

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF ARKANSAS
HARRISON DIVISION

IN RE: ACTRONIX, INC., Debtor-in-Possession

3:15-bk-72593
Chapter 11

REVISED DISCLOSURE STATEMENT

Actronix, Inc., Debtor-In-Possession in the above-referenced Chapter 11 proceeding, provides this Revised Disclosure Statement to all of its known creditors and interest holders pursuant to Section 1125 of the United States Bankruptcy Code.

The purpose of this Revised Disclosure Statement is to provide information and material facts to enable creditors and other parties in interest to make a reasonably informed decision in voting on the Revised Plan of Reorganization filed by the Debtor. The filing and approval of a Disclosure Statement is a precondition to solicitation for votes on the Revised Plan.

A copy of the Revised Plan accompanies this Revised Disclosure Statement. All definitions set out in the Revised Plan apply to this Revised Disclosure Statement. In the event there are discrepancies between the Revised Plan and the Revised Disclosure Statement, the provisions of the Revised Plan control.

NO REPRESENTATIONS CONCERNING THE DEBTOR, ITS ASSETS, LIABILITIES AND NET WORTH, IF ANY, OR PROSPECTS FOR FUTURE BUSINESS OPERATIONS OR VALUE OF ITS PROPERTY ARE AUTHORIZED BY DEBTOR OTHER THAN AS SET FORTH IN THIS REVISED DISCLOSURE STATEMENT. ANY REPRESENTATIONS OR INDUCEMENTS MADE TO SECURE YOUR ACCEPTANCE OF THE REVISED PLAN WHICH ARE OTHER THAN AS CONTAINED IN THIS REVISED DISCLOSURE STATEMENT SHOULD NOT BE RELIED UPON BY YOU IN ARRIVING AT YOUR DECISION.

THE INFORMATION CONTAINED HEREIN HAS NOT BEEN SUBJECT TO A CERTIFIED AUDIT BY DEBTOR'S CERTIFIED PUBLIC ACCOUNTANTS, EXCEPT AS SPECIFICALLY NOTED. HOWEVER, DEBTOR'S CHIEF FINANCIAL OFFICER MADE A REVIEW OF THE BOOKS, RECORDS AND ACCOUNTS OF THE DEBTOR MAINTAINED AND PREPARED PRE-PETITION AND POST-PETITION, AS WELL AS A REVIEW OF ALL CLAIMS FILED POST-PETITION. FOR THE FOREGOING REASONS, AS WELL AS THE EXTREME COMPLEXITY OF THE FINANCIAL AFFAIRS OF THE DEBTOR, THE DEBTOR IS UNABLE TO WARRANT OR TO REPRESENT UNQUALIFIEDLY AND ABSOLUTELY THAT THE INFORMATION CONTAINED HEREIN IS WITHOUT ANY INACCURACY, ALTHOUGH GREAT EFFORT HAS BEEN MADE TO BE ACCURATE.

If you are an impaired creditor or interest holder, your acceptance of the Revised Plan is important. In order for the Revised Plan to be confirmed, impaired creditors who hold at least two-thirds in amount and more than one-half in number of the allowed claims for the classes which are deemed impaired must vote in favor of the Revised Plan. In the event that requisite acceptances are not obtained from impaired classes, the Bankruptcy Court may nevertheless confirm the Revised Plan if it finds the Revised Plan accords fair and equitable treatment of the classes rejecting it.

I.

SUMMARY OF THE PLAN

CLASS 1:

Costs and Expenses of Administration - Professional Fees: This class consists of costs and expenses of administration of the Professionals serving in this estate, as approved by Orders of this Court, and anticipated to be applied for, and include the following:

■ Accounting Solutions of Northwest Arkansas, was paid pre-petition a \$5,000.00 retainer; on June 23, 2016, the Court approved a draw against this retainer of \$3,800, leaving an unused retainer of \$1,200.00 at that time. A Second Application to approve fees of \$1,400 was filed October 6, 2016, and if approved will allow withdrawal of the remaining \$1,200 held in trust, and payment by the Debtor of \$200.00. Debtor anticipates that a Final Fee Application, for an additional \$2,000.00 will be filed for this professional and that the Court will approve these additional fee for payment by the Debtor.

■ JacowayLaw Firm, LTD, was paid a pre-petition a \$50,000.00 retainer; Pursuant to Order entered June 28, 2016, fees of \$76,251.48 were approved, with an authorized payment of \$57,188.61 and a Holdback of \$19,061.87. A Second Application for \$53,386.54 was filed October 6, 2016. This firm anticipates earning an additional \$20,500.00 by the time a Final Decree is entered. Assuming that the Court approves all fees applied for and to be applied for, this Firm will be owed approximately \$93,000.00. The firm currently has \$18,000.00 on deposit in the firm's trust account for the benefit of the Debtor. Hence, the Debtor will need to pay this professional \$75,000.00.

■ Aaron Cahn, Attorney. Pursuant to Order entered June 28, 2016, fees of \$47,547.75 were approved, with an authorized payment of \$35,660.81 and a Holdback of \$11,886.94. This firm has earned an additional \$15,000 to the date of the filing of this Revised Disclosure Statement and anticipates earning an additional \$10,000.00 by the time a Final Decree is entered. Assuming that the Court approves all fees to be applied for, Mr. Cahn will be owed approximately \$37,000.00 by the Debtor.

■ Ronald Clifford, of Blakeley LLP, attorney for the Unsecured Creditors' Committee. Pursuant to Order entered June 28, 2016, fees of \$37,031.57 were approved, with an authorized payment of \$27,773.68 and a Holdback of \$9,257.89. Debtor anticipates that Mr.

Clifford will apply for an additional \$20,000.00 by the time the Final Decree is entered. The Debtor proposes that the Holdback of \$9257.89 and additional approved fees be paid at the same level and time as the other professional fees set forth above and herein. Debtor is also proposing to assign its rights under its Subscription agreement with Lorraine Holdings, LLC, to Class 12, Unsecured Creditors, as set forth below, and any fees that Mr. Clifford might earn in pursuing this asset for the benefit of the class he represents will be paid from any recovery he may get for their benefit.

- Brown, Rogers, & Company, P.A., CPAs. Debtor has paid this firm \$11,456.65 pursuant to Order entered June 26, 2016 and will apply to pay these CPAs an additional \$3,700.00, to be paid at the same time as the other professionals, as set forth herein.

- Richard Moreno, CPA, was paid \$5,137.50 pursuant to Order of this Court entered 5/24/16; Debtor anticipates that this creditor will apply for an additional payment of \$5,500.00, to be paid at the same time as the other professionals, as set forth herein.

- Wright, Lindsey, Jennings, was paid a \$5,000.00 retainer pursuant to Order of this Court entered 7/26/16; Debtor anticipates that this creditor will apply for an additional payment of \$4,500.00, to be paid at the same time as the other professionals, as set forth herein.

Hence, Debtor anticipates total funds due to these professionals of \$157,700.00 (exclusive of funds being held as retainers), and that these professionals will be paid from operating funds after CB&T is paid in full, as set forth below and in the Budget attached here to as Exhibit 4.

This class of creditor is impaired.

CLASS 2:

This class consists of creditors as defined in 11 U.S.C. 503(b)(9) claims, for which application for or allowance of a claim was filed prior to the deadline for filing such claims, March 9, 2016, and which are allowed and approved by the Court, and or the Debtor, and include the following:

- Heilind Electronics, Inc., Order entered 12/17/15, for \$434,385.90;
- Leoni Elocab, Ltd. (Canada), Order entered 01/04/16, for \$116,459.12;
- Carlton Bates Company, Order entered 01/05/16 for \$23,893.76;
- Digi-Key Corporation, claim filed 12/14/15 for \$4,020.59, approved by Debtor; IEWC Corp, fna Industrial Elect., Order entered 4/6/16 for \$48,521.49;
- SEA Wire and Cable, Inc, claim filed 10/10/15 for \$809.96, approved by Debtor.

This class of creditor, whose claims total \$628,090.82, will be paid 50% of funds available at the conclusion of Winding-Up (anticipated to be between \$1,100,000 and \$1,400,000), as described below and in Budget attached hereto as Exhibit 4. These creditors will be paid after regular operating expenses, CB&T, Class 5 below, and the Professionals as set forth above, are paid in full. Payment to these creditors is anticipated to be April, 2017.

This class of creditors is impaired.

CLASS 3:

Holders of Post-Petition Claims Incurred in the Ordinary Course of Business. This class of creditors has been kept current and shall be paid in the ordinary course of Debtor's business and is not impaired by the Plan. This class includes employees, who were given Notice under the Warn Act on August 5, 2016.

CLASS 4:

Priority Tax Claims. This class of creditors includes the Internal Revenue Service, which asserted a \$100 claim based on the fact that Debtor had not yet filed its 2015 Income tax return; and the Marion County Tax Collector for Personal Property Taxes, all of which have been paid by the due date. All payments due to creditors in this class have been and will be kept current.

This class of creditor is not impaired.

CLASS 5:

California Bank and Trust (CB&T). This creditor was owed \$1,993,757.16 principal plus accrued interest as of the date of the Petition. Pursuant to the Amended Order Granting Use of Cash Collateral entered June 28, 2016 (Page 7 of 23), Debtor voluntarily paid \$250,000.00 to the Bank on August 26, 2016, plus \$200,000.00 on September 5, 2016, resulting in a current claim for this creditor of \$1,550,000.00 plus interest and costs. This creditor is secured by the accounts receivable, inventory, general intangibles and all other assets of Debtor which have a combined liquidation value of at least \$1,700,000, and hence this creditor's claim is fully secured. This creditor's claim will be paid in full, with interest paid monthly, and as set forth on Exhibit 4, or sooner, as funds are available, from working capital, accounts receivable and cash.

This creditor is not impaired.

CLASS 6:

Actronix Group Inc. And BMO Private Equity (US) Inc: These creditors (affectionately referred to as “the Canadians”) together are secured by a second lien on accounts receivable, inventory, general intangibles and other assets of the Debtor, and are owed \$1,450,000.00 pursuant to a Subscription Agreement dated October 18, 2013, BMO Private Equity, Inc. filed its claim for \$498,995.67 and Actronix Group, Inc. filed its claim for \$795,101.16, for a total due to these two creditors of \$1,294,096.83. This class will receive 50% of the funds available at the conclusion of the Winding-Up, after CB&T, Class 5, and the professionals, Class 1, are paid in full, anticipated to be April, 2017.

These creditors are impaired by the Plan.

CLASS 7:

Brycar Holdings, Inc: This creditor was owed \$1,211,101.55 at the time of the filing of the bankruptcy petition, and had a third lien on all of the assets of the Debtor, behind California Bank & Trust and Actronix Group, Inc. and BMO Private Equity, Inc. Before and since the filing of Debtor’s petition, the collateral which secured this debt was insufficient to secured the two lien creditors whose liens were superior to this creditor, and hence this class is and has been wholly unsecured, and it will participate in Class 12 below.

This creditor is impaired by the Plan.

CLASS 8:

Isuzu Finance of America: This creditor was owed \$41,170.25 at the time of the filing of the petition, and is and was secured by Debtor’s 2014 Isuzu Box Truck. Debtor has been making regular monthly payments to this creditor since the filing of the petition, and will continue to do so until the sale of Debtor’s assets and the cessation of Debtor’s operations, at which time, the 2014 Isuzu Box Truck will be turned back to this creditor. Any deficiency due to this creditor will participate in Class 12 below.

This creditor is impaired by the Plan.

CLASS 9:

Arvest Bank and Trust: At the time of the filing of the petition, this creditor was owed \$29,976.57, but this creditor’s pre-petition secured debt was paid in full pursuant to order of the court entered 12/11/15; all post petition debt has been and will be kept current, and at the cessation of Debtor’s operations, this creditor will have been paid in full.

This creditor is not impaired by the Plan.

CLASS 10:

De Lage Landen Financial Services - The Debtor has a lease/purchase on a piece of equipment used by the Debtor. The creditor has filed a claim for \$78,461.00. Debtor has been making regular monthly payments to this creditor since the filing of the petition, and will continue to do so until the sale of Debtor's assets and the cessation of Debtor's operations, at which time, the equipment will be turned back to this creditor. Any deficiency due to this creditor will participate in Class 12 below.

This creditor is impaired by the Plan.

CLASS 11:

Direct Capital Corp: This creditor leased a printer and accessories to the Debtor, and was owed \$30,800.64 at the time of the filing of the petition. Debtor rejects this lease and this creditor's claim is included in Class 12 below.

This Creditor is impaired by the Plan.

CLASS 12:

Unsecured Creditors: This class includes all unsecured trade creditors and undersecured creditors of the Debtor. The Debtor's Amended Schedule B, and Monthly Operating Reports filed since August of 2016, disclose "due from Lorraine Holdings, Inc., per Oct. 2014 Subscription Agreements, \$1,500,000.00". The Debtor believes this debt is wholly uncollectible, but if it were collectable, it is subject to a lien in favor of the Class 6 claimants, Actronix Group Inc. And BMO Private Equity (US) Inc, who have a second lien on all assets of the Debtor. Debtor believes that these second lien creditors also believe that this "asset" is uncollectible, as they have agreed to release any claim to this asset. The Debtor shall assign this "asset" to Class 12, to be pursued by their attorney. Any fees payable to the attorney for the Unsecured Creditors, for pursuit of this asset shall be the responsibility of this Class, and not of the Debtor. Attached as Exhibit 3 to the Disclosure Statement is a list of the creditors in this class and the amounts of each allowed claims.

These creditors are impaired by the Plan.

CLASS 13:

Equity Security Holder. Currently, ownership of the Debtor is as set forth on Exhibit 5 to the Disclosure Statement. In the unlikely event that creditors in Classes 1 through 12 above are paid in full, these creditors will receive a pro-rata distribution in approximately June of 2017.

These creditors are impaired by the Plan.

II.
TREATMENT OF CLAIMS AND INTERESTS
NOT IMPAIRED UNDER THE PLAN

Classes 3, 4, 5, and 9 are not impaired under the Plan.

III.
TREATMENT OF IMPAIRED CLASSES

Classes 1, 2, 6, 7, 8, 10, 11, 12 and 13 have been impaired in that these creditors have not received payment as these payments became due and/or they have been adversely affected by the filing of the proceeding, and their treatment under this Plan. Debtors propose that these creditors will be paid as set forth above.

IV.
PROVISION FOR REJECTION OF EXECUTORY CONTRACTS

All contracts which existed between the Debtor and any other entity whether such contracts be in writing or oral which existed on the date the Petition for Chapter 11 was filed, are hereby Rejected, except as set forth herein.

V.
HISTORICAL BACKGROUND

Actronix was founded in 1977 as a division of LaBarge Electronics. In 1995 it was acquired by Avnet and in 2000 Avnet sold it to a group of private investors and it was renamed Actronix. In 2014 Actronix changed hands to the current group of private investors. As is usually the case in these situations, a number of factors combined to create an environment that made operations untenable without the filing of a Ch 11 petition. In our case these factors included a major customer who was forced to stop shipments due to FDA issues, a poor 3rd quarter in 2015 and longer term issues including under capitalization, and lagging sales.

On October 13, 2015 Actronix filed for reorganization under Chapter 11. Since the filing of the petition the Management Team of the Debtor has consisted of Tom Brunell, CEO, Kenny Crunkleton, CFO, Ron Houk, Sr. VP, and Al Snow, consultant.

Prior to the filing of the petition, the under capitalization was addressed by aggressively managing material and causing more than 40% of our material to be consigned and then running 45 day terms thus resulting in a positive cash flow---ie..we were being paid by our customers for the material before payment was due to our suppliers. The lagging sales were addressed by reorganizing our Sales Team and instituting more meaningful metrics but we have discovered that the Chapter 11 has kept customers from booking orders. We have received several letters stating that customers will engage once the Chapter 11 is resolved.

The Management Team has come to the conclusion that Actronix must liquidate its assets and cease to exist. And, the Management Team believes that it is in the best position to Wind Up the business. Actronix has a substantial backlog of profitable business which can lead to more funds for creditors than if we just shut the business down or agree to convert to a Chapter 7 proceeding, Debtor has developed this Winding-Up Plan.

Debtor has entertained numerous suitors. Its preferred course of action has been to sell off substantially all of its assets, resulting in the Buyer establishing an operation at Debtor's facilities, employing Debtor's employees, servicing Debtor's customers, and using Debtor's suppliers.

VI. MEANS FOR EXECUTION OF THE PLAN

The Winding Up Plan

The Team believes that their Winding Up process will result in numerous "end of life orders", and will be completed by March 31, 2017. Many "end of life orders" have already been received, and are in the process of being completed for delivery. Each member of the Team has committed to stay until March, 2017, if required. The Team also believes that all work in process plus any "end of life" orders will be finished by that time, all assets liquidated and accounts receivable collected by April 30, 2017. And, they believe that the expenses incurred in this Winding Up process will be cost effective, meaning that more funds will be generated than expended. All funds available for distribution to creditors, as set forth herein, will be paid by April 30, 2017.

The Debtor builds motor assemblies for one of its major customers. The motors that go into this assembly come from a company in Japan, (Shinano). The delivery of these motors to us has been stretched out over a period of months and while we continue to work to improve delivery of these unassembled motors but, as of now, their deliveries of the motors to Debtor, will take through early March of 2017. Then, our time to assemble our product and ship them to our customer will take until the end of March, 2017.

While we have been building these motors we have excess capacity and so offered existing customers the opportunity to make a "last time buy" which will also provide additional funds for our creditors. We will accomplish all shipments in the same time frame as that for the motors indicated above and will require no additional time for this effort.

We will sell our remaining inventory, equipments and assets by April, 2017.

These efforts will yield substantial additional monies for our creditors. Not only will the first lien holder, CB&T, Class 5 above, be paid off in full, but we will also be able to make distributions to creditors as set forth on Exhibit 4, and as set forth herein. Regular monthly operating expenses will be paid as they come due. Our professionals will be paid after the Bank has been paid, and Actronix should have between \$1,000,000 and \$1,300,000 which will be divided 50% to Class 2, (503(b)(9) claimants), and 50% to Class 6, the second lien creditors, Actronix Group Inc. and BMO Private Equity (US) Inc.

Creditors with leases and/or executory contracts will be paid their regular monthly payments until operations cease, and have their leased property returned to them when operations cease.

The Team believes that no funds will be available to Class 12, any pre-petition unsecured, or otherwise undersecured creditors, but the Debtor shall assign any rights it may have under the October, 2014 Subscription Agreement with Lorraine Holdings, Inc., to this Class 12. And, the Class 6 creditors, Actronix Group Inc. and BMO Private Equity (US) Inc., have agreed to release any claims they may have to this Subscription Agreement.

NOTE: The Debtor continues to entertain parties who might be interested in investing in the company, acquiring the company, and/or acquiring substantially all of the assets of the Debtor.

VII. **FINANCIAL SUMMARY**

Attached as Exhibits 1 through 5 are various financial statements of the Debtor as follows:

Exhibit 1 - Liquidation Analysis, 1A & 1B

Exhibit 2 - 9-30-16 Monthly Operating Report with Balance Sheet &
Income Statement

Exhibit 3 - Claims Analysis

Exhibit 4 - Budget going forward

Exhibit 5 - Equity Security Holders

VIII. **ALTERNATIVE TO THE PLAN - LIQUIDATION**

The Management Team of the Debtor has considered conversion of the Chapter 11 proceeding to one under Chapter 7, but believes that the best possible course of action is the Winding Up of the company as set forth herein, while continuing to entertain prospective suitors in hopes that a buyer may emerge.

The Team believes that a Chapter 7 proceeding would likely result in the immediate cessation of production, immediate termination of the entire workforce, and devaluation of assets resulting in significantly fewer funds being available to pay creditors. The Team believes that the only creditors who would receive any assets under a Ch 7 liquidation would be Classes 5 (CB&T), 6 (The Canadians), 8 (Isuzu), 9 (Arvest) and 10 (DeLage) (secured creditors) (See Exhibit 1-A).

The Team also believes that Administrative Creditors (professionals, 503(b)(9) claimants, employees, and post-petition creditors) would receive nothing in a Chapter 7 proceeding.

Attached to the Disclosure Statement as Exhibit "1A" is a Liquidation Summary of what would happen with the assets of this estate in a Chapter 7 proceeding. Creditors would receive less under a Chapter 7 liquidation than under Debtor's proposed Winding-Up Chapter 11 Plan. In a Chapter 7, it is highly likely that Classes 1, 2, 3, 7, 10, 11, 12 and 13 would receive no dividend at all. And, Class 6, (the Canadians) would likely receive much less than is anticipated under this Plan.

Exhibit 1-B shows how much assets would need to be liquidated for to make distributions to various creditors.

IX.
PREFERENCES AND CAUSES OF ACTION

The Debtor has reviewed its books and records to determine if it has any preference causes of action and/or fraudulent transfer causes of action and determined that it would not be cost effective to bring any causes of action. Debtor has elected, therefore, to save the estate that cost of administration.

X.
TAX CONSEQUENCES

There should be no tax consequences which adversely affect the Debtor or creditors as a result of the Plan.

XI.
**GOVERNMENTAL REGULATORY
COMMISSION WITH JURISDICTION OVER THE
DEBTOR**

No Governmental Regulatory Commission has jurisdiction over the rates of the Debtor.

XII.
U.S. TRUSTEE'S FEES

That the Debtor shall comply with 28 U.S.C. § 1930(a)(6) which provides for the payment of post confirmation quarterly fees until the case is closed, converted, or dismissed, and the Debtor shall provide post confirmation reporting to the U.S. Trustee's Office until the case is closed, converted, or dismissed..

XIII.
RETIREE'S BENEFITS

Debtor's 401k will be terminated with distributions to employees.

XIV.
CONCLUSION

Debtor hopes that its creditors will accept its Revised Plan.

Debtor is convinced that the Revised Plan as set forth will provide its creditors more than they will receive if the bankruptcy proceeding is drawn out and/or the assets liquidated in a Chapter 7 proceeding.

DATED this 25th day of October, 2016.

ACTRONIX, INC.
Debtor-in-Possession

By: /s/ Tom Brunell
THOMAS BRUNELL
Chief Executive Officer
P. O. Box 310
Flippin, AR 72634

By: /s/ Jill Jacoway
JILL R. JACOWAY, Its Attorney
JACOWAY LAW FIRM, LTD.
P.O. Drawer 3456
Fayetteville, AR 72702
(479) 521-2621

CERTIFICATE OF SERVICE

I, Jill Jacoway, Attorney, hereby certify that I have served a true and correct copy of the within and foregoing document on all creditors and parties in interest listed on Exhibit "A" attached to the copy filed with the Court, by placing same, postage prepaid in the U.S. Mail this 25th of October, 2016.

 /s/ Jill Jacoway
JILL JACOWAY, Attorney

Actronix, Inc.

10-15-16

LIQUIDATION ANALYSIS

	Value on 10/13/15 Petition	Liquidation Value as of 9/30/16	CB&T collateral
Assets:			
Bank accounts - various	\$346,623.09	\$646,145.00	\$646,145.00
claim filed with Zurich	\$9,012.95	collected and in bank accounts	
Accounts receivable (see Note 1, below)	\$1,135,120.00	\$773,273.00	\$773,273.00
Patents and intellectual property	unknown	unknown	unknown
2014 Isuzu Box Truck (subject to lien of \$40,000 - see Note 2, below)	\$38,525.65	\$0.00	\$0.00
Market value of office equipment, furnishings, etc. Included in with machinery, fixtures, equipment (see Note 3, below)	\$263,479.00	\$162,250.00	\$162,250.00
Market value of inventory (see Note 4, below)	\$2,824,376.57	\$125,000.00	\$125,000.00
due from Lorraine Holdings, LLC (see Note 5, below)	\$1,500,000.00	\$0.00	\$0.00
	<hr/>	<hr/>	<hr/>
	\$6,117,137.26	\$1,706,668.00	\$1,706,668.00

NOTE 1: Debtor's 2014 Isuzu Box Truck is subject to a lien in favor of Isuzu Finance who is owed \$40,000.00

NOTE 2: Cecil Phillips, auctioneer/appraiser, has valued debtor's office equipment, furnishings, etc and machinery, fixtures and equipment at between \$139,500 and \$191,000

NOTE 3: Cecil Phillips, auctioneer/appraiser, has valued debtor's inventory at between \$90,000 and \$160,000

NOTE 4: Debtor believes that any funds due to it from Lorraine Holdings, LLC, are truly collateral for funds owed to the Class 6 creditors, Actronix Group, Inc., and BMO Private Equity (US) Inc. Debtor has on several occasions offered this asset to the Class 6 creditors, but they have indicated that they believe this asset is uncollectible. Debtor agrees that this assets is likely to be uncollectible. However, Debtor is assigning its rights to this Asset to Class 12, Unsecured Creditors, to the extent that the attorney for the Unsecured Creditors wishes to pursue it on a contingency fee basis. For the purposes of this Liquidation Analysis, Debtor assigned a ZERO value to this asset.

Once assets are liquidated in a Chapter 7 proceeding, the secured Creditor (CB&T) is paid, to the extent of the value of its collateral. CB&T is secured in accounts receivable, proceeds, inventory and intellectual property. The amount owed to CB&T at filing was \$1,993,757.16, and as of 10/15/16, the total amount of its claim was \$1,550,000. The total value of the collateral securing the bank's claim is sufficient to pay the bank in full.

After CB&T is paid in full on its claim, then proceeds from the liquidation of the assets of the Debtor, go to the next lien claimants, Class 6, Actronix Group Inc. and BMO Inc., who together are owed \$1,300,000.00. After CB&T is paid \$1,550,000 of the \$1706,668 available, the second lien creditors would receive \$156,688.88

Brycar Holdings, LLC claims a third lien position on the assets of the Debtor. It is extremely unlikely that any distribution would ever be available from the liquidation of the Debtor's assets, to pay on the "secured claim" of this creditor, and this creditor is likely to become wholly unsecured and is unlikely to receive any distribution at all.

Because there would be insufficient funds to pay all "Secured Creditors", there would be no funds available to pay any subsequent class of creditors, or to pay the 503(b)(9) Claimants, or the Professionals. And Class 3, Ordinary Course of Business creditors and employees would like receive less than they are owed.

If there were funds available, they would be paid in the following order:

Costs of administration would need to be paid. If a Chapter 7 Trustee were appointed to liquidate this estate, he would be entitled to compensation to include a commission as set forth in 11 USC 326 and he would need to compensate professionals he would hire. It is likely that these costs and professional fees, would be at least \$100,000.00.

In a Ch 7 liquidation, the administrative costs of the Ch 7 must be paid in full before any funds would be available to pay any Ch 11 administrative claims. The earned but as yet unpaid professional fees for the Ch 11 administration total \$150,000, and the 503 (b)(9) claims total \$628,090.82. It is highly unlikely that there would be any funds available to pay these total administrative claims of \$778,090.82.

And because the Ch 11 administrative claims would not be paid, there would be no funds available for any unsecured or undersecured creditors.

Distribution of Proceeds from liquidation of Assets

The liquidation of assets and payments to creditors would then look like this

	If assets bring: 9/30/16 values	If Assets were to bring	If assets bring:	If assets bring:	If assets bring:
Cash	\$646,145.00	part of below total	part of below total	part of below total	part of below total
Accounts Receivable	\$773,273.00	part of below total	part of below total	part of below total	part of below total
Market value of office equipment, furnishings, etc.	\$162,250.00	part of below total	part of below total	part of below total	part of below total
Market value of inventory (see Note 4, below)	\$125,000.00	part of below total	part of below total	part of below total	part of below total
TOTAL ASSETS	\$1,706,668.00	\$2,850,000.00	\$4,050,000.00	\$4,150,000.00	\$5,000,000.00
Less: proceeds to CB&T, - secured creditor	(\$1,550,000.00)	(\$1,550,000.00)	(\$1,550,000.00)	(\$1,550,000.00)	(\$1,550,000.00)
Net available after FIRST secured creditor is paid in full	\$156,668.00	\$1,300,000.00	\$2,500,000.00	\$2,600,000.00	\$3,450,000.00
Less: proceeds to BMO & ACTRONIX GROUP INC, - who are owed \$1,300,000	(\$1,300,000.00)	(\$1,300,000.00)	(\$1,300,000.00)	(\$1,300,000.00)	(\$1,300,000.00)
Net available after Second secured creditor is paid	\$0.00	\$0.00	\$1,200,000.00	\$1,300,000.00	\$2,150,000.00
Less: proceeds to Brycar Holdings, LLC (third lien creditor - who is owed \$1,200,000)	\$0.00		(\$1,200,000.00)	(\$1,200,000.00)	(\$1,200,000.00)
Net available after Third secured creditor is paid in full	\$0.00	\$0.00	\$0.00	\$100,000.00	\$950,000.00
Less: Costs of administration of Ch 7	\$0.00			(\$100,000.00)	(\$100,000.00)
Net available after Ch 7 administration costs	\$0.00	\$0.00	\$0.00	\$0.00	\$850,000.00
Less: Costs of administration of Ch 11 (Professionals and Reclamation) (\$778,090.82)	\$0.00				\$778,090.82
Available to Unsecured	\$0.00	\$0.00	\$0.00	\$0.00	\$71,909.18
Because the Unsecured class described above does not receive payment in full, there are no funds available for Equity Holders	\$0.00	\$0.00	admin. get -0- unsecured get -0-	Ch 7 admin get paid Ch 11 admin do not get paid unsecured get -0-	Ch 7 admin get paid Ch 11 admin get paid unsecured get 2%

Exhibit "1 - B"

CASE NAME: ACTRONIX, INC.
 CASE NUMBER: 3:15-bk-72593

MONTHLY OPERATING REPORTS
 COMPARATIVE BALANCE SHEETS

ASSETS	PETITION DATE 10/13/15	MONTH ENDING 10/31/15	MONTH ENDING 11/30/15	MONTH ENDING 12/31/15	MONTH ENDING 01/31/16	MONTH ENDING 08/31/16	MONTH ENDING 09/30/16
CURRENT ASSETS							
Cash	342,166	844,476	387,951	901,913	808,713	420,100	646,145
Accounts Receivable, Net (Sch. A)	1,135,120	1,076,841	1,885,992	1,268,435	894,678	1,331,747	773,273
Inventory, At Lower Of Cost Or Market	2,824,377	2,631,691	2,107,363	1,816,981	2,042,652	1,183,961	1,154,056
Prepaid Expenses	57,693	57,693	54,214	66,598	78,484	49,391	39,146
Other	218,426	257,789	257,789	257,788	257,789	800	800
Total Current Assets	4,577,782	4,868,490	4,693,309	4,311,715	4,082,316	2,985,999	2,613,420
PROPERTY, PLANT & EQUIP. (Sch. B)	2,631,985	2,631,985	2,631,985	2,631,985	2,631,985	2,645,065	2,645,065
Less Accumulated Depreciation	2,368,505	2,378,773	2,389,000	2,399,818	2,409,688	2,474,723	2,482,778
Net Property	263,480	253,212	242,985	232,167	222,297	170,342	162,287
OTHER ASSETS (Describe)	0	0	0	0	0		
LT Deferred Taxes	750,830	750,830	750,830	750,830	750,830	0	0
Lorraine Holdings						1,571,102	1,571,102
Total Other Assets	750,830	750,830	750,830	750,830	750,830	1,571,102	1,571,102
TOTAL ASSETS	5,592,092	5,872,532	5,687,124	5,294,712	5,055,443	4,727,443	4,346,809

I CERTIFY UNDER PENALTY OF PERJURY THAT THE FOLLOWING OPERATING REPORTS, CONSISTING OF ___ PAGES ARE TRUE AND CORRECT.

Date submitted _____

Signed  _____

(Printed name of signatory)

CASE NAME: ACTRONIX, INC.
 CASE NUMBER: 3:15-bk-72593

SCHEDULE OF FIXED ASSETS

	MONTH 10/31/15	MONTH 11/30/15	MONTH 12/31/15	MONTH 01/31/16	MONTH 06/30/16	MONTH 07/31/16
FIXED ASSETS:						
Buildings						
Land						
Improvements						
Office Furniture						
Office Equipment	74,588	74,588	74,588	74,588	74,588	74,588
Computer Equipment						
Shop Machinery						
Shop Equipment						
Automobiles	48,080	48,080	48,080	48,080	48,080	48,080
Vans						
Trucks						
Trailers						
Heavy Equipment	1,851,912	1,851,912	1,851,912	1,851,912	1,854,980	1,855,993
Other Vehicles						
Major Tools						
Boat & Airplane						
Warehouse Equipment						
Other Software	418,774	418,774	418,774	418,774	418,774	418,774
Leasehold Improvements	238,631	238,631	238,631	238,631	238,631	238,631
<hr/>						
TOTAL FIXED ASSETS	2,631,985	2,631,985	2,631,985	2,631,985	2,635,053	2,636,066

Exhibit 2

Actronix, Inc.

J2 10/25/16
claims filed thru 4/5/16

CLAIMS

a	b	c	d	e	f	g	h	i
Claim #	Claimant	Amount of Debt is filed by DEBTOR	Amount of Claim as filed BY CREDITOR	Debtor thinks Amount of Allowed Secured Claim	Amount of Administrative Claim as filed BY CREDITOR	Debtor thinks should be allowed Priority	Debtor thinks should be allowed Unsecured	NOTES:
1	SEA Wire and Cable, Inc.	\$3,029.35	\$3,029.35		\$809.96		\$2,219.39	
2	Internal Revenue Service	\$0.00	\$35,421.25			\$0.00	\$0.00	Debtor believes that ALL taxes have been paid
3	McMaster-Carr	\$4,829.40	\$4,829.40				\$4,829.40	
4	Motion Industries, Inc.	\$345.00	\$345.00				\$345.00	
5	Carlton-Bates Company	\$81,183.10	\$84,086.57					withdrawn 3/28/16; see # 28 below
6	Relay Specialties, Inc.	\$6,828.96	\$6,828.96				\$6,828.96	
7	MSC Industrial Supply Co.	\$195.82	\$195.82				\$195.82	
8	Relay Specialties, Inc.	\$6,828.96	\$6,828.96				\$0.00	Duplicate of #6
9	Sirius Enterprises, Inc.	\$510.41	\$4,252.70				\$4,252.70	
10	Memco, Inc.	\$1,926.61	\$1,964.74				\$1,926.61	
11	Sirius Enterprises, Inc.	\$510.41	\$4,252.70				\$0.00	Duplicate of #9
12	Quirk Wire Co., Inc. d/b/a Winecraft Products	\$6,521.90	\$6,521.90				\$6,521.90	
13	Huber & Suhner, Inc.	\$8,071.79	\$8,071.79				\$8,071.79	
14	Serco Manufacturing Co.	\$4,930.96	\$2,387.70				\$0.00	replaced by # 52
15	I-Tech e -Services, Inc.	\$5,089.50	\$2,603.25				\$2,603.25	
16	PackagingSupplies.com	\$2,059.49	\$2,059.49				\$2,059.49	
17	Nelco Products, Inc.	\$309.90	\$309.90				\$309.90	
18	Pei Genesis	\$1,010.07	\$273.40				\$273.40	
19	Schwegman's	\$4,448.37	\$8,589.38				\$6,576.59	
20	IN Corporation LV	\$2,100.00	\$2,100.00				\$2,100.00	
21	March Electronics, Inc.	\$2,069.23	\$16,176.24				\$2,069.23	we returned things for credit
22	Henry Troemner	\$175.00	\$175.00				\$175.00	
23	Landsberg	\$140.00	\$140.00				\$140.00	
24	JBC Tools USA, Inc.	\$1,622.70	\$1,622.70				\$1,622.70	
25	Sager Electrical Supply Co.	\$987.35	\$987.35				\$987.35	
26	Arrow Electronics, Inc.	\$13,347.01	\$13,347.01				\$13,347.01	
27	Northeast Tactical Sales, Inc.	\$1,241.02	\$1,241.02				\$1,241.02	
28	Carlton-Bates Company	\$81,193.10	\$84,085.66		\$23,893.76		\$60,191.90	
29	L-Com Inc.	\$4,518.28	\$4,518.28				\$4,518.28	
30	Tendon Manufacturing	\$1,096.00	\$1,096.00				\$1,096.00	
31	Wiremasters, Inc.	\$2,794.65	\$2,811.15				\$2,811.15	
32	Hermetic Seal Corp.	\$6,256.50	\$6,256.50				\$6,256.50	
33	Uline Shipping Supplies	\$1,894.72	\$1,894.72				\$1,894.72	
34	Nortech Systems, Inc.	\$153,050.58	\$158,882.80				\$153,050.58	
35	Thorlabs, Inc.	\$690.15	\$850.65				\$690.15	claim includes post petition charges
36	Digi-Key Corporation	\$8,461.35	\$4,434.28		\$4,020.59		\$4,434.28	
37	Internal Revenue Service	\$0.00	\$27,400.00				\$0.00	per 4/5/16 amendment; debtor believe this will be -0-
38	Moog Inc. Components Group	\$8,575.00	\$8,750.00				\$8,750.00	
39	Fab Tech, Inc.	\$8,427.89	\$8,444.74				\$8,444.74	
40	Hamamatsu Corporation	\$1,586.00	\$1,586.00				\$1,586.00	

a	b	c	d	e	f	g	h	i
Claim #	Claimant	Amount of Debt as filed by DEBTOR	Amount of Claim as filed BY CREDITOR	Debtor thinks Amount of Allowed Secured Claim	Amount of Administrative Claim as filed BY CREDITOR	Debtor thinks should be allowed Priority	Debtor thinks should be allowed Unsecured	NOTES:
41	Berendsen Fluid	\$2,252.35	\$2,252.35				\$2,252.35	
42	WTG Group, Inc.	\$2,520.00	\$2,520.00				\$25,250.00	
43	Direct Capital Corp.	\$30,800.64	\$27,933.98				\$27,933.98	we had them as secured; no credit for repo
44	Interpower Corp.	\$794.04	\$794.04				\$794.04	
45	Eubanks Engineering Co.	\$1,089.90	\$1,089.90				\$1,089.90	
46	Micromo	\$171.50	\$171.50				\$171.50	
47	IGUS Bearings, Inc.	\$1,272.20	\$1,272.20				\$1,272.20	
48	Micromo	\$171.50	\$171.50				\$0.00	Duplicate of #46
49	NC Industries	\$4,904.35	\$0.00				\$4,904.35	
50	Rubbercraft Corporation	\$9,100.00	\$9,100.00				\$9,100.00	
51	Sealing Devices Inc.	\$2,607.00	\$2,607.00				\$2,607.00	
52	Serco Manufacturing Company	\$4,930.96	\$4,930.96				\$4,930.96	Also filed Claim #14 allowed here
53	Plastic Craft Products Corp.	\$9,122.70	\$9,122.70				\$9,122.70	
54	Paige Electric Company, LP	\$970.50	\$970.50				\$970.50	
55	Fastenal Company	\$494.53	\$831.71				\$831.71	
56	Breva Electronics, Inc.	\$1,647.10	\$1,647.10				\$1,647.10	
57	Mar Lee Manufacturing, Inc.	\$21,703.28	\$21,703.28				\$21,703.28	
58	CED d/b/a Keathley Patterson	\$10,824.01	\$10,890.57				\$10,890.57	
59	Fastenal Company	\$494.53	\$831.71				\$0.00	Duplicate of #55
60	De Lage Landen Financial Serv	\$0.00	\$78,461.00	\$78,461.00			\$0.00	pay monthly as per to cessation, then surrender
61	BMO Private Equity (US) Inc	\$558,830.33	\$498,995.67	\$498,995.67				second lien; Class # 6
62	Actronix Group, Inc.	\$890,441.83	\$795,101.16	\$795,101.16				
63	Synchrony Bank		\$644.42				\$0.00	
64	California Bank & Trust	\$1,993,757.16	\$1,986,226.05	\$1,993,757.16			\$0.00	pay first, from liquidation of assets, a/r and cash
65	IEWC Corp, fna Industrial Electri	\$351,506.71	\$382,898.17		\$48,521.49		\$334,376.68	
66	FedEx Tech Connect Inc	\$1,345.00	\$1,498.37				\$1,498.37	
67	Precision Machined Components	\$28,476.82	\$31,605.96				\$31,605.96	
68	Pontiac Coil, Inc.	\$1,893.72	\$1,893.72				\$1,893.72	
69	Century Fasteners Corp.	\$79.75	\$79.75				\$79.75	
70	Allied Electronics	\$1,938.75	\$4,587.81				\$1,938.75	
L A T E:								
71	TTI	\$205,392.93	\$205,381.44				\$205,392.93	allowed as it was on our petition
72	Avent, Inc.	\$12,520.37	\$8,627.97				\$8,627.97	allowed as it was on our petition
Claims sent to Debtor's attorney, but not filed with the court								
	Clark Office Products, Inc.	\$1,612.58	\$2,089.01				\$2,089.01	
	Corrugated Specialties	\$4,862.90	\$4,862.90				\$4,862.90	
	Epoxy Pak	\$2,861.76	\$2,861.76				\$2,861.76	
	Eubanks Engineering Co.	\$1,089.90	\$1,089.90				\$1,089.90	
	Global Fasteners, Inc.	\$1,950.00	\$1,950.00				\$1,950.00	
	Hartman-Walsh Painting Co.	\$0.00	\$112,452.00					Order of relief from stay to proceed against ins. agreed to -0- claim

a	b	c	d	e	f	g	h	i
Claim #	Claimant	Amount of Debt as filed by DEBTOR	Amount of Claim as filed BY CREDITOR	Debtor thinks Amount of Allowed Secured Claim	Amount of Administrative Claim as filed BY CREDITOR	Debtor thinks should be allowed Priority	Debtor thinks should be allowed Unsecured	NOTES:
	Heiland Electronics, Inc. Heiland Electronics, Inc.	\$1,129,132.86	\$434,385.90 \$716,460.08		\$434,385.90		\$716,460.08	
	LEMO USA, Inc.	\$2,564.43	\$2,564.43				\$2,564.43	
	Leoni Elocab, Ltd.	\$27,810.05	\$116,459.12		\$116,459.12			
	Miller Hardware	\$1,469.42	\$1,469.42				\$1,469.42	
	Newark	\$12,762.68	\$12,762.68				\$12,762.68	
	Peerless Electronics, Inc.	\$606.60	\$606.60				\$606.60	
	T&W Converter's Inc.	\$592.52	\$592.52				\$592.52	
	Talley Inc.	\$958.27	\$958.27				\$958.27	
	Total Technologies, Ltd.	\$1,700.00	\$1,700.00				\$1,700.00	
	Wesgarde Components Group	\$3,812.14	\$3,826.81				\$3,826.81	
FROM B/R PETITION - but no claim filed or sent to Debtor's attorney								
	Arvest Bank	\$29,976.57		\$0.00				Paid pursuant to Order entered 12-11-15
	Brycar Holdings, Inc.	\$1,211,101.55					\$1,211,101.55	undersecured
	Direct Capital Corp.	\$30,800.64					\$30,800.64	breached executory contract
	Isuzu Finance of America	\$41,170.25		\$41,170.25				pay monthly as per to cessation, then surrender
	Marion County Tax Collector	\$9,418.30						paid current
	Marion County Tax Collector	\$9,319.51						paid current
	A. Schulman	\$5,621.00					\$5,621.00	
	A.E. Petsche Co., Inc.	\$2,320.68					\$2,320.68	
	ADT Security System	\$931.11					\$931.11	
	Allied	\$250.00					\$250.00	
	American Conec Corp.	\$984.00					\$984.00	
	Amidon Associates, Inc.	\$536.49					\$536.49	
	Amphenol Thermometrics, Inc.	\$8,266.00					\$8,266.00	
	Anixter Fasteners	\$100.00					\$100.00	
	Anixter-Memphis	\$78,326.26					\$78,326.26	
	Arkansas Packaging Products	\$1,263.12					\$1,263.12	
	ASCO Value	\$1,256.43					\$1,256.43	
	AT&T Mobility	\$874.04					\$874.04	
	Aurora Marketing, Inc.	\$146.12					\$146.12	
	BCU	\$116.00					\$116.00	
	Beckman Coulter Consignment	\$88,627.41					\$88,627.41	
	Beyond Components, Inc.	\$225.30					\$225.30	
	Binder	\$58.88					\$58.88	
	BJG Electornics	\$667.20					\$667.20	
	Bolton & Company	unknown					\$0.00	
	Burkert Contromatic Corp	\$7,068.20					\$7,068.20	
	C & C Holding Company	\$20,467.45					\$20,467.45	
	C & D Electronics	\$483.12					\$483.12	
	Carplugs	\$96.52					\$96.52	
	CDM Electric	\$847.00					\$847.00	
	Chavers Gasket Corp.	\$190.00					\$190.00	
	Cintas	\$391.67					\$391.67	
	Cimis Systems	\$5,245.00					\$5,245.00	
	Coast Air	\$36.00					\$36.00	
	Conney Safety Products	\$186.00					\$186.00	
	Continental/Omega Wire	\$806.40					\$806.40	
	Control Resources, Inc.	\$466.70					\$466.70	
	Cooner Wire	\$630.00					\$630.00	
	Crown Packaging Corp.	\$859.20					\$859.20	
	CVI Laser	\$3,786.37					\$3,786.37	
	D.B. Roberts, Inc.	\$65.00					\$65.00	
	Daniels Manufacturing Corp.	\$687.36					\$687.36	
	DSL Freight	\$169.56					\$169.56	
	EIS, Inc.	\$10,643.94					\$10,643.94	
	Electro Enterprises	\$42,574.83					\$42,574.83	
	Enco Manufacturing	\$57.89					\$57.89	
	Entergy Arkansas	\$21.30					\$21.30	
	Everett Charles Tech	\$444.55					\$444.55	
	Fiber Instrument Sales, Inc.	\$1,345.00					\$1,345.00	
	Flame Enterprises, Inc.	\$1,432.00					\$1,432.00	
	Gilbert Mold & Die, Inc.	\$3,245.00					\$3,245.00	
	Glenair, Inc.	\$16,146.02					\$16,146.02	
	Grainger	\$1,104.35					\$1,104.35	

a	b	c	d	e	f	g	h	i
Claim #	Claimant	Amount of Debt as filed by DEBTOR	Amount of Claim as filed BY CREDITOR	Debtor thinks Amount of Allowed Secured Claim	Amount of Administrative Claim as filed BY CREDITOR	Debtor thinks should be allowed Priority	Debtor thinks should be allowed Unsecured	NOTES:
	GSI Group Corp.	\$13,044.00					\$13,044.00	
	Hampton Eng. Corp.	\$380.00					\$380.00	
	Hi Tech	\$3,031.54					\$3,031.54	
	Hisco, Inc.	\$586.00					\$586.00	
	Mark Hoffschmeider	\$0.00					\$0.00	
	Idex Health & Science	\$751.40					\$751.40	
	International Configuration	\$161.67					\$161.67	
	Ja-Bar Silicone Corp	\$5,644.80					\$5,644.80	
	Jim Brown Co.	\$636.24					\$636.24	
	Johnston Industrial Supply	\$385.85					\$385.85	
	JST	\$825.00					\$825.00	
	Kensington Electronics, Inc.	\$16,367.20					\$16,367.20	
	Krayden, Inc.	\$11,388.83					\$11,388.83	
	Lexco Cable Mfg & Distributors	\$59.70					\$59.70	
	Lorraine Holdings, Inc.	\$0.00					\$0.00	
	M.M. Newman	\$50.11					\$50.11	
	Master Electronics	\$6,813.53					\$6,813.53	
	Megger	\$230.00					\$230.00	
	Molex, Inc.	\$550.00					\$550.00	
	Mouser Electronics, Inc.	\$10,054.05					\$10,054.05	
	Nasco Industries, Inc. #5327	\$89.00					\$89.00	
	National Wire & Cable Corp.	\$2,935.00					\$2,935.00	
	Northern AR Telephone Co.	\$3,117.32					\$3,117.32	
	One Touch Point	\$54.00					\$54.00	
	Pieth, LLC	\$0.00					\$0.00	
	Postronic Industries, Inc.	\$94,021.27					\$94,021.27	
	Powell Electronics Inc.	\$2,642.92					\$2,642.92	
	Production Automation	\$115.00					\$115.00	
	Prototype Productions, Inc.	\$7,605.94					\$7,605.94	
	Rathsburg Associates, Inc.	\$5,000.00					\$5,000.00	
	Regal Machine, Inc.	\$5,240.72					\$5,240.72	
	River Village Properties	\$0.00					\$0.00	
	Rosenberger of North America	\$496.00					\$496.00	
	Samsung Investment Trust Mngr	\$7,215.00					\$7,215.00	
	Schleuniger, Inc.	\$1,678.00					\$1,678.00	
	Scott Gross Co., Inc.	\$20.02					\$20.02	
	Selex	\$143.70					\$143.70	
	Source Gas AR	\$38.13					\$38.13	
	Stanley Supply & Service	\$832.08					\$832.08	
	Randy Steinberg	\$1,230,000.00					\$1,230,000.00	
	Sterling Instrument	\$12,837.30					\$12,837.30	
	Straight Road Electronics Inc.	\$2,476.50					\$2,476.50	
	Symmetry Holding, Inc.	\$5,209.31					\$5,209.31	
	Techni-Tool	\$16.66					\$16.66	
	Tektronix, Inc.	\$139.00					\$139.00	
	Teledyne Hastings Instruments	\$7,600.00					\$7,600.00	
	Therm-O-Disc, Inc.	\$9,727.00					\$9,727.00	
	TLC Electronics	\$68.00					\$68.00	
	Tyco Electronics	\$39,733.41					\$39,733.41	
	Ulti-Mate Connector, Inc.	\$11,627.20					\$11,627.20	
	United Parcel Service	\$1,913.71					\$1,913.71	
	UPS Supply Chain Solutions	\$40.02					\$40.02	
	US Digital	\$3,621.00					\$3,621.00	
	Wes-Carde Components	\$3,812.14					\$3,812.14	
	Wesco Aircraft	\$5,505.25					\$5,505.25	
	WHMA	\$650.00					\$650.00	
	Willie Padgett	\$225.00					\$225.00	
	Woven Electronics Corp.	\$13,022.40					\$13,022.40	
	York Industries	\$17,644.80					\$17,644.80	
		\$8,994,623.11	\$6,041,586.25	\$3,407,485.24	\$628,090.82	\$0.00	\$4,907,142.84	
	Bankruptcy petition amounts	\$8,863,423.32		\$4,756,078.33		\$18,737.81	\$4,088,607.18	

	Sep	Oct	Nov	Dec	Jan	Feb	Mar	
Sales Levels	655,418	855,196	1,291,630	1,391,630	1,341,630	1,249,525	861,999	794,781 Sep ending a/r
Philips Pre Pay								6,991,610 Oct-Mar Sales
								7,786,392 Total
A/R collections	1,071,090	816,873	2,115,572	1,391,630	1,341,630	1,249,525	862,000	7,777,230 Oct-Mar collections
								9,161 3/31/17 a/r
CGS post BK	143,887	282,680	371,100	551,100	452,400	426,300	173,000	
			0	0	0	0	0	
Payroll	228,827	212,681	220,000	305,000	170,000	120,000	110,000	
401k payments	8,879	8,983	9,400	14,100	8,000	7,400	7,200	
Medical	67,045	34,000	34,000	34,000	28,000	28,000	56,000	
Misc Ins - employoe	14,412	8,600	8,600	8,600	7,700	7,700	15,400	
Liability insurance	7,917	8,100	8,100	8,100	8,100	8,100	16,200	
Rent	22,293	22,293	22,293	22,293	22,293	22,293	44,586	
Leases	14,534	4,791	16,519	29,799	16,519	16,519	16,519	
Utilities	15,658	13,239	8,600	8,600	8,600	8,600	16,100	
Interest - Cal Bank	6,465	11,376	6,450	6,450	6,450	6,450	12,900	
Canadian Payment	-	0	0	0	0	0	-	
Credit Card Fees	20,775	24,000	24,000	50,000	30,000	32,000	34,000	
Arvest CD	-	0	0	0	0	0	(50,000)	
Outside Services	7,200	3,600	3,600	3,600	3,600	3,600	3,600	
Commissions	2,500	2,500	2,500	0	0	0	-	
IS support	5,899	6,000	6,000	6,000	6,000	6,000	12,000	
Freight	7,481	6,920	9,278	13,778	11,310	10,658	4,325	
Legal & other Prof Fees	(23,338)	0	0	0	0	100,000	150,000	
Property taxes	17,637	0	0	0	0	0	-	
Credit Card Expenses	68,000	85,000	100,000	95,000	135,000	90,000	45,000	
Cleaning Service	2,821	2,821	2,821	2,821	2,821	2,821	5,642	
Misc expenses	11,828	15,022	18,000	22,500	18,000	18,000	22,500	
Retention Fees	-	0	0	0	100,000	0	100,000	
Cal Bank	200,000	250,000	0	500,000	0	250,000	550,000	
Total Cash exp	850,718	1,002,605	871,261	1,681,740	1,034,793	1,164,441	1,344,972	
Cash Flow	220,372	-185,732	1,244,312	-290,110	306,837	85,084	(482,972)	
Ending Cash	584,210	398,477	1,642,789	1,352,679	1,659,516	1,744,600	1,261,627	

Closing Costs (Adds)

Patent Value	\$ (75,000)
Equipment & Tooling	\$ (200,000)
Customer preferred tooling and documentation	\$ (100,000)
Final Salaries	\$ 55,000
Final Vacation Pay	\$ 200,000
Final Ins./Benefits	\$ 6,500
Supplier/Misc. Pmts	\$ 65,000
Wind Down Salaries	\$ 50,000
U.S. Trustee	\$ 11,500

Net Ending Cash \$ 1,248,627 \$ 1,257,789

Estimated ending value \$1.0 - \$1.3 million

Exhibit 4

**United States Bankruptcy Court
Western District of Arkansas**

In re Actronix, Inc.
Debtor

Case No. 3:15-bk-72593

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Brycar Holdings, Inc. Attn: Tim Grant 2210 Berwick Woods Fallbrook, CA 92028	Equity		20%
Lorraine Holdings, Inc. c/o Randy Steinberg 8600 Rheem Avenue South Gate, CA 90280	Equity		80%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 4, 2015

Signature /s/ Tom Brunell
Tom Brunell
CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

Exhibit 5

0 continuation sheets attached to List of Equity Security Holders

SEA Wire & Cable, Inc.
Coface North America Insurance
50 Millstone Rd., Bldg 100, Ste. 360
East Windsor, NJ 08520-1415

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

McMaster-Carr
200 Aurora Industrial Parkway
Aurora, OH 44202

Motion Industries
P.O. Box 1477
Birmingham, AL 35201

Carlton Bates Company
Attn: James Schulker, (FS)
3600 W. 36th Street
Little Rock, AR 72209

Relay Specialties, Inc.
P.O. Box 7000
Oakland, NJ 07436

MSC Industrial Supply
75 Maxess Road
Melville, NY 11747

Sirius Enterprises
2620 Sirius Drive
Denton, TX 76208

Memco, Inc.
Attn: Wendy LeValley
296 Carlton Road
Hollister, MO 65672

Quirk Wire Co., Inc. - Winecraft
146 East Main Street
West Brookfield, MA 01585

Huber & Suhner, Inc.
8530 Steele Creek Place Dr.
Unit H
Charlotte, NC 28273

Serco Manufacturing Co.
3233 W. Kingsley Rd., Ste. 200
Garland, TX 75041

I-Tech e-Services, Inc.
4020 Steve Reynolds Blvd.
Norcross, GA 30093

Packaging Supplies.com
16363 Pearl Road
Cleveland, OH 44136

Nelco Products, Inc.
22 Riverside Drive
Pembroke, MA 02359

Pei Genesis
2180 Hornig Road
Philadelphia, PA 19116

Schwegman's
1218 Commerce Drive
Mountain Home, AR 72653

IN Corporation VL
2618 Portsmouth Creek Ave
Henderson, NV 89052

March Electronics, Inc.
25 Feldland Street
Bohemia, NY 11716

Henry Troemner
201 Wolf Drive
Thorofare, NJ 08086-0087

Landsberg
P.O. Box 101144
Pasadena, CA 91189-1144

JBC Tools USA, Inc.
9296 Dielman Industrial Drive
St Louis, MO 63132

Sager Electrical Supply Co., Inc.
19 Leona Drive
Middleborough, MA 02346

Arrow Electronics, Inc.
C/o NAC Risk Recovery
9201 E. Dry Creek Road
Englewood, CO 80112

Northeast Tactical Sales, Inc.
P.O. Box 1952
Wakefield, MA 01880

L-Com Inc.
45 Beechwood Drive
North Andover, MA 01845

Tendon Manufacturing
20805 Aurora Road
Warrensville Hts, OH 44146

Wiremasters, Inc.
1788 Northpointe Road
Columbia, TN 38401

Hermetic Seal Corp
Anne Aaronson, Dilworth Paxson
1500 Market St., Ste. 3500E
Philadelphia, PA 19102

Uline Shipping Supplies
PO Box 88741
Chicago, IL 60680-1741

Nortech Systems, Inc.
4050 Norris Ct., NW
Bemidji, MI 56601

Thorlabs, Inc.
57 Sparta Avenue
Newton, NJ 07860

Digi-Key Corporation
PO Box 677
Thief River Falls, MN 56701

Moog Inc. Components Group
1213 N. Main Street
Blacksburg, VA 24060

Fab Tech, Inc.
12 North 25th Street
Van Buren, AR 72956

Hamamatsu Corporation
360 Foothill Road
Box 6910
Bridgewater, NJ 08807-0910

Berendsen Fluid
401 S. Boston Ave., Ste. 1200
Tulsa, OK 74103-4013

WTG Group, Inc.
P.O. Box 110850
Carrollton, TX 75011

Direct Capital Corp
155 Commerce Way
Portsmouth, NH 03801

Interpower Corp.
P.O. Box 115
Oskaloosa, IA 52577

Eubanks Engineering Co.
3022 Inland Empire Blvd.
Ontario, CA 91764

Micromo
14881 Evergreen Avenue
Clearwater, FL 33762

IGUS Bearings, Inc.
257 Ferris Avenue
Rumford, RI 02916

NC Industries
42147 Roick Drive
Temecula, CA 92590

Rubbercraft
Attn: Rajeannia Bohannon
3701 Contant Street
Long Beach, CA 90808

Sealing Devices, Inc.
4400 Walden Avenue
Lancaster, NY 14086

Plastic-Craft Products Corp
744 West Nyack Road
West Nyack, NY 10994

Paige Electric Company LP
1160 Springfield Road
Union, NJ 07083

Fastenal Company
2001 Theurer Blvd.
Winona, MN 55987

Brevan Electronics, Inc.
6 Continental Blvd.
Merrimack, NH 03054

Mar Lee Manufacturing, Inc.
4711 E. Guasti Road
Ontario, CA 91761

CED
d/b/a Keathley Patterson Electric
PO Box 2259
Mission, KS 66202

De Lage Landen Financial Services
1111 Old Eagle School Road
Wayne, PA 19087

BMO Private Equity (US) Inc.
Attn: Stephen Joiner, Attorney
120 East Fourth Street
Little Rock, AR 72201

Actronix Group, Inc.
Attn: Stephen Joiner, Attorney
120 East Fourth Street
Little Rock, AR 72201

Synchrony Bank
Recovery Management Systems Corp
25 SE 2nd Ave., Suite 1120
Miami, FL 33131-1605

California Bank & Trust
550 South Hope St., Ste. 300
Los Angeles, CA 90071

IEWC Corp.
P.O. Box 88545
Milwaukee, WI 53288

FedEx Tech Connect Inc
3965 Airways Blvd., Module G, 3rd Fl
Memphis, TN 38116

Precision Machined Components
Attn: Howard Moore
812 Tradesmens Park Loop
Hutto, TX 78634

Pontiac Coil, Inc.
Attn: Michael T. Gidley
5800 Moody Drive
Clarkston, MI 48348

Century Fasteners Corp
50-20 Ireland Street
Elmhurst, NY 11373-3734

Allied Electronics
P.O. Box 2325
Fort Worth, TX 76113

TTI, Inc.
2441 Northeast Parkway
Fort Worth, TX 76106-1896

Avnet, Inc.
c/o Beth Thompson
5400 Prairie Stone Parkway
Hoffman Estates, IL 60192

AR Dept of Finance & Admn
P.O. Box 1272
Little Rock, AR 72203-1272

Hartman-Walsh Painting Co
c/o Beth Boggs, Attorney
9326 Olive Blvd., Ste. 200
St Louis, MO 63132

Consolidated Electrical Distr., Inc.
c/o J. R. "Dick" Buzbee, Attorney
300 Spring Building, Suite 1004
Little Rock, AR 72201

Mr. Aaron R. Cahn, Attorney
CARTER LEDYARD & MILBURN,
2 Wall Street
New York, NY 10005

Mr. Jake Bushey, CPA
Accounting Solutions of NWA
1479 Executive Place, Suite B
Springdale, Arkansas 72762

Actronix, Inc.
Attn: Mr. Thomas Brunell
P.O. Box 310
Flippin, AR 72634-0310

Mr. David M. Mannion
Blakeley LLP
54 W. 40th Street
New York, NY 10018

Mr. Ronald A. Clifford, Attorney
BLAKELEY LLP
18500 Von Karman Ave., Ste. 530
Irvine, CA 92612

Leoni Elocab, Ltd.
c/o Mr. James F. Dowden, Attorney
212 Center Street, 10th Floor
Little Rock, AR 72201

Carton Bates Company
c/o Matt Fryar, Attorney
P.O. Box 1400
Springdale, AR 72765-1400

IEWC Corp.
c/o Gail Inman-Campbell, Attorney
320 W. Erie
Harrison, AR 72601

ZB, N.A.
c/o Anthony Juneau, Attorney
5414 Pinnacle Point Dr., Ste. 500
Rogers, AR 72758

Lorraine Holdings, Inc.
c/o Mr. Craig Margulies, Attorney
16030 Ventura Blvd., Ste. 470
Encino, CA 91436

ZB, N.A.
c/o Mr. Anthony J. Napolitano, Esq.
1000 Wilshire Blvd., Ste. 1500
Los Angeles, CA 90017-1730

Lorraine Holdings, Inc.
c/o Kyle Unser, Attorney
234 E. Millsap Rd., Suite 400
Fayetteville, AR 72703

Clark Office Products, Inc.
302 Main Street
P.O. Drawer 250
Mountain Home, AR 72653

Corrugated Specialties
2901 N. 23rd
Fort Smith, AR 72906

Epoxy Pax, Inc.
711 W. 17th Street
Unit B-5
Costa Mesa, CA 92627

Eubanks Engineering Co.
3022 Inland Empire Blvd.
Ontario, CA 91764

Global Fasteners
10634 Control Place
Dallas, TX 75238

Heilind
Attn: Sandy Fritchie
26570 Agoura Road, Suite 100
Calabasas, CA 91302

LEMO
P.O. Box 2408
Rohnert Park, CA 94927-2408

Leoni Elocab Ltd.
258 McBrine Drive
Kitchener, Ontario, CA N2R 1H8,

Miller Hardware
P.O. Box 574
Yellville, AR 72687

Newark Inone
P.O. Box 94151
Palatine, IL 60094-4151

Peerless Electronic
700 Hicksville Road
Bethpage, NY 11714

T & W Converters, Inc.
15020 Marquardt Ave.
Santa Fe Springs, CA 90670

Talley, Inc.
P.O. Box 511390
Los Angeles, CA 90051

Total Technologies
9710 Research Drive
Irvine, CA 92618-4327

Wes-Garde Components
2820 Drane Field Road
Lakeland, FL 33811

John Davis & Jonathan Horton
WRIGHT LINDSEY & JENNINGS
200 W. Capitol Avenue, Suite 2300
Little Rock, AR 72201-3699

Mr. Robert Ezra, Attorney
FREEMAN FREEMAN & SMILEY
1888 Century Park East, Suite 1900
Los Angeles, CA 90067

Kevin Keech, Attorney
KEECH LAW FIRM
2011 S Broadway
Little Rock, AR 72201