	349,610.31	3,278,989.41	30,412.70
Inventory															
Prepaid & Other															
Total Current Assets	60,329.35	119,809.04	167,353.22	970,387.63	0.00	114,042.17	2,957,924.45	1,564,359.01	34,151.70	9,904,387.43	65,547.01	8,306,474.29	349,610.31	3,278,989.41	30,412.70
Property, Plant, and Equipment															
Computer Software & Hardware															
Accumulated Depreciation Other															
Other Assets															
Miscellaneous Deposits															
Investment in TSS - Investments															
Investment in TSS - Mgmt															
Investment In TSS Mgmt Inc															
Investment in TSS - Invest Inc															
Investment in TSS Mgmt USA															
Investment in TSS Invest USA															
Investment in TSS - Aviation															
Investment in TSS Financial Servic															
Investment of TSSH in INC															
Investment of TSSH in USA															
Investment in LLC															
Investment in LTD															
Investment TSS LTD Mgmt															
Investment in LTD-Invest Inc															
Investment in TSS LTD-Mgmt USA															
Investment in LTD-Invest USA															
Investment in TSS LTD-Mgmt															
Restricted Cash - Holding															
Deferred Tax Asset - Non-Current															
Valuation Allowance - Non-Current															
Total Other Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(52,120,675.93)
Total Assets	60,329.35	119,809.04	167,353.22	970,387.63	0.00	114,042.17	2,957,924.45	1,564,359.01	34,151.70	9,904,387.43	65,547.01	8,306,474.29	349,610.31	3,278,989.41	(52,090,263.23)

	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only
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	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only
Liabilities and Equity															
Current Liabilities															
Accounts Payable															
A/P Trade															
Accrued A/P															
Intercompany Payable Due To/From	6,709,724.97	9,867,999.94	6,219,620.91		949,798.40	7,352,559.29			3,970,153.85		5,805,806.22				9,432,384.00
Total Accounts Payable	6,709,724.97	9,867,999.94	6,219,620.91	0.00	949,798.40	7,352,559.29	0.00	0.00	3,970,153.85	0.00	5,805,806.22	0.00	0.00	0.00	11,853,978.96
Taxes Payable															
Property Taxes	6,324.02	205.01	205.01			6,239.40	(93.18)	715.35	2,502.24	21,500.38	128.37	7,266.13		534.99	
Sales Tax and Other Fees Payable		(101.83)				535.04									
Total Taxes Payable	6,324.02	103.18	205.01	0.00	0.00	6,774.44	(93.18)	715.35	2,502.24	21,500.38	128.37	7,266.13	0.00	534.99	0.00
Interest Payable															1,956,691.33
Total Interest Payable	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,956,691.33
Other Current Liabilities															
Deferred Tax Liability - Current															
Valuation Allowance - Current															
Total Other Current Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Current Liabilities	6,716,048.99	9,868,103.12	6,219,825.92	0.00	949,798.40	7,359,333.73	(93.18)	715.35	3,972,656.09	21,500.38	5,805,934.59	7,266.13	0.00	534.99	13,810,670.29
Long-Term Debt And Other Liab.															
N/P - Sun Capital															
N/P - CMS															
Total Long-Term Debt / Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities Subject to Compromise	2,783.05	(138.26)	4,848.74	391.00		14,853.23	1,196.62	164.05	4,953.60	41,609.97	240.27	3,017.85		243.52	
Total Liabilities	6,718,832.04	9,867,964.86	6,224,674.66	391.00	949,798.40	7,374,186.96	1,103.44	879.40	3,977,609.69	63,110.35	5,806,174.86	10,283.98	0.00	778.51	13,810,670.29
Stockholder's Equity															
Common Stock, 1000 Shares, No I															100,687.50
Common Stock, Mgmt															
Common Stock, Investments															
Common Stock, Holdings															
Additional Paid-in-Capital Commor															5,868,237.23
Addition Paid-in-Capital-Investmen															
Addition Paid-in-Capital-Mgmt															
Addition Paid-in-Capital TSS Finan															
Addition Paid-in-Capital Stock Opti															
Addition Paid-in-Capital - TSS Dev															
Addition Paid-in-Capital - Mgmt Inc															
Addition Paid-in-Capital - Invest Inc															
Addition Paid-in-Capital - CS Holdir															
Addition Paid-in-Capital - Mgmt US															
Addition Paid-in-Capital - Invest US															
Partnership Capital - Mgmt															
Partners Capital - Mgmt Inc															
Partners Capital - Invest Inc															
Partners Capital - Mgmt USA															
Partners Capital - Invest USA															
Partnership Capital - Investment															
Equity - LLC	(6,269,599.45)	(9,178,595.73)	(5,703,177.44)	914,413.63	(893,798.86)	(6,836,879.35)	2,784,181.56	1,473,600.29	(3,713,053.24)	9,265,260.43	(5,404,716.92)	7,813,018.59	329,867.13	3,088,390.40	
Member Equity - Aviation															
Treasury Stock															(278,882.50)
Retained Earnings															(71,449,171.76)
Retained Earnings Inv&Mgmt															

	Portland, OR	Philadelphia, PA	Pittsburgh, PA	Wilkes-Barre, PA	Greenville, SC	Charleston, SC	Nashville, TN	Knoxville, TN	Salt Lake City, UT	Richmond, VA	Seattle, WA	Charleston, WV	Madison, WI	Green Bay, WI	USA, Inc. Only
Net Profit/(Loss)	(388,902.25)	(569,558.28)	(354,143.78)	55,584.00	(55,999.54)	(423,266.45)	172,639.95	89,878.26	(230,403.78)	576,017.63	(335,910.92)	483,169.68	19,743.18	189,821.64	(141,805.13)
Total Stockholder's Equity	(6,658,501.70)	(9,748,154.01)	(6,057,321.22)	969,997.63	(949,798.40)	(7,260,145.80)	2,956,821.51	1,563,478.55	(3,943,457.02)	9,841,278.06	(5,740,627.84)	8,296,188.27	349,610.31	3,278,212.04	(65,900,934.66)
Total Liabilities and Equity	60,330.34	119,810.85	167,353.44	970,388.63	0.00	114,041.16	2,957,924.95	1,564,357.95	34,152.67	9,904,388.41	65,547.02	8,306,472.25	349,610.31	3,278,990.55	(52,090,264.37)
	(0.99)	(1.81)	(0.22)	(1.00)	0.00	1.01	(0.50)	1.06	(0.97)	(0.98)	(0.01)	2.04	0.00	(1.14)	1.14

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	USA, Inc. Consolidated Before Elim	USA, Inc. Eliminations	USA, Inc. Consolidated	TSS Inc Consolidated	TSS Holdings	Eliminations INC, USA & Holdings	TSSH Consolidated
Assets							
Current Assets							
Cash & Cash Equivalent							
Operating-Corporate		\$0.00	\$0.00	\$1,270,034.96		\$0.00	\$1,270,034.96
Wells Fargo-TSS Mgmt. Co. Inc.		0.00	0.00	16,335.73		0.00	16,335.73
Bank of America-TSS Aviation		0.00	0.00	4,511.25		0.00	4,511.25
Total Cash & Cash Equivalent	0.00	0.00	0.00	1,290,881.94	0.00	0.00	1,290,881.94
Accounts Receivable							
Accounts Receivable-Trade	18,667,735.14	0.00	18,667,735.14	(2,033,836.50)		0.00	16,633,898.64
Allowance for Doubtful Accounts	(14,765,316.83)	0.00	(14,765,316.83)	(1,868,581.81)		0.00	(16,633,898.64)
Shareholder Advance- DH	18,088.00	0.00	18,088.00	0.00		0.00	18,088.00
Shareholder Advance- OH	1,188.00	0.00	1,188.00	0.00		0.00	1,188.00
Intercompany Receivable		0.00	0.00	14,057,384.00		14,057,384.00	0.00
Other	11,136.70	0.00	11,136.70	2,176,640.24	(975.00)	2,183,888.84	2,913.10
Due To/From		0.00	0.00	66,611,022.29		66,611,022.29	0.00
Total Accounts Receivable	3,932,831.01	0.00	3,932,831.01	78,942,628.22	(975.00)	82,852,295.13	22,189.10
Inventory							
Prepaid & Other							
Total Current Assets	3,932,831.01	0.00	3,932,831.01	80,233,510.16	(975.00)	82,852,295.13	1,313,071.04
Property, Plant, and Equipment							
Computer Software & Hardware		0.00	0.00	191,656.06		0.00	191,656.06
Accumulated Depreciation Other		0.00	0.00	(191,656.06)		0.00	(191,656.06)
Other Assets							
Miscellaneous Deposits		0.00	0.00	502.85		0.00	502.85
Investment in TSS - Investments		0.00	0.00	0.00		0.00	0.00
Investment in TSS - Mgmt		0.00	0.00	0.00		0.00	0.00
Investment in TSS Mgmt Inc		0.00	0.00	0.00		0.00	0.00
Investment in TSS - Invest Inc		0.00	0.00	0.00		0.00	0.00
Investment in TSS Mgmt USA		0.00	0.00	36,848.70		36,848.70	0.00
Investment in TSS Invest USA		0.00	0.00	3,648,066.82		3,648,066.82	0.00
Investment in TSS - Aviation		0.00	0.00	0.00		0.00	0.00
Investment in TSS Financial Serv		0.00	0.00	0.00		0.00	0.00
Investment of TSSH in INC		0.00	0.00	0.00	100,687.50	100,687.50	0.00
Investment of TSSH in USA		0.00	0.00	0.00	100,687.50	100,687.50	0.00
Investment in LLC	(52,120,675.93)	(52,120,675.93)	0.00	0.00		0.00	0.00
Investment in LTD		0.00	0.00	0.00		0.00	0.00
Investment TSS LTD Mgmt		0.00	0.00	0.00		0.00	0.00
Investment in LTD-Invest Inc		0.00	0.00	0.00		0.00	0.00
Investment in TSS LTD-Mgmt USA		0.00	0.00	36,848.70		36,848.70	0.00
Investment in LTD-Invest USA		0.00	0.00	3,648,066.82		3,648,066.82	0.00
Investment in TSS LTD-Mgmt		0.00	0.00	0.00		0.00	0.00
Restricted Cash - Holding		0.00	0.00	(2,512,268.66)	2,512,268.66	0.00	0.00
Deferred Tax Asset - Non-Current		0.00	0.00	0.00	1,669,093.00	0.00	1,669,093.00
Valuation Allowance - Non-Current		0.00	0.00	0.00	(1,363,708.00)	0.00	(1,363,708.00)
Total Other Assets	(52,120,675.93)	(52,120,675.93)	0.00	4,858,065.23	3,019,028.66	7,571,206.04	305,887.85
Total Assets	(48,187,844.92)	(52,120,675.93)	3,932,831.01	85,091,575.39	3,018,053.66	90,423,501.17	1,618,958.89

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	USA, Inc. Consolidated Before Elim	USA, Inc. Eliminations	USA, Inc. Consolidated	TSS Inc Consolidated	TSS Holdings	Eliminations INC. USA & Holdings	TSSH Consolidated
Liabilities and Equity							
Current Liabilities							
Accounts Payable							
A/P Trade		\$0.00	\$0.00	\$70,229.42		\$0.00	\$70,229.42
Accrued A/P		0.00	0.00	224,000.00		0.00	224,000.00
Intercompany Payable	9,432,384.00	0.00	9,432,384.00	0.00	4,625,000.00	14,057,384.00	0.00
Due To/From	61,280,518.14	0.00	61,280,518.14	0.00	5,330,504.15	66,611,022.29	0.00
Total Accounts Payable	70,712,902.14	0.00	70,712,902.14	294,229.42	9,955,504.15	80,668,406.29	294,229.42
Taxes Payable							
Property Taxes	216,309.42	0.00	216,309.42	50,748.62		0.00	267,058.04
Sales Tax and Other Fees Payable	878.30	0.00	878.30	4,471.15		0.00	5,349.45
Total Taxes Payable	217,187.72	0.00	217,187.72	55,219.77	0.00	0.00	272,407.49
Interest Payable							
	1,956,691.33	0.00	1,956,691.33	0.00	227,197.51	2,183,888.84	0.00
Total Interest Payable	1,956,691.33	0.00	1,956,691.33	0.00	227,197.51	2,183,888.84	0.00
Other Current Liabilities							
Deferred Tax Liability - Current		0.00	0.00	0.00	3,791,557.00	0.00	3,791,557.00
Valuation Allowance - Current		0.00	0.00	0.00	3,100,670.00	0.00	3,100,670.00
Total Other Current Liabilities	0.00	0.00	0.00	0.00	6,892,227.00	0.00	6,892,227.00
Total Current Liabilities	72,886,781.19	0.00	72,886,781.19	349,449.19	17,074,928.66	82,852,295.13	7,458,863.91
Long-Term Debt And Other Liab.							
N/P - Sun Capital		0.00	0.00	43,005,407.39		0.00	43,005,407.39
N/P - CMS		0.00	0.00	18,332,832.53		0.00	18,332,832.53
Total Long-Term Debt / Other	0.00	0.00	0.00	61,338,239.92	0.00	0.00	61,338,239.92
Liabilities Subject to Compromise	219,506.49	0.00	219,506.49	49,842,029.28	1,453,775.00	0.00	51,515,310.77
Total Liabilities	73,106,287.68	0.00	73,106,287.68	111,529,718.39	18,528,703.66	82,852,295.13	120,312,414.60
Stockholder's Equity							
Common Stock, 1000 Shares, No P	100,687.50	0.00	100,687.50	100,687.50		201,375.00	0.00
Common Stock, Mgmt		0.00	0.00	0.00		0.00	0.00
Common Stock, Investments		0.00	0.00	0.00		0.00	0.00
Common Stock, Holdings		0.00	0.00	0.00	10.00	0.00	10.00
Additional Paid-in-Capital Common	5,868,237.23	0.00	5,868,237.23	19,503,642.02		0.00	25,371,879.25
Addition Paid-in-Capital-Investmen		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital-Mgmt		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital TSS Finan		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital Stock Opti		0.00	0.00	1,359,169.22		0.00	1,359,169.22
Addition Paid-in-Capital - TSS Dev		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital - Mgmt Inc		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital - Invest Inc		0.00	0.00	0.00		0.00	0.00
Addition Paid-in-Capital - CS Holdir		0.00	0.00	0.00	201,365.00	0.00	201,365.00
Addition Paid-in-Capital - Mgmt US		0.00	0.00	36,848.70		36,848.70	0.00
Addition Paid-in-Capital - Invest US		0.00	0.00	3,648,066.82		3,648,066.82	0.00
Partnership Capital - Mgmt		0.00	0.00	0.00		0.00	0.00
Partners Capital - Mgmt Inc		0.00	0.00	0.00		0.00	0.00
Partners Capital - Invest Inc		0.00	0.00	0.00		0.00	0.00
Partners Capital - Mgmt USA		0.00	0.00	36,848.70		36,848.70	0.00
Partners Capital - Invest USA		0.00	0.00	3,648,066.82		3,648,066.82	0.00
Partnership Capital - Investment		0.00	0.00	0.00		0.00	0.00
Equity - LLC	(52,120,675.93)	(52,120,675.93)	0.00	0.00		0.00	0.00
Member Equity - Aviation		0.00	0.00	0.00		0.00	0.00
Treasury Stock	(278,882.50)	0.00	(278,882.50)	(278,882.50)		0.00	(557,765.00)
Retained Earnings	(71,449,171.76)	0.00	(71,449,171.76)	(56,245,160.72)	(15,400,659.14)	0.00	(143,094,991.62)
Retained Earnings Inv&Mgmt		0.00	0.00	0.00		0.00	0.00

	USA, Inc. Consolidated	USA, Inc. Eliminations	USA, Inc. Consolidated	TSS Inc Consolidated	TSS Holdings	Eliminations INC. USA & Holdings	TSSH Consolidated
Net Profit/(Loss)	<u>(3,414,334.32)</u>	0.00	(3,414,334.32)	1,752,577.32	(311,365.86)	0.00	(1,973,122.86)
Total Stockholder's Equity	<u>(121,294,139.78)</u>	(52,120,675.93)	(69,173,463.85)	(26,438,136.12)	(15,510,650.00)	7,571,206.04	(118,693,456.01)
Total Liabilities and Equity	<u>(48,187,852.10)</u>	(52,120,675.93)	3,932,823.83	85,091,582.27	3,018,053.66	90,423,501.17	1,618,958.59
	7.18	0.00	7.18	(6.88)	0.00	0.00	0.30