

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re CEI LIQUIDATION ESTATES

Debtor

Case No. 09-14019, 09-14018, 09-14020

09-14021, 09-14022, 09-14023, 09-14024

09-14025, 09-14026, 09-14027, 09-14028

09-14029, 09-14030, 09-14031, 09-14032

09-14033, 09-14034, 09-14035, 09-14036

Reporting Period: 2/1/2011 - 2/28/2011

**MONTHLY OPERATING REPORT**

File with Court and submit copy to United States Trustee within 30 days after end of month.

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

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>	<b>Affidavit/Supplement Attached</b>
Schedule of Cash Receipts and Disbursements	MOR-1	Yes	No	No
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	No	No	Yes
Schedule of Professional Fees Paid	MOR-1b	Yes	No	No
Copies of bank statements		No	No	No
Cash disbursements journals		No	No	No
Statement of Operations	MOR-2	Yes	No	No
Balance Sheet	MOR-3	Yes	No	No
Status of Postpetition Taxes	MOR-4	Yes	No	Yes
Copies of IRS Form 6123 or payment receipt		No	No	No
Copies of tax returns filed during reporting period		No	No	No
Summary of Unpaid Postpetition Debts	MOR-4	Yes	No	No
Listing of aged accounts payable	MOR-4	No	No	No
Accounts Receivable Reconciliation and Aging	MOR-5	Yes	No	No
Debtor Questionnaire	MOR-5	Yes	No	No

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

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

\_\_\_\_\_  
Date

Jack B. Fishman  
Printed Name of Authorized Individual

3-9-11  
Date

Estate Administrator  
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.

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS (MOR-1)**

Amounts reported should be per the debtor's books, not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM IR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

('000 USD)

Case No.	09-14025	09-14018	09-14023	09-14024	09-14022	09-14020	09-14030	09-14021	09-14028	Debtors Consolidated Total	Projected Total
Debtor Name	CEI Liquidation Estates	Redman Homes, Inc.	Western Homes Corporation	Star Fleet, Inc.	Homes of Merit, Inc	New Era Building Systems, Inc.	Highland Manufacturing Company LLC	North American Housing Corp	San Jose Advantage Homes, Inc.		
<b>CASH BEGINNING OF THE MONTH</b>	\$ 93	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 93	\$ 48
<b>RECEIPTS</b>											
Accounts Receivable	-	-	-	-	-	-	-	-	-	-	-
Floor planner receipts	-	-	-	-	-	-	-	-	-	-	-
GE Incoming credits	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	40
Proceeds from Property Sale	-	-	-	-	-	-	-	-	-	-	-
DIP Funding	-	-	-	-	-	-	-	-	-	-	-
Voided checks	-	-	-	-	-	-	-	-	-	-	-
Deposits-in-transit	-	-	-	-	-	-	-	-	-	-	-
Transfers (Remote Deposits)	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL RECEIPTS</b>	-	-	-	-	-	-	-	-	-	-	40
<b>DISBURSEMENTS (NOTE 2)</b>											
Net Payroll	-	-	-	-	-	-	-	-	-	-	-
Star Fleet Driver Pay Transfers	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	-	-
Sales, Use, & Other Taxes by EFT	-	-	-	-	-	-	-	-	-	-	-
Self-Insurance Payments by EFT	-	-	-	-	-	-	-	-	-	-	-
Transfers to 401(k) by EFT	-	-	-	-	-	-	-	-	-	-	-
Industrial Revenue Bond's Interest	-	-	-	-	-	-	-	-	-	-	-
EFT's-contractors & employee reimbursement	-	-	-	-	-	-	-	-	-	-	-
Interest & fees	-	-	-	-	-	-	-	-	-	-	-
Returned checks	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-	-	-	-	-	(18)
HUD and Mod Labels by EFT	-	-	-	-	-	-	-	-	-	-	-
Vendor payments by EFT	-	-	-	-	-	-	-	-	-	-	-
U.S. Trustee Quarterly Fees	(8)	-	-	-	-	-	-	-	-	(8)	(20)
Other	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS</b>	(8)	-	-	-	-	-	-	-	-	(8)	(38)
<b>INTERCOMPANY DEBTOR BANK ACCOUNT:</b>											
ZBA RECEIPTS/TRANSFERS	-	-	-	-	-	-	-	-	-	-	-
TRANSFERS BETWEEN ACCOOUNTS	-	-	-	-	-	-	-	-	-	-	-
Cash purchased by NewCo (CHBI) in a Section 363 sale	-	-	-	-	-	-	-	-	-	-	-
<b>NET CASH FLOW</b>	(8)	-	-	-	-	-	-	-	-	(8)	2
(Receipts Less Disbursements)											
<b>ROLL FORWARD</b>											
CASH BEGINNING OF THE MONTH	\$ 93	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 93	\$ 48
NET CASH FLOW	(8)	-	-	-	-	-	-	-	-	(8)	2
CASH-END OF MONTH	\$ 85	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 85	\$ 50

**NOTES**

- Of the 19 Debtor Companies, this schedule includes only those Debtor Companies that have bank accounts.
- MOR-1 Disbursements based on Debtor Bank Accounts.

**THE FOLLOWING SECTION MUST BE COMPLETED**

**DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)**

Case No.	09-14025	09-14018	09-14023	09-14024	09-14022	09-14020	09-14030	09-14021	09-14028	Debtors Consolidated Total
Debtor Name	CEI Liquidation Estates	Redman Homes, Inc.	Western Homes Corporation	Star Fleet, Inc.	Homes of Merit, Inc	New Era Building Systems, Inc.	Highland Manufacturing Company LLC	North American Housing Corp	San Jose Advantage Homes, Inc.	
<b>TOTAL DISBURSEMENTS</b>	(8)	-	-	-	-	-	-	-	-	(8)
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e., from escrow accounts)	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>	(8)	-	-	-	-	-	-	-	-	(8)

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS (MOR-1)**

Amounts reported should be per the debtor's books, not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM IR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

('000 USD)

Case No.	09-14025	09-14018	09-14023	09-14024	09-14022	09-14020	09-14030	09-14021	09-14028	Debtors Consolidated Total	Projected Total
Debtor Name	CEI Liquidation Estates	Redman Homes, Inc.	Western Homes Corporation	Star Fleet, Inc.	Homes of Merit, Inc.	New Era Building Systems, Inc.	Highland Manufacturing Company LLC	North American Housing Corp	San Jose Advantage Homes, Inc.		
<b>CASH BEGINNING OF THE PERIOD</b>	\$ 1,542	\$ -	\$ -	\$ (10)	\$ -	\$ 0	\$ 136	\$ 12	\$ 51	\$ 1,730	\$ 1,976
<b>RECEIPTS</b>											
Accounts Receivable	42,392	12,232	1,376	6,239	3,697	4,294	1,990	33	3,819	76,073	102,039
Floor planner receipts	4,719	508	-	-	-	-	-	-	-	5,226	-
GE Incoming credits	290	209	206	-	-	-	-	-	-	706	-
Other	1,763	2	34	47	28	77	-	34	316	2,302	193
Proceeds from property sale	129	-	-	-	-	-	-	-	-	129	-
DIP Funding	35,496	-	-	-	-	-	-	-	-	35,496	34,876
Intercompany loans to Non-Debtors	4,240	-	-	-	-	-	-	-	-	4,240	4,747
Voided checks	525	-	-	0	45	-	-	-	50	620	-
Deposits-in-transit	898	68	-	5	241	72	367	-	-	1,650	-
Transfers (Remote Deposits)	5,344	(68)	-	-	-	(72)	-	-	-	5,204	-
<b>TOTAL RECEIPTS</b>	<b>95,796</b>	<b>12,951</b>	<b>1,617</b>	<b>6,292</b>	<b>4,010</b>	<b>4,372</b>	<b>2,357</b>	<b>66</b>	<b>4,185</b>	<b>131,647</b>	<b>141,855</b>
<b>DISBURSEMENTS (NOTE 2)</b>											
Net Payroll	(15,442)	-	-	-	-	-	-	-	-	(15,442)	-
Star Fleet Driver Pay Transfers	(8,765)	-	-	-	-	-	-	-	-	(8,765)	-
Payroll Taxes	(6,656)	-	-	-	-	-	-	-	-	(6,656)	-
Sales, Use, & Other Taxes by EFT	(570)	-	-	-	-	-	-	-	(187)	(757)	-
Flex Spending	(50)	-	-	-	-	-	-	-	-	(50)	-
Self-Insurance Payments by EFT	(7,102)	-	-	-	-	-	-	-	-	(7,102)	-
Transfers to 401(k) by EFT	(1,281)	-	-	-	-	-	-	-	-	(1,281)	-
Industrial Revenue Bond's Interest	(16)	-	-	-	-	-	-	-	-	(16)	-
EFT's-contractors & employee reimbursement	(2,899)	-	-	-	-	-	-	-	-	(2,899)	-
Interest & fees	(1,330)	(0)	-	(0)	-	(0)	-	(0)	(0)	(1,331)	(900)
Returned checks	(11)	(61)	-	-	-	-	-	-	(13)	(85)	-
Intercompany loans to Non-Debtors	(2,622)	-	-	-	-	-	-	-	-	(2,622)	(6,490)
Checks, EFT's & Wires issued (including Professional Fees)	(71,146)	-	-	(944)	-	-	-	(0)	(2,482)	(74,572)	(4,958)
HUD and Mod Labels by EFT	(42)	(8)	-	-	-	-	-	-	-	(49)	-
Vendor payments by EFT	(1,722)	-	-	-	-	-	-	-	(188)	(1,911)	-
Reversal of prior month's Deposits-in-Transit	(387)	-	-	-	-	-	-	-	-	(387)	-
U.S. Trustee Quarterly Fees	(153)	-	-	-	-	-	-	-	-	(153)	(150)
Other	(183)	(2)	-	(75)	-	-	-	(2)	(0)	(263)	(131,283)
<b>TOTAL DISBURSEMENTS</b>	<b>(120,378)</b>	<b>(71)</b>	<b>-</b>	<b>(1,019)</b>	<b>-</b>	<b>(0)</b>	<b>-</b>	<b>(3)</b>	<b>(2,871)</b>	<b>(124,342)</b>	<b>(143,781)</b>
<b>INTERCOMPANY DEBTOR BANK ACCOUNT:</b>											
ZBA RECEIPTS/TRANSFERS	30,055	(11,309)	(962)	(6,133)	(2,689)	(4,372)	(985)	(75)	(3,530)	-	-
TRANSFERS BETWEEN ACCOOUNTS	1,974	(1,570)	(655)	875	(1,322)	0	(1,508)	-	2,207	-	-
Cash purchased by NewCo (CHBI) in a Section 363 sale	(8,903)	-	-	(4)	-	-	-	-	(42)	(8,949)	-
<b>NET CASH FLOW</b>	<b>(1,456)</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>(0)</b>	<b>(0)</b>	<b>(136)</b>	<b>(12)</b>	<b>(51)</b>	<b>(1,644)</b>	<b>(1,926)</b>
(Receipts Less Disbursements)											
<b>ROLL FORWARD</b>											
<b>CASH BEGINNING OF THE REPORTING PERIOD</b>	<b>\$ 1,542</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (10)</b>	<b>\$ -</b>	<b>\$ 0</b>	<b>\$ 136</b>	<b>\$ 12</b>	<b>\$ 51</b>	<b>\$ 1,730</b>	<b>\$ 1,976</b>
<b>NET CASH FLOW</b>	<b>(1,456)</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>(0)</b>	<b>(0)</b>	<b>(136)</b>	<b>(12)</b>	<b>(51)</b>	<b>(1,644)</b>	<b>(1,926)</b>
<b>CASH-END OF THE REPORTING PERIOD</b>	<b>\$ 85</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ (0)</b>	<b>\$ 0</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ 0</b>	<b>\$ 85</b>	<b>\$ 50</b>

**NOTES**

- 1) Of the 19 Debtor Companies, this schedule includes only those Debtor Companies that have bank accounts.
- 2) MOR-1 Disbursements based on Debtor Bank Accounts.

**THE FOLLOWING SECTION MUST BE COMPLETED**  
**DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)**

Case No.	09-14025	09-14018	09-14023	09-14024	09-14022	09-14020	09-14030	09-14021	09-14028	Debtors Consolidated Total
Debtor Name	CEI Liquidation Estates	Redman Homes, Inc.	Western Homes Corporation	Star Fleet, Inc.	Homes of Merit, Inc.	New Era Building Systems, Inc.	Highland Manufacturing Company LLC	North American Housing Corp	San Jose Advantage Homes, Inc.	
<b>TOTAL DISBURSEMENTS</b>	<b>(120,378)</b>	<b>(71)</b>	<b>-</b>	<b>(1,019)</b>	<b>-</b>	<b>(0)</b>	<b>-</b>	<b>(3)</b>	<b>(2,871)</b>	<b>(124,342)</b>
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e., from escrow accounts)	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>	<b>\$ (120,378)</b>	<b>\$ (71)</b>	<b>\$ -</b>	<b>\$ (1,019)</b>	<b>\$ -</b>	<b>\$ (0)</b>	<b>\$ -</b>	<b>\$ (3)</b>	<b>\$ (2,871)</b>	<b>\$ (124,342)</b>

In re CEI LIQUIDATION ESTATES  
Debtor

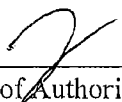
Case No.  
09-14018 to 09-14036  
Reporting Period: 2/1/2011 - 2/28/2011

SUPPORT SCHEDULE TO MOR-1 (CASH-END OF MONTH BY DEBTOR COMPANY AND BANK ACCOUNT)

(USD)

Debtor Name	Case No.	Bank	Bank Account	CASH-END OF MONTH
CEI Liquidation Estates	09-14025	Bank of New York	871116	85,349
CEI Liquidation Estates	09-14025	Algonquin Bank & Trust	4650002338	45
CEI Liquidation Estates	09-14025	Algonquin Bank & Trust	4650002311	-
<b>Total</b>			<u>\$</u>	<u>85,394</u>

I declare under penalty of perjury (28 U.S.C. Section 1746) that this ending cash balance is true and correct to the best of my knowledge and belief.

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

Jacq B. Fishman  
Printed Name of Authorized Individual

Estate Administrator  
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.

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

Payee	Period Covered	Amount Approved	Payor	Wire		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
Ernst & Young LLP								\$ 577,428.50	\$ -
Pachulski Stang Ziehl & Jones LLP								\$ 1,915,687.61	\$ 149,799.60
Morgan Joseph & Co. Inc.								\$ 750,000.00	\$ 34,197.42
Alvarez & Marsal North America, LLC								\$ 1,061,194.30	\$ 3,758.43
Epiq Bankruptcy Solutions, LLC								\$ 379,158.47	\$ 37,817.67
Sitrick & Company								\$ 231,269.31	\$ 31,711.06
Chanin Capital Partners								\$ 996,935.48	\$ 42,488.89
Landis Rath & Cobb LLP								\$ 210,469.40	\$ 7,774.64
LeClair Ryan, PC								\$ 779,058.68	\$ 18,643.33
Dykema Gossett PLLC								\$ 4,280.50	\$ 170.25
Jack B Fishman Esq (1)								\$ 70,000.00	\$ -
G. Michael Lynch (2)								\$ 7,500.00	\$ -
Selwyn Isakow (2)								\$ 15,000.00	\$ -

**NOTES**

- 1) CEI Liquidation Estates authorized Estate Administrator
- 2) CEI Liquidation Estates authorized Director

STATEMENT OF OPERATIONS (MOR-2)  
(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

Case No.	09-14019	09-14026	09-14025	09-14032	09-14027	09-14030	09-14022	09-14020	09-14021	09-14018
Debtor Name	Champion Enterprises, Inc.	Champion Enterprises Management Co.	CEI Liquidation Estates	Champion Homes of Boaz, Inc.	Champion Retail, Inc.	Highland Manufacturing Company LLC	Homes of Merit, Inc.	New Era Building Systems, Inc.	North American Housing Corp.	Redman Homes, Inc.
<b>REVENUES</b>										
Outside sales										
Less discounts										
Delivery										
Total sales and revenues	0	0	0	0	0	0	0	0	0	0
<b>COST OF GOODS SOLD</b>										
Material costs										
Direct labor										
Overhead										
Service expenses										
Delivery/setup expense										
Total cost of goods sold	0	0	0	0	0	0	0	0	0	0
Gross Margin	0	0	0	0	0	0	0	0	0	0
<b>OPERATING EXPENSES</b>										
SGA wages & salaries										
Sales commissions										
Incentives										
Other compensation										
Other personnel costs										
Sales & marketing costs										
Legal & professional fees										
Bad debt/repurchase expense										
Miscellaneous taxes										
Travel & entertainment										
Membership dues										
Telephone/internet										
Postage										
Office supplies										
Rent										
Financial services insurance										
Computer software/other										
Bank service charges										
Financing fees										
Depreciation										
Corporate allocation to plants										
(Gain)/loss from sale of equipment										
Other (Note 1)										
Total operating expenses	0	0	0	0	0	0	0	0	0	0
Intangible amortization										
Net profit (loss) before other income and expense	0	0	0	0	0	0	0	0	0	0
<b>OTHER INCOME/EXPENSES</b>										
Management alloc fee										
FX (gains)/losses										
Other income (Note 1)										
Interest, net										
Royalty income										
Other expense (Note 1)										
Net profit (loss) before reorganization items	0	0	0	0	0	0	0	0	0	0
<b>REORGANIZATION ITEMS</b>										
Professional fees			0							
U.S. Trustee quarterly fees			8							
(Gain)/loss on debt extinguishment										
(Gain)/loss on sale of business										
Goodwill impairments										
Fixed asset impairments										
Investment impairments										
Intangible impairments										
Other reorganization expenses			0							
Total reorganization expenses	0	0	8	0	0	0	0	0	0	0
<b>Income Taxes</b>										
Net income (loss)	0	0	(8)	0	0	0	0	0	0	0
<b>Memo:</b>										
Total depreciation	0	0	0	0	0	0	0	0	0	0
Adjusted EBITDA (Note 3)	\$ -	\$ -	\$ (8)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

NOTES

- 1) Supporting Schedules for Other Operating Expenses, Other income, and Other expenses provided on MOR2CONT.
- 2) Of the 19 Debtor Companies, this schedule includes only those Debtor Companies which have a Statement of Operations.
- 3) Adjusted EBITDA excludes management fees, FX, interest, taxes, depreciation and intangible amortization.

STATEMENT OF OPERATIONS (MOR-2)  
(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

('000 USD)  
Case No.

	09-14028	09-14024	09-14023			
Debtor Name	San Jose Advantage Homes, Inc.	Star Fleet, Inc.	Western Homes Corporation	Debtors Combined	Debtors Eliminations	Debtors Consolidated
REVENUES						
Outside sales				\$ -		\$ -
Less discounts				0		0
Delivery				0		0
Total sales and revenues	0	0	0	0	0	0
COST OF GOODS SOLD						
Material costs				0		0
Direct labor				0		0
Overhead				0		0
Service expenses				0		0
Delivery/setup expense				0		0
Total cost of goods sold	0	0	0	0	0	0
Gross Margin	0	0	0	0	0	0
OPERATING EXPENSES						
SGA wages & salaries				0		0
Sales commissions				0		0
Incentives				0		0
Other compensation				0		0
Other personnel costs				0		0
Sales & marketing costs				0		0
Legal & professional fees				0		0
Bad debt/repo expense				0		0
Miscellaneous taxes				0		0
Travel & entertainment				0		0
Membership dues				0		0
Telephone/internet				0		0
Postage				0		0
Office supplies				0		0
Rent				0		0
Financial services insurance				0		0
Computer software/other				0		0
Bank service charges				0		0
Financing fees				0		0
Depreciation				0		0
Corporate allocation to plants				0		0
(Gain)/loss from sale of equipment				0		0
Other (Note 1)				0		0
Total operating expenses	0	0	0	0	0	0
Intangible amortization				0		0
Net profit (loss) before other income and expense	0	0	0	0	0	0
OTHER INCOME/EXPENSES						
Management alloc fee				0		0
FX (gains)/losses				0		0
Other income (Note 1)				0		0
Interest, net				0		0
Royalty income				0		0
Other expense (Note 1)				0		0
Net profit (loss) before reorganization items	0	0	0	0	0	0
REORGANIZATION ITEMS						
Professional fees				0		0
U.S. Trustee quarterly fees				8		8
(Gain)/loss on debt extinguishment				0		0
(Gain)/loss on sale of business				0		0
Goodwill impairments				0		0
Fixed asset impairments				0		0
Investment impairments				0		0
Intangible impairments				0		0
Other reorganization expenses				0		0
Total reorganization expenses	0	0	0	8	0	8
Income Taxes				0		0
Net income (loss)	0	0	0	(8)	0	(8)
Memo:						
Total depreciation	0	0	0	0	0	0
Adjusted EBITDA (Note 3)	\$ -	\$ -	\$ -	(8)	\$ -	(8)

NOTES

- 1) Supporting Schedules for Other Operating Expenses, Other income, and Other expenses provided on MOR2CONT.
- 2) Of the 19 Debtor Companies, this schedule includes only those Debtor Companies which have a Statement of Operations.
- 3) Adjusted EBITDA excludes management fees, FX, interest, taxes, depreciation and intangible amortization.

STATEMENT OF OPERATIONS (MOR-2)  
(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

Case No.	09-14019	09-14026	09-14025	09-14032	09-14027	09-14030	09-14022	09-14033	09-14034	09-14020
Debtor Name	Champion Enterprises, Inc.	Champion Enterprises Management Co.	CEI Liquidation Estates	Champion Homes of Boaz, Inc.	Champion Retail, Inc.	Highland Manufacturing Company LLC	Homes of Merit, Inc.	Iseman Corp.	MHCDC LLC	New Era Building Systems, Inc.
<b>REVENUES</b>										
Outside sales			\$ 26,110			\$ 2,179	\$ 4,065			\$ 6,477
Less discounts			(1,784)			(71)	(300)			(192)
Delivery			1,059			129	86			269
Total sales and revenues	0	0	25,385	0	0	2,237	3,851	0	0	6,554
<b>COST OF GOODS SOLD</b>										
Material costs			14,043		(297)	1,269	2,111			3,610
Direct labor			2,996			330	460			766
Subcontractors										
Overhead			6,823	(187)		920	731			1,351
Service expenses			1,370	3		40	13			174
Delivery/setup expense			1,095			115	89			266
Total cost of goods sold	0	0	26,327	(184)	(297)	2,674	3,404	0	0	6,167
Gross Margin	0	0	(942)	184	297	(437)	447	0	0	387
<b>OPERATING EXPENSES</b>										
SGA wages & salaries		2,243	2,190			204	209			415
Sales commissions			335			23	38			97
Incentives			61			(29)				17
Other compensation	4	29	32							
Other personnel costs		381	267			109	57			79
Sales & marketing costs		319	150			1	89			58
Legal & professional fees		159	511	21			13			36
Bad debt/repo expense			154				(26)			7
Miscellaneous taxes		(88)	184	(14)		1	6			15
Travel & entertainment		162	250				35			38
Membership dues		9	25			3	19			6
Telephone/internet		48	129			6	42			28
Postage		19	35			2	7			11
Office supplies		27	73			3	8			16
Rent		237	13							
Financial services insurance		555	3			1				1
Computer software/other		550	4			4	5			
Bank service charges		87	(30)							
Financing fees		3	3,259							
Depreciation		190	22				3			7
Corporate allocation to plants		(486)								
(Gain)/loss from sale of equipment		0	155		(397)		(17)			3
Other (Note 1)	0	95	12	0	0	7	8	0	0	6
Total operating expenses	4	4,539	7,834	7	(397)	335	496	0	0	840
Intangible amortization			305			77				61
Net profit (loss) before other income and expense	(4)	(4,539)	(9,081)	177	694	(849)	(49)	0	0	(514)
<b>OTHER INCOME/EXPENSES</b>										
Management alloc fee	(98)	374	(26)							
FX (gains)/losses			2,147							
Other income (Note 1)	0	0	(69)	0	0	0	(9)	0	0	0
Interest, net		26	869		(144)		(37)			2
Royalty income										
Other expense (Note 1)	0	0	0	0	0	0	0	0	0	2
Net profit (loss) before reorganization items	94	(4,939)	(12,002)	177	838	(849)	(3)	0	0	(518)
<b>REORGANIZATION ITEMS</b>										
Professional fees		9,103	5,686							
U.S. Trustee quarterly fees		7	173			7				10
(Gain)/loss on debt extinguishment			(96,608)							
(Gain)/loss on sale of business			234,506							
Goodwill impairments			11,088	39,008		10,124	29,550			26,604
Fixed asset impairments		1,700								
Investment impairments								96	6,459	
Intangible impairments		0	(7,803)			5,341				2,461
Other reorganization expenses			95							
Total reorganization expenses	0	10,810	147,137	39,008	0	15,472	29,550	96	6,459	29,075
Income Taxes			(31,350)							
Net income (loss)	94	(15,749)	(127,789)	(38,831)	838	(16,321)	(29,553)	(96)	(6,459)	(29,593)
<b>Memo:</b>										
Total depreciation	0	190	22	0	0	0	3	0	0	7
Adjusted EBITDA (Note 3)	\$ (4)	\$ (15,159)	\$ (155,822)	\$ (38,831)	\$ 694	\$ (16,244)	\$ (29,587)	\$ (96)	\$ (6,459)	\$ (29,523)

NOTES

- 1) Supporting Schedules for Other Operating Expenses, Other income, and Other expenses provided on MOR2CONT.
- 2) Of the 19 Debtor Companies, this schedule includes only those Debtor Companies which have a Statement of Operations.
- 3) Adjusted EBITDA excludes management fees, FX, interest, taxes, depreciation and intangible amortization.



STATEMENT OF OPERATIONS (MOR-2)  
(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

('000 USD)  
Case No.

	09-14021	09-14018	09-14028	09-14024	09-14023			
Debtor Name	North American Housing Corp.	Redman Homes, Inc.	San Jose Advantage Homes, Inc.	Star Fleet, Inc.	Western Homes Corporation	Debtors Combined	Debtors Eliminations	Debtors Consolidated
<b>REVENUES</b>								
Outside sales	\$ 181	\$ 20,413	\$ 3,863		\$ 20,532	\$ 83,820	\$ (1,200)	\$ 82,620
Less discounts		(1,417)			(137)	(3,901)		(3,901)
Delivery	7	877		11,197		13,624	(850)	12,774
Total sales and revenues	188	19,873	3,863	11,197	20,395	93,543	(2,050)	91,493
<b>COST OF GOODS SOLD</b>								
Material costs	112	10,964	4,820		8,421	45,053	(1,200)	43,853
Direct labor	27	2,324			3,408	10,311		10,311
Subcontractors						0		0
Overhead	112	3,567			2,726	16,043		16,043
Service expenses	27	164			572	2,363		2,363
Delivery/setup expense	52	890		9,483	23	12,013	(850)	11,163
Total cost of goods sold	330	17,909	4,820	9,483	15,150	85,783	(2,050)	83,733
Gross Margin	(142)	1,964	(957)	1,714	5,245	7,760	0	7,760
<b>OPERATING EXPENSES</b>								
SGA wages & salaries	168	848	545	587	411	7,820		7,820
Sales commissions	8	205	382		57	1,145		1,145
Incentives		184	144		281	658		658
Other compensation		4			2	71		71
Other personnel costs	55	441	150	135	94	1,768		1,768
Sales & marketing costs	1	103	144	18	20	903		903
Legal & professional fees	2	(173)	28	57	15	669		669
Bad debt/repo expense		280		13	137	565		565
Miscellaneous taxes	2	27	12	4		149		149
Travel & entertainment	16	57	26	6	190	780		780
Membership dues		21	4	1	2	90		90
Telephone/internet	14	67	68	48	21	471		471
Postage	3	28	8	12	6	131		131
Office supplies	7	31	38	86	18	307		307
Rent	58	7	(173)	99	3	244		244
Financial services insurance		5	24	280		869		869
Computer software/other	5	6	22	19	5	620		620
Bank service charges			3	5		65		65
Financing fees						3,262		3,262
Depreciation	15	18	40	35	11	341		341
Corporate allocation to plants						(486)		(486)
(Gain)/loss from sale of equipment	93	9	16		179	41		41
Other (Note 1)	12	27	86	206	12	471		471
Total operating expenses	459	2,195	1,567	1,611	1,464	20,954	0	20,954
Intangible amortization	113					556		556
Net profit (loss) before other income and expense	(714)	(231)	(2,524)	103	3,781	(13,750)	0	(13,750)
<b>OTHER INCOME/EXPENSES</b>								
Management alloc fee						250		250
FX (gains)/losses						2,147		2,147
Other income (Note 1)	0	(227)	(445)	(7)	(24)	(781)		(781)
Interest, net	(135)	(245)	140		785	1,261		1,261
Royalty income		(250)				(250)		(250)
Other expense (Note 1)	40	0	169	125	0	336		336
Net profit (loss) before reorganization items	(619)	491	(2,388)	(15)	3,020	(16,713)	0	(16,713)
<b>REORGANIZATION ITEMS</b>								
Professional fees						14,789		14,789
U.S. Trustee quarterly fees	5	13	7	10	10	242		242
(Gain)/loss on debt extinguishment						(96,608)		(96,608)
(Gain)/loss on sale of business						234,506		234,506
Goodwill impairments	21,817	43,413			2,724	184,328		184,328
Fixed asset impairments		3,300				5,000		5,000
Investment impairments						6,555		6,555
Intangible impairments	3,900					3,899		3,899
Other reorganization expenses						95		95
Total reorganization expenses	25,722	46,726	7	10	2,734	352,806	0	352,806
Income Taxes						(31,350)		(31,350)
Net income (loss)	(26,341)	(46,235)	(2,395)	(25)	286	(338,169)	0	(338,169)
Memo:								
Total depreciation	15	18	40	35	11	341	0	341
Adjusted EBITDA (Note 3)	\$ (26,348)	\$ (46,462)	\$ (2,215)	\$ 10	\$ 1,082	\$ (364,964)	\$ -	\$ (364,964)

NOTES

- 1) Supporting Schedules for Other Operating Expenses, Other income, and Other expenses provided on MOR2CONT.
- 2) Of the 19 Debtor Companies, this schedule includes only those Debtor Companies which have a Statement of Operations.
- 3) Adjusted EBITDA excludes management fees, FX, interest, taxes, depreciation and intangible amortization.

STATEMENT OF OPERATIONS (MOR-2)- continuation sheet

('000 USD)

Debtor Name	09-14026 Champion Enterprises Management Co.	09-14025 CEI Liquidation Estates	09-14030 Highland Manufacturing Company LLC	09-14022 Homes of Merit, Inc	09-14020 New Era Building Systems, Inc.	09-14021 North American Housing Corp.
<u>BREAKDOWN OF "OTHER" CATEGORY</u>						
<u>Other operating expenses:</u>						
Utilities	\$ 19					
Trash removal - SGA						
Lot maintenance & security						
Training	2				1	
Relocation		8				
R&M - SGA						8
ADP fees			2	3	2	2
Quarterly report cost	12					
Stock transfer costs	12					
Directors fees	48					
Corporate publicity	21					
Meetings & conventions	5	5				
Misc SGA	(24)	(1)	5	5	3	2
<b>Total other operating</b>	<b>95</b>	<b>12</b>	<b>7</b>	<b>8</b>	<b>6</b>	<b>12</b>
<u>Other income:</u>						
Other income		(69)		(9)		
Finance income/points						
Brokerage commission income						
<b>Total other income</b>	<b>0</b>	<b>(69)</b>	<b>0</b>	<b>(9)</b>	<b>0</b>	<b>0</b>
<u>Other expense:</u>						
Other expense						40
Licensing fees					2	
Aged new home inventory write-down						
<b>Total other expense</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 2</b>	<b>\$ 40</b>

STATEMENT OF OPERATIONS (MOR-2)- continuation sheet

('000 USD)

Debtor Name	09-14018	09-14028	09-14024	09-14023	Debtors Combined	Debtors Eliminations	Debtors Consolidated
Debtor Name	Redman Homes, Inc.	San Jose Advantage Homes, Inc.	Star Fleet, Inc.	Western Homes Corporation	Debtors Combined	Debtors Eliminations	Debtors Consolidated
<u>BREAKDOWN OF "OTHER" CATEGORY</u>							
<u>Other operating expenses:</u>							
Utilities		\$ 13	\$ 18		\$ 50	\$ -	\$ 50
Trash removal - SGA		6			6		6
Lot maintenance & security		59			59		59
Training					3		3
Relocation		6			14		14
R&M - SGA	11		2	8	29		29
ADP fees	9	2		3	23		23
Quarterly report cost					12		12
Stock transfer costs					12		12
Directors fees					48		48
Corporate publicity					21		21
Meetings & conventions					10		10
Misc SGA	7		185	1	183		183
Total other operating	27	86	206	12	471	0	471
<u>Other income:</u>							
Other income	(227)	(84)	(7)	(24)	(420)		(420)
Finance income/points		(12)			(12)		(12)
Brokerage commission income		(349)			(349)		(349)
Total other income	(227)	(445)	(7)	(24)	(781)	0	(781)
<u>Other expense:</u>							
Other expense		135	5		180		180
Licensing fees			120		122		122
Aged new home inventory write-down		34			34		34
Total other expense	\$ -	\$ 169	\$ 125	\$ -	\$ 336	\$ -	\$ 336

**BALANCE SHEET (MOR-3)**

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

('000 USD) Case No.	09-14036	09-14019	09-14026	09-14025	09-14032	09-14027
	Champion Development Corp.	Champion Enterprises, Inc.	Champion Enterprises Management Co.	CEI Liquidation Estates	Champion Homes of Boaz, Inc.	Champion Retail, Inc.
<b>CURRENT ASSETS</b>						
Cash				\$ 85		
Prepaid expenses				1,341		
<b>TOTAL CURRENT ASSETS</b>	0	0	0	1,426	0	0
<b>PROPERTY AND EQUIPMENT</b>						
Land & improvements						
Buildings & improvements						
Machinery & equipment						
Office fern, fixt and computers						
Transportation equipment						
Construction in process						
Accumulated depreciation						
<b>TOTAL PROPERTY AND EQUIPMENT</b>	0	0	0	0	0	0
Goodwill						
Accumulated amortization						
Net goodwill	0	0	0	0	0	0
Amortizable intangibles						
Accumulated amortization						
Net intangibles	0	0	0	0	0	0
Amounts due from insiders	12,962	628,459	663,007	114,920	4,459	28,714
Investment in subsidiaries		613,337		705,659		143,565
Other assets (Note 1)	0	3,495	0	4,400	0	0
<b>TOTAL OTHER ASSETS</b>	12,962	1,245,291	663,007	824,979	4,459	172,279
<b>TOTAL ASSETS</b>	\$ 12,962	\$ 1,245,291	\$ 663,007	\$ 826,405	\$ 4,459	\$ 172,279

**NOTES**

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other Post-Petition Liabilities provided on MOR3CONT.

**BALANCE SHEET (MOR-3)**

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

('000 USD)  
Case No.

	09-14036	09-14019	09-14026	09-14025	09-14032	09-14027
	Champion Development Corp.	Champion Enterprises, Inc.	Champion Enterprises Management Co.	CEI Liquidation Estates	Champion Homes of Boaz, Inc.	Champion Retail, Inc.
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Amounts due to insiders			\$ 935,640	\$ 122,354	\$ 2,933	\$ 483,355
Accounts payable--not invoiced						
Taxes payable (Note 1)						
Wages payable						
Secured debt						
Professional fees						
Accrued dealer discounts						
Accrued warranty						
Accrued insurance						
Deferred taxes						
Other liabilities (Note 1)						
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>0</b>	<b>0</b>	<b>935,640</b>	<b>122,354</b>	<b>2,933</b>	<b>483,355</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>						
Pre-petition accounts payable			933	450		
Accounts payable -- not invoiced				6		
Secured debt		180,000				
Wages payable			209	100		
Accrued dealer discounts				291		
Professional fees			5,999			
Accrued insurance			11,201	13,326		
Other liabilities (Note 1)	0	2,681	1,888	1,089	0	1,051
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>0</b>	<b>182,681</b>	<b>20,230</b>	<b>15,262</b>	<b>0</b>	<b>1,051</b>
<b>TOTAL LIABILITIES</b>	<b>0</b>	<b>182,681</b>	<b>955,870</b>	<b>137,616</b>	<b>2,933</b>	<b>484,406</b>
<b>STOCKHOLDER'S EQUITY</b>						
Common stock	1	77,773		1	1	1
Additional paid in capital	22,969	538,435		645,219	57,485	
Foreign currency exchange			471	(11,249)		
Retained earnings - Pre-Petition	(10,008)	446,308	(277,585)	181,553	(17,129)	(312,966)
Retained earnings - Postpetition		94	(15,749)	(126,735)	(38,831)	838
Adjustments to owner equity (Note 1)						
<b>NET STOCKHOLDER'S EQUITY</b>	<b>12,962</b>	<b>1,062,610</b>	<b>(292,863)</b>	<b>688,789</b>	<b>1,526</b>	<b>(312,127)</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDER'S EQUITY</b>	<b>\$ 12,962</b>	<b>\$ 1,245,291</b>	<b>\$ 663,007</b>	<b>\$ 826,405</b>	<b>\$ 4,459</b>	<b>\$ 172,279</b>

**NOTES**

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other Post-Petition Liabilities provided on MOR3CONT.

BALANCE SHEET (MOR-3)

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

( <sup>000</sup> USD) Case No.	09-14029	09-14030	09-14035	09-14022	09-14033	09-14034	09-14020
	Highland Acquisition Corp.	Highland Manufacturing Company LLC	Home Pride Finance Corporation	Homes of Merit, Inc	Iseman Corp.	MHCDC LLC	New Era Building Systems, Inc.
CURRENT ASSETS							
Cash							
Prepaid expenses							
<b>TOTAL CURRENT ASSETS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PROPERTY AND EQUIPMENT							
Land & improvements							
Buildings & improvements							
Machinery & equipment							
Office furn, fixt and computers							
Transportation equipment							
Construction in process							
Accumulated depreciation							
<b>TOTAL PROPERTY AND EQUIPMENT</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Goodwill							
Accumulated amortization							
Net goodwill	0	0	0	0	0	0	0
Amortizable intangibles							
Accumulated amortization							
Net intangibles	0	0	0	0	0	0	0
Amounts due from insiders	0	7,889	516	25,520	38,962	1,241	6,922
Investment in subsidiaries	23,048						
Other assets (Note 1)	0	0	0	0	0	0	0
<b>TOTAL OTHER ASSETS</b>	<b>23,048</b>	<b>7,889</b>	<b>516</b>	<b>25,520</b>	<b>38,962</b>	<b>1,241</b>	<b>6,922</b>
<b>TOTAL ASSETS</b>	<b>\$ 23,048</b>	<b>\$ 7,889</b>	<b>\$ 516</b>	<b>\$ 25,520</b>	<b>\$ 38,962</b>	<b>\$ 1,241</b>	<b>\$ 6,922</b>

NOTES

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other  
Post-Petition Liabilities provided on MOR3CONT.

**BALANCE SHEET (MOR-3)**

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

('000 USD) Case No.	09-14029	09-14030	09-14035	09-14022	09-14033	09-14034	09-14020
	Highland Acquisition Corp.	Highland Manufacturing Company LLC	Home Pride Finance Corporation	Homes of Merit, Inc	Iseman Corp.	MHCDC LLC	New Era Building Systems, Inc.
<b>LIABILITIES AND OWNER EQUITY</b>							
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>							
Amounts due to insiders	\$ 23,048	\$ -	\$ -	\$ -	\$ 27,758	\$ 12,962	\$ -
Accounts payable--not invoiced							
Taxes payable (Note 1)							
Wages payable							
Secured debt							
Professional fees							
Accrued dealer discounts							
Accrued warranty							
Accrued insurance							
Deferred taxes							
Other liabilities (Note 1)							
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>23,048</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>27,758</b>	<b>12,962</b>	<b>0</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>							
Pre-petition accounts payable		80		194			136
Accounts payable -- not invoiced							
Secured debt							
Wages payable							
Accrued dealer discounts				53			
Professional fees							
Accrued insurance							
Other liabilities (Note 1)	0	0	0	0	0	0	0
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>0</b>	<b>80</b>	<b>0</b>	<b>247</b>	<b>0</b>	<b>0</b>	<b>136</b>
<b>TOTAL LIABILITIES</b>	<b>23,048</b>	<b>80</b>	<b>0</b>	<b>247</b>	<b>27,758</b>	<b>12,962</b>	<b>136</b>
<b>STOCKHOLDER'S EQUITY</b>							
Common stock		1		1	1		1
Additional paid in capital		23,047	24,060	53,831	17,239		40,499
Foreign currency exchange							
Retained earnings - Pre-Petition		1,082	(23,544)	994	(5,940)	(5,262)	(4,121)
Retained earnings - Postpetition		(16,321)		(29,553)	(96)	(6,459)	(29,593)
Adjustments to owner equity (Note 1)							
<b>NET STOCKHOLDER'S EQUITY</b>	<b>0</b>	<b>7,809</b>	<b>516</b>	<b>25,273</b>	<b>11,204</b>	<b>(11,721)</b>	<b>6,786</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDER'S EQUITY</b>	<b>\$ 23,048</b>	<b>\$ 7,889</b>	<b>\$ 516</b>	<b>\$ 25,520</b>	<b>\$ 38,962</b>	<b>\$ 1,241</b>	<b>\$ 6,922</b>

**NOTES**

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other  
Post-Petition Liabilities provided on MOR3CONT.

**BALANCE SHEET (MOR-3)**

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

(\*000 USD)  
Case No.

	09-14021	09-14018	09-14028	09-14031	09-14024	09-14023		
	North American Housing Corp.	Redman Homes, Inc.	San Jose Advantage Homes, Inc.	SSH Liquidating Corp.	Star Fleet, Inc.	Western Homes Corporation	Debtor Eliminations	Debtors Consolidated Total
<b>CURRENT ASSETS</b>								
Cash								\$ 85
Prepaid expenses								1,341
<b>TOTAL CURRENT ASSETS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,426</b>
<b>PROPERTY AND EQUIPMENT</b>								
Land & improvements								0
Buildings & improvements								0
Machinery & equipment								0
Office fem, fixt and computers								0
Transportation equipment								0
Construction in process								0
Accumulated depreciation								0
<b>TOTAL PROPERTY AND EQUIPMENT</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Goodwill								0
Accumulated amortization								0
Net goodwill	0	0	0	0	0	0	0	0
Amortizable intangibles								0
Accumulated amortization								0
Net intangibles	0	0	0	0	0	0	0	0
Amounts due from insiders	2,562	57,970	200,006	187	5,247	178,325	(1,977,868)	0
Investment in subsidiaries		(2,343)					(1,483,266)	0
Other assets (Note 1)	0	0	0	0	0	0	0	7,895
								0
<b>TOTAL OTHER ASSETS</b>	<b>2,562</b>	<b>55,627</b>	<b>200,006</b>	<b>187</b>	<b>5,247</b>	<b>178,325</b>	<b>(3,461,134)</b>	<b>7,895</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,562</b>	<b>\$ 55,627</b>	<b>\$ 200,006</b>	<b>\$ 187</b>	<b>\$ 5,247</b>	<b>\$ 178,325</b>	<b>\$ (3,461,134)</b>	<b>\$ 9,321</b>

**NOTES**

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other Post-Petition Liabilities provided on MOR3CONT.



**BALANCE SHEET (MOR-3)**

The Balance Sheet is to be completed on an accrual basis only.

Pre-petition liabilities must be classified separately from postpetition obligations.

('000 USD)  
Case No.

	09-14021	09-14018	09-14028	09-14031	09-14024	09-14023		
	North American Housing Corp.	Redman Homes, Inc.	San Jose Advantage Homes, Inc.	SSH Liquidating Corp.	Star Fleet, Inc.	Western Homes Corporation	Debtor Eliminations	Debtors Consolidated Total
<b>LIABILITIES AND OWNER EQUITY</b>								
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>								
Amounts due to insiders	\$ 1,667	\$ 7,456	\$ 185,752	\$ -	\$ 772	\$ 174,171	\$ (1,977,868)	\$ -
Accounts payable--not invoiced								0
Taxes payable (Note 1)								0
Wages payable								0
Secured debt								0
Professional fees								0
Accrued dealer discounts								0
Accrued warranty								0
Accrued insurance								0
Deferred taxes								0
Other liabilities (Note 1)								0
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>1,667</b>	<b>7,456</b>	<b>185,752</b>	<b>0</b>	<b>772</b>	<b>174,171</b>	<b>(1,977,868)</b>	<b>0</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>								
Pre-petition accounts payable	44	388	130		19	204		2,578
Accounts payable -- not invoiced								6
Secured debt								180,000
Wages payable								309
Accrued dealer discounts		168						512
Professional fees								5,999
Accrued insurance		11,500						36,027
Other liabilities (Note 1)	0	1,896	0	0	0	0		8,605
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>44</b>	<b>13,952</b>	<b>130</b>	<b>0</b>	<b>19</b>	<b>204</b>	<b>0</b>	<b>234,036</b>
<b>TOTAL LIABILITIES</b>	<b>1,711</b>	<b>21,408</b>	<b>185,882</b>	<b>0</b>	<b>791</b>	<b>174,375</b>	<b>(1,977,868)</b>	<b>234,036</b>
<b>STOCKHOLDER'S EQUITY</b>								
Common stock		1				1	(10)	77,773
Additional paid in capital	30,099	64,487	28,452	97,874		4,695	(1,445,933)	202,458
Foreign currency exchange								(10,778)
Retained earnings - Pre-Petition	(2,907)	15,966	(11,933)	(97,687)	4,481	(1,032)	(37,323)	(157,053)
Retained earnings - Postpetition	(26,341)	(46,235)	(2,395)		(25)	286	0	(337,115)
Adjustments to owner equity (Note 1)								0
<b>NET STOCKHOLDER'S EQUITY</b>	<b>851</b>	<b>34,219</b>	<b>14,124</b>	<b>187</b>	<b>4,456</b>	<b>3,950</b>	<b>(1,483,266)</b>	<b>(224,715)</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDER'S EQUITY</b>	<b>\$ 2,562</b>	<b>\$ 55,627</b>	<b>\$ 200,006</b>	<b>\$ 187</b>	<b>\$ 5,247</b>	<b>\$ 178,325</b>	<b>\$ (3,461,134)</b>	<b>\$ 9,321</b>

**NOTES**

1) Supporting Schedules for Other Current Assets, Other Assets, Taxes and Other  
Post-Petition Liabilities provided on MOR3CONT.

BALANCE SHEET (MOR-3) - continuation sheet

('000 USD)  
Case No.

Debtor Name	09-14019 Champion Enterprises, Inc.	09-14026 Champion Management Co.	09-14025 CEI Liquidation Estates	09-14032 Champion Homes of Boaz, Inc.	09-14027 Champion Retail, Inc.	09-14018 Redman Homes, Inc.	Debtors Eliminations	Debtors Consolidated
<u>BREAKDOWN OF "OTHER" CATEGORY</u>								
<u>Other current assets:</u>								
Notes receivable - current								\$ -
Refundable income taxes								0
Interest receivable								0
Deposits								0
Vendor rebates								0
Employee receivable								0
Misc Receivables								0
Other								0
Total other current assets	0	0	0	0	0	0	0	0
<u>Other assets:</u>								
Notes receivable								0
Deferred compensation plan								0
Deferred finance costs	3,495							3,495
Developments								0
Merit property held for sale								0
EITF 03-08 Insurance Receivable			4,400					4,400
Other								0
Total other assets	\$ 3,495	\$ -	\$ 4,400	\$ -	\$ -	\$ -	\$ -	\$ 7,895
<u>Taxes payable:</u>								
<u>Federal:</u>								
Federal tax withheld								\$ -
FICA/Medicare-employee/employer								0
Federal unemployment (FUTA)								0
Federal income taxes								0
Total federal taxes	0	0	0	0	0	0	0	0
<u>State and local:</u>								
State Unemployment tax								0
State income taxes								0
State tax withheld								0
Misc taxes withheld								0
Payroll tax clearing								0
Property taxes								0
Manufactured housing sales tax								0
Sales & use tax								0
State franchise taxes								0
MI single business taxes								0
Total state and local taxes	0	0	0	0	0	0	0	0
Total taxes	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

BALANCE SHEET (MOR-3) - continuation sheet

('000 USD)  
Case No.

	09-14019	09-14026	09-14025	09-14032	09-14027	09-14018		
Debtor Name	Champion Enterprises, Inc.	Champion Enterprises Management Co.	CEI Liquidation Estates	Champion Homes of Boaz, Inc.	Champion Retail, Inc.	Redman Homes, Inc.	Debtors Eliminations	Debtors Consolidated
<u>Other postpetition liabilities:</u>								
Interest	\$ 2,681							\$ 2,681
Customer deposits								0
Repurchase reserve								0
Furniture packs/decor kits								0
Tape & texture								0
Payroll deduction								0
Redman pension						1,896		1,896
CMC discontinue ops								0
Show expense								0
Accrued rent		602						602
Directors fees								0
Receipts in excess-UK								0
Bonds payable								0
Legal accrual			839		1,051			1,890
Other		1,286	250					1,536
Total other postpetition liabilities	2,681	1,888	1,089	0	1,051	1,896	0	8,605
<u>Other pre-petition liabilities:</u>								
Interest & LOC fees								0
Customer deposits								0
Repurchase reserve								0
Furniture packs/decor kits								0
Tape & texture								0
Payroll deduction								0
Redman pension								0
CMC Discontinue Ops								0
Show expense								0
Accrued rent								0
Directors fees								0
Receipts in excess-UK								0
Bonds Payable								0
Legal Fees								0
Severance payable								0
Other								0
Total other pre-petition liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

In re CEI LIQUIDATION ESTATES  
Debtor

Case No.  
09-14018 to 09-14036  
Reporting Period: 11/15/2009 - 2/28/2011

**STATUS OF POSTPETITION TAXES (MOR-4)**

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.  
Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.  
Attach photocopies of any tax returns filed during the reporting period.  
(\*000 USD)

	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability
<b>Federal</b>						
Withholding	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
FICA-Employee	-	-	-	-	-	-
FICA-Employer	-	-	-	-	-	-
Unemployment	-	-	-	-	-	-
Income	-	-	-	-	-	-
Other:	-	-	-	-	-	-
Total Federal Taxes	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>State and Local</b>						
Withholding	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sales	-	-	-	-	-	-
Excise	-	-	-	-	-	-
Unemployment	-	-	-	-	-	-
Real Property	-	-	-	-	-	-
Personal Property	-	-	-	-	-	-
Other:	-	-	-	-	-	-
Total State and Local	-	-	-	-	-	-
<b>Total Taxes</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

**NOTES**

1) The Debtor Companies are current on all taxes due for the reporting period.

**SUMMARY OF UNPAID POSTPETITION DEBTS (MOR-4)**

Attach aged listing of accounts payable.

('000 USD)

Case No.	09-14026 Champion Enterprises Management Co.	09-14025 CEI Liquidation Estates	09-14032 Champion Homes of Boaz, Inc.	09-14027 Champion Retail, Inc.	09-14033 Iseman Corp.
<b>Debtor Name</b>					
Accounts Payable	\$ 935,640	\$ 122,354	\$ 2,933	\$ 483,355	\$ 27,758
Accounts payable—not invoiced	-	-	-	-	-
Taxes Payable	-	-	-	-	-
Wages Payable	-	-	-	-	-
Secured debt	-	-	-	-	-
Professional fees	-	-	-	-	-
Accrued dealer discounts	-	-	-	-	-
Accrued warranty	-	-	-	-	-
Accrued insurance	-	-	-	-	-
Deferred taxes	-	-	-	-	-
Other liabilities	-	-	-	-	-
<b>Total Postpetition Debts</b>	<b>\$ 935,640</b>	<b>\$ 122,354</b>	<b>\$ 2,933</b>	<b>\$ 483,355</b>	<b>\$ 27,758</b>

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

**NOTES**

1) All Debtor Companies postpetition accounts payable have been assumed. Accounts Payable shown represents intercompany balances and are eliminated at the total Debtor level.

SUMMARY OF UNPAID POSTPETITION DEBTS (MOR-4)

Attach aged listing of accounts payable.

('000 USD)

Case No.	09-14021	09-14018	09-14028	09-14024	09-14023			Total
Debtor Name	North American Housing Corp.	Redman Homes, Inc.	San Jose Advantage Homes, Inc.	Star Fleet, Inc.	Western Homes Corporation	Debtors Eliminations	Debtors Consolidated	
Accounts Payable	\$ 1,667	\$ 7,456	\$ 185,752	\$ 772	\$ 174,171	\$ (1,977,868)	\$ -	\$ -
Accounts payable—not invoiced	-	-	-	-	-	-	-	-
Taxes Payable	-	-	-	-	-	-	-	-
Wages Payable	-	-	-	-	-	-	-	-
Secured debt	-	-	-	-	-	-	-	-
Professional fees	-	-	-	-	-	-	-	-
Accrued dealer discounts	-	-	-	-	-	-	-	-
Accrued warranty	-	-	-	-	-	-	-	-
Accrued insurance	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-	-	-
<b>Total Postpetition Debts</b>	<b>\$ 1,667</b>	<b>\$ 7,456</b>	<b>\$ 185,752</b>	<b>\$ 772</b>	<b>\$ 174,171</b>	<b>\$ (1,977,868)</b>	<b>\$ -</b>	<b>\$ -</b>

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

NOTES

1) All Debtor Companies postpetition accounts payable have been assumed. Accounts Payable shown represents intercompany balances and are eliminated at the total Debtor level.

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING (MOR-5)

('000 USD)

Case No.	09-14025	09-14018	09-14023	09-14022	09-14020	09-14030	09-14028	09-14024		
Debtor Name	CEI Liquidation Estates	Redman Homes, Inc.	Western Homes Corporation	Homes of Merit, Inc	New Era Building Systems, Inc.	Highland Mfg Company LLC	San Jose Advantage Homes, Inc.	Star Fleet, Inc.	Debtors Eliminations	Debtors Consolidated

**Trade Accounts Receivable Reconciliation - Gross**

Beginning Balance	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
+ Amount billed during period	-	-	-	-	-	-	-	-	-	-	-	-
- Deposits applied	-	-	-	-	-	-	-	-	-	-	-	-
- Amount collected at Corporate	-	-	-	-	-	-	-	-	-	-	-	-
- Other adjustments	-	-	-	-	-	-	-	-	-	-	-	-
- Amount collected during period	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Balance</b>												

**Trade Accounts Receivable Aging**

0 - 15 days old	-	-	-	-	-	-	-	-	-	-	-	-
16 - 30 days old	-	-	-	-	-	-	-	-	-	-	-	-
31 - 60 days old	-	-	-	-	-	-	-	-	-	-	-	-
61 - 90 days old	-	-	-	-	-	-	-	-	-	-	-	-
91+ days old	-	-	-	-	-	-	-	-	-	-	-	-
Total Trade A/R per the Aging Report	-	-	-	-	-	-	-	-	-	-	-	-

**Reconciling Items:**

Other	-	-	-	-	-	-	-	-	-	-	-	-
<b>Adjusted Trade A/R Aging Balance</b>	-	-	-	-	-	-	-	-	-	-	-	-
Amount considered uncollectible	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Trade A/R-Net on balance sheet</b>	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

**NOTES**

1) All Debtor Companies accounts receivable have been purchased.

DEBTOR QUESTIONNAIRE (MOR-5)

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 (1)
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

NOTES

1) Workers compensation, general liability and other necessary insurance coverages were transferred.