

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re Bondex International, Inc.

Case No. 10-11779 (JKF)
Reporting Period: November 2011

Federal Tax I.D.# 34-1104125

CORPORATE MONTHLY OPERATING REPORT

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

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

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


Signature of Debtor

12/27/11
Date


Signature of Authorized Individual*

12/27/11
Date

Glenn R. Hasman
Printed Name of Authorized Individual

Assistant Secretary
Title of Authorized Individual

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

Bondex Monthly Operating Reports

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

BONDEX MOR - 1

Schedule of Cash Receipts and Disbursements	
<u>NCB/PNC CONCENTRATION ACCOUNT</u>	CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)
CASH BEGINNING OF MONTH	(\$292)
RECEIPTS	
REFUNDED PRE-FILING LEGAL FEES	
I/C FROM (TO) SPHC	44,130
TOTAL RECEIPTS	\$44,130
DISBURSEMENTS	
PAYROLL & EXPENSES	43,838
TOTAL DISBURSEMENTS	\$43,838
NET CASH FLOW	\$292
CASH - END OF MONTH	\$0

US Trustee Fee Calculations	
DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)	
TOTAL DISBURSEMENTS	\$43,838
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	\$43,838

Bank Reconciliation (or copies of debtor's bank reconciliations)			
30-Nov-11			
	NCB/PNC a/c 11-3079-4894*	NCB/PNC a/c 11-3138-7203	<u>Total</u>
Month-End Balance per Books	\$0	Closed	\$0

*This account reconciles this month.

BONDEX MOR - 2

Statement of Operations		
REVENUES	Nov-11	Cumulative Filing to Date
Gross Revenues	\$	\$
Less: Returns and Allowances		
Net Revenue	\$	\$
COST OF GOODS SOLD		
Beginning Inventory		
Add: Purchases		
Add: Cost of Labor		
Add: Other Costs (attach schedule)		
Less: Ending Inventory		
Cost of Goods Sold		
Gross Profit		
OPERATING EXPENSES		
Advertising		
Auto and Truck Expense	\$600	\$7,229
Bad Debts		
Contributions		
Employee Benefits Programs	4,319	91,109
Officer/Insider Compensation*	27,500	485,000
Insurance	1,607	58,061
Management Fees/Bonuses	12,500	275,000
Office Expense		36
Pension & Profit-Sharing Plans		
Repairs and Maintenance		51
Rent and Lease Expense	2,875	49,739
Salaries/Commissions/Fees		
Supplies and Mailings		947
Taxes - Payroll	559	40,252
Taxes - Real Estate		
Taxes - Other		886
Travel and Entertainment		24,219
Utilities		
Other (attach schedule) - Other Expense	6,378	19,237
Total Operating Expenses Before Depreciation	56,338	1,051,765
Depreciation/Depletion/Amortization		
Net Profit (Loss) Before Reorganization Items	(\$56,338)	(\$1,051,765)
OTHER INCOME AND EXPENSES		
Other Income (attach schedule)		64,221
Interest Income		162
Other Expense (attach schedule)		
Net Profit (Loss) Before Reorganization Items	(\$56,338)	(\$987,382)
REORGANIZATION ITEMS		
Professional Fees		
U.S. Trustee Quarterly Fees		6,500
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)		
Gain (Loss) from Sale of Equipment		
Other Reorganization Expenses (attach schedule)		
Total Reorganization Expenses		
Income Taxes	(20,282)	(4,345,869)
Net Profit (Loss)	(\$36,056)	\$3,351,988

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

BREAKDOWN OF "OTHER CATEGORY"

OTHER COSTS		
Other Expense	6,378	19,237
OTHER OPERATIONAL EXPENSES		
OTHER INCOME		
Refunds of payments made pre-filing		64,221
OTHER EXPENSES		
OTHER REORGANIZATION EXPENSES		

Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:
Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

MOR-2 (a): Other Expense		
Admin. / Executive Mgmt Expense	Nov-11	Total Year
Outside Services	\$6,378	\$19,093
Subscriptions		144
Other Expense	\$6,378	\$19,237

MOR-2 (b): Interest Income - 3rd Party		
Non - Operating Income / Expense	Nov-11	Total Year
Interest Income - 3rd Party		\$162

BONDEX MOR - 3

Balance Sheet			
	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
ASSETS			
CURRENT ASSETS			
Unrestricted Cash and Equivalents	\$0	(\$292)	\$485,396
Restricted Cash and Cash Equivalents (see continuation sheet)			
Accounts Receivable (Net)			
Notes Receivable			
Inventories			
Prepaid Expenses	2,960	2,960	2,960
Professional Retainers			
Other Current Assets (attach schedule)	9,661,912	9,641,631	5,122,050
TOTAL CURRENT ASSETS	\$9,664,872	\$9,644,299	\$5,610,405
PROPERTY AND EQUIPMENT			
Real Property and Improvements			
Machinery and Equipment			
Furniture, Fixtures and Office Equipment			
Leasehold Improvements			
Vehicles			
Less Accumulated Depreciation			
TOTAL PROPERTY & EQUIPMENT			
OTHER ASSETS			
Amounts due from Insiders*			
Other Assets (attach schedule)	(191,101,792)	(191,057,663)	(190,528,545)
TOTAL OTHER ASSETS	(191,101,792)	(191,057,663)	(190,528,545)
TOTAL ASSETS	(\$181,436,920)	(\$181,413,364)	(\$184,918,140)

	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
LIABILITIES AND OWNER EQUITY			
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable			
Taxes Payable (refer to FORM MOR-4)			
Wages Payable			
Notes Payable			
Rent/Leases - Building/Equipment			
Secured Debt/Adequate Protection Payments			
Professional Fees			
Amounts Due to Insiders*			
Other Post-petition Liabilities (attach schedule)	\$128,984	\$116,484	
TOTAL POSTPETITION LIABILITIES	\$128,984	\$116,484	\$0
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt			
Priority Debt			
Unsecured Debt (attach schedule)	366,740,440	366,740,440	366,740,192
TOTAL PRE-PETITION LIABILITIES	366,740,440	366,740,440	366,740,192
TOTAL LIABILITIES	\$366,869,424	\$366,856,924	\$366,740,192
OWNER EQUITY			
Common Stock - SUBS	500	500	500
Additional Paid-in Capital - SUBS	2,343,820	2,343,820	2,343,820
Partners' Capital Account			
Owner's Equity Account			
Retained Earnings - Pre-Petition	(554,002,652)	(554,002,652)	(554,002,652)
Retained Earnings - Post-petition	3,351,988	3,388,044	
Adjustments to Owner Equity (attach schedule)			
Post-petition Contributions (attach schedule)			
NET OWNER EQUITY	(548,306,344)	(548,270,288)	(551,658,332)
TOTAL LIABILITIES AND OWNERS EQUITY	(\$181,436,920)	(\$181,413,364)	(\$184,918,140)

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

	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
ASSETS			
Other Current Assets	\$9,661,912	\$9,641,631	\$5,122,050
Income Taxes Receivable (Payable)	21,676	1,395	
Deferred Inc Tax Asset - Current	9,640,236	9,640,236	5,122,050
Other Assets	(\$191,101,792)	(\$191,057,663)	(\$190,528,545)
Intercompany Accounts (Net)	(327,240,359)	(327,196,230)	(326,860,857)
Deferred Inc Tax Asset - Non-Current	136,137,914	136,137,914	136,331,659
Other Long Term Assets	653	653	653
LIABILITIES AND OWNER EQUITY			
Other Post-petition Liabilities	\$128,984	\$116,484	\$0
Accrued Asbestos Claims - Current			
Accrued Liabilities - Other	128,984	116,484	
Other Long Term Liabilities			
Deferred Inc Tax Liability - Non-Current			
Accrued Asbestos Claims - Non-Current			
Unsecured Debt	\$366,740,440	\$366,740,440	\$366,740,192
Accrued Asbestos Claims - Current	20,000,000	20,000,000	20,000,000
Pre-Petition Unsecured Accounts Payable	118,806	118,806	118,806
Pre-Petition Unsecured Professional Services	3,180,643	3,180,643	2,225,511
Pre-Petition Unsecured Settled Asbestos P.I. Claimants	3,190,000	3,190,000	2,840,000
Other Long Term Liabilities	(33,776,331)	(33,776,331)	(33,776,331)
Deferred Inc Tax Liability - Non-Current	0	0	(248)
Accrued Asbestos Claims - Non-Current ⁽¹⁾	374,027,321	374,027,321	\$375,332,454
Adjustments to Owner Equity			
Postpetition Contributions			

(1) Decrease from May 31 pre-petition value due to additional activities that were incurred pre-petition, but presented after filing

MOR-3 (a): Intercompany Balances, Net		
	30-Nov-11	31-May-10
SPHC*	(\$327,240,359)	(\$326,860,857)
Total	(\$327,240,359)	(\$326,860,857)

*represents net loans to (borrowings from) SPHC

MOR-3 (b): Other Long-Term Liabilities		
	30-Nov-11	31-May-10
Tax-Related Receivable from SPHC	(\$33,776,331)	(\$33,776,331)
Total	(\$33,776,331)	(\$33,776,331)

MOR-3 (c): Pre-Petition Unsecured Accounts Payable		
	30-Nov-11	31-May-10
Pre-Petition Unsecured Accounts Payable	\$118,806	\$118,806
Total	\$118,806	\$118,806

MOR-3 (d): Accrued Asbestos Claims - Non-Current		
	30-Nov-11	31-May-10
Accrued Asbestos Claims LT	\$374,027,321	\$375,332,454
Total	\$374,027,321	\$375,332,454

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THIS SCHEDULE IS NOT APPLICABLE - EVERYTHING IS CURRENT

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

THIS SCHEDULE IS NOT APPLICABLE

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

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

MOR-4 (a): Intercompany Balances, Net		
	<u>30-Nov-11</u>	<u>31-May-10</u>
SPHC*	(\$327,240,359)	(\$326,860,857)
Total	(\$327,240,359)	(\$326,860,857)

*represents net loans to (borrowings from) SPHC

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THIS SCHEDULE IS NOT APPLICABLE

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

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

THIS SCHEDULE IS NOT APPLICABLE

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

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NO PROFESSIONAL FEES HAVE BEEN PAID THUS FAR

Payments to Insiders and Professionals			
INSIDERS			
NAME	TYPE OF PAYMENT	Nov-11	TOTAL PAID TO DATE
John Fleming	Salary	\$10,333	\$182,000
Glenn Hasman	Salary	17,167	303,000
TOTAL PAYMENTS TO INSIDERS		\$27,500	\$485,000

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING	AMOUNT APPROVED	AMOUNT PAID	TOTAL	TOTAL
TOTAL PAYMENTS TO PROFESSIONALS		None	None	None	None

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

THIS SCHEDULE IS NOT APPLICABLE

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

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