

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

In re: §
§
MILLENNIUM MULTIPLE EMPLOYER § **Case No. 10-13528**
WELFARE BENEFIT PLAN, § **(Chapter 11)**
Debtor. §

MONTHLY OPERATING REPORT
(March 1, 2011 to March 31, 2011)

Debtor in Possession, Millennium Multiple Employer Welfare Benefit Plan, submits its
Monthly Operating Report for the period of March 1, 2011 to March 31, 2011 attached hereto.

Respectfully Submitted,

MILLENNIUM MULTIPLE EMPLOYER WELFARE
BENEFIT PLAN

By: /s/ Layla J. Dougherty
G. Blaine Schwabe, III -- OBA #8001
Layla J. Dougherty-OBA#20194

Of the Firm:
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*Proposed Special Counsel for Debtor-in-Possession
Millennium Multiple Employer Welfare Benefit Plan*

-and-



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UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA

IN RE:	}	CASE NUMBER: 10-13528-TMW
	}	
Millennium Multiple Employer Welfare	}	
Benefit Plan	}	
	}	
DEBTOR	}	CHAPTER 11

DEBTOR'S STANDARD MONTHLY OPERATING REPORT (BUSINESS)

FOR THE PERIOD
FROM March 1, 2011 TO March 31, 2011

Comes now the above-named debtor and files its Monthly Operating Reports in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

Attorney for Debtor's Signature

Debtor's Address
and Phone Number:

3205 Walker Drive
Richardson, TX 75082
(972) 690-3552

Attorney's Address
and Phone Number:

G. Blaine Schwabe, III
211 N. Robinson, 14th Floor
Oklahoma City, OK 73102
(405) 235-5589

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office. Monthly Operating Reports must be filed by the 21st day of the following month.

For assistance in preparing the Monthly Operating Report, refer to the following resources on the United States Trustee Program Website, <http://www.justice.gov/ust/r20/index.htm>.

- 1) Instructions for Preparations of Debtor's Chapter 11 Monthly Operating Report
- 2) Initial Filing Requirements
- 3) Frequently Asked Questions (FAQs)

SCHEDULE OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD BEGINNING MARCH 1, 2011 AND ENDING MARCH 31, 2011

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW
 Date of Petition: June 9, 2010

	<u>CURRENT</u> <u>MONTH</u>	<u>CUMULATIVE</u> <u>PETITION TO DATE</u>
1. FUNDS AT BEGINNING OF PERIOD	\$ <u>38,984.28</u> (a)	\$ <u>735,976.92</u> (b)
2. RECEIPTS:		
A. Cash Sales	<u> </u>	
Minus: Cash Refunds	<u>(-)</u>	
Net Cash Sales	<u> </u>	
B. Accounts Receivable	<u> </u>	
C. Other Receipts (See MOR-3)	<u>234,725.02</u>	<u>2,030,898.31</u>
(If you receive rental income, you must attach a rent roll.)		
3. TOTAL RECEIPTS (Lines 2A+2B+2C)	<u>234,725.02</u>	<u>2,030,898.31</u>
4. TOTAL FUNDS AVAILABLE FOR OPERATIONS (Line 1 + Line 3)	<u>273,709.30</u>	<u>2,766,875.23</u>
5. DISBURSEMENTS		
A. Advertising	<u> </u>	
B. Bank Charges	<u> </u>	
C. Contract Labor	<u> </u>	<u>288,747.00</u>
D. Fixed Asset Payments (not incl. in "N")	<u> </u>	
E. Insurance	<u> </u>	<u>44,900.00</u>
F. Inventory Payments (See Attach. 2)	<u> </u>	
G. Leases	<u> </u>	
H. Manufacturing Supplies	<u> </u>	
I. Office Supplies	<u>251.19</u>	<u>1,027.30</u>
J. Payroll - Net (See Attachment 4B)	<u> </u>	
K. Professional Fees (Accounting & Legal)	<u>10,000.00</u>	<u>409,538.74</u>
L. Rent	<u> </u>	
M. Repairs & Maintenance	<u> </u>	<u>53.58</u>
N. Secured Creditor Payments (See Attach. 2)	<u> </u>	<u>123,103.20</u>
O. Taxes Paid - Payroll (See Attachment 4C)	<u> </u>	
P. Taxes Paid - Sales & Use (See Attachment 4C)	<u> </u>	
Q. Taxes Paid - Other (See Attachment 4C)	<u> </u>	
R. Telephone	<u>117.70</u>	<u>3,921.89</u>
S. Travel & Entertainment	<u>690.89</u>	<u>9,743.08</u>
Y. U.S. Trustee Quarterly Fees	<u> </u>	<u>12,025.00</u>
U. Utilities	<u> </u>	
V. Vehicle Expenses	<u> </u>	
W. Other Operating Expenses (See MOR-3)	<u>70,436.35</u>	<u>1,681,602.27</u>
6. TOTAL DISBURSEMENTS (Sum of 5A thru W)	<u>81,496.13</u>	<u>2,574,662.06</u>
7. ENDING BALANCE (Line 4 Minus Line 6)	\$ <u>192,213.17</u> (c)	\$ <u>192,213.17</u> (c)

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 19th day of April, 2011.


(Signature)

- (a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.
- (b) This figure will not change from month to month. It is always the amount of funds on hand as of the date of the petition.
- (c) These two amounts will always be the same if form is completed correctly.

MONTHLY SCHEDULE OF RECEIPTS AND DISBURSEMENTS (cont'd)

Detail of Other Receipts and Other Disbursements

OTHER RECEIPTS:

Describe Each Item of Other Receipt and List Amount of Receipt. Write totals on Page MOR-2, Line 2C.

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
Employer contributions	205,247.49	1,195,823.86
Proceeds from life insurance policies		208,170.53
Reimbursements of administrative fees		50,000.00
Refund or Reimbursement for Legal Fees		
Previously Paid	29,477.53	29,477.53
Life insurance policy loans		540,000.00
Miscellaneous		7,426.39
TOTAL OTHER RECEIPTS	234,725.02	2,030,898.31

“Other Receipts” includes Loans from Insiders and other sources (i.e. Officer/Owner, related parties directors, related corporations, etc.). Please describe below:

<u>Loan Amount</u>	<u>Source of Funds</u>	<u>Purpose</u>	<u>Repayment Schedule</u>

OTHER DISBURSEMENTS:

Describe Each Item of Other Disbursement and List Amount of Disbursement. Write totals on Page MOR-2, Line 5W.

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
Life insurance premiums	68,726.36	1,378,059.76
Postage & Delivery Reimbursements	146.31	1,267.34
Payroll Reimbursements	1,293.68	13,862.43
Refund of Deposits Made in Error		6,800.00
Outstanding Checks at Petition Date		45,500.77
Notice Charges		86,015.96
Asset Management Fee		132,012.00
Actuarial Fees	270.00	11,588.75
Mediation Fee		6,400.00
Miscellaneous		95.26
TOTAL OTHER DISBURSEMENTS	70,436.35	1,681,602.27

NOTE: Attach a current Balance Sheet and Income (Profit & Loss) Statement.

Millennium Multiple Employer Welfare Benefit Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
MODIFIED CASH BASIS - UNAUDITED
 (subject to change)
 March 31, 2011

ASSETS

Cash	\$ 190,265
Held in escrow:	
Cash	1,948
Insurance contracts	45,163
	<u>47,111</u>
Investments at fair value:	
Insurance contracts	<u>123,207,691</u>
Total Assets	<u>\$ 123,445,067</u>

LIABILITIES

Escrow related obligations:	
Contributions and other amounts received in advance	\$ 1,789
Insurance contracts	45,163
	<u>46,952</u>
Loans collateralized by net surrender value of insurance contracts:	
Loan	28,661,638
Accumulated interest	2,436,619
	<u>31,098,257</u>
Total Liabilities	<u>31,145,209</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 92,299,858</u></u>

Millennium Multiple Employer Welfare Benefit Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS-
MODIFIED CASH BASIS - UNAUDITED
 (subject to change)
 for the month ended March 31, 2011

ADDITIONS:

Contributions

Employer contributions received	\$	205,247
---------------------------------	----	---------

Investment income

Decrease in the surrender value of life insurance contracts:

Amortization of surrender charges	\$	
Net increase in the contracts' values		-

Dividends and interest		0
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Other

Miscellaneous		-
Proceeds from surrender of life insurance policies		-
Reimbursements of administrative fees previously paid		0

Total Additions		205,247
------------------------	--	----------------

DEDUCTIONS:

Benefits paid directly to participants or beneficiaries

Death		
Life		0

Insurance premiums

Life insurance premiums paid	68,726	
Life insurance premiums paid by automatic policy loans		
Other insurance premiums paid		68,726

Interest

Interest paid		
Interest cost added to policy loans		0

Plan administration and management costs paid

Expense reimbursements	2,500	
Management fee		
Other		
Reimbursement for unpaid administrative fees		2,500

Professional fees paid

Actuarial	270	
Asset Management		
Auditing and preparation of tax returns	10,000	
Legal and noticing fees	(29,478)	(19,208)

Total Deductions		52,018
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INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	\$	153,229
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ATTACHMENT 1

MONTHLY ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

ACCOUNTS RECEIVABLE AT PETITION DATE:

ACCOUNTS RECEIVABLE RECONCILIATION

(Include all accounts receivable, pre-petition and post-petition, including charge card sales which have not been received): Not Applicable

Beginning of Month Balance	\$ _____	(a)
PLUS: Current Month New Billings		
MINUS: Collection During the Month	\$ _____	(b)
PLUS/MINUS: Adjustments or Write-offs	\$ _____	*
End of Month Balance	\$ _____	(c)

*For any adjustments or Write-offs provide explanation and supporting documentation, if applicable:

POST PETITION ACCOUNTS RECEIVABLE AGING

(Show the total for each aging category for all accounts receivable)

0-30 Days	31-60 Days	61-90 Days	Over 90Days	Total
\$ _____	\$ _____	\$ _____	\$ _____	\$ _____(c)

For any receivables in the "Over 90 Days" category, please provide the following:

<u>Customer</u>	<u>Receivable Date</u>	<u>Status</u> (Collection efforts taken, estimate of collectability, write-off, disputed account, etc.)
_____	_____	
_____	_____	
_____	_____	
_____	_____	

- (a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.
- (b) This must equal the number reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 2B).
- (c) These two amounts must equal.

ATTACHMENT 2

MONTHLY ACCOUNTS PAYABLE AND SECURED PAYMENTS REPORT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

In the space below list all invoices or bills incurred and not paid since the filing of the petition. Do not include amounts owed prior to filing the petition. In the alternative, a computer generated list of payables may be attached provided all information requested below is included.

POST-PETITION ACCOUNTS PAYABLE

Date	Days	Vendor	Description	Amount
<u>Incurring</u>	<u>Outstanding</u>			
Professional / Legal Fees – See (2) Below				
2/24/2011	35	Kurtzman Carson Consultants, LLC	Noticing Agent	\$3,275,850.27
3/7/2011	24	Kurtzman Carson Consultants, LLC	Noticing Agent	34,678.94
3/17/2011	14	Milliman, Inc.	Actuarial	14,155.61
3/20/2011	11	Jonathan Cocks	Contract Labor	135.00
3/20/2011	11	Condera Advisors	Asset Management	32,083.00
				<u>71,545.00</u>
				\$3,428,447.82

Check here if pre-petition debts have been paid. Attach an explanation and copies of supporting documentation.

ACCOUNTS PAYABLE RECONCILIATION (Post Petition Unsecured Debt Only)

Opening Balance	\$ 3,310,529.21	(a)
PLUS: New Indebtedness Incurred This Month	\$ 117,918.61	
MINUS: Amount Paid on Post Petition,	\$	
PLUS: Accounts Payable This Month	\$	
PLUS/MINUS: Adjustments	\$	*
Ending Month Balance	\$ 3,428,447.82	(c)

*For any adjustments provide explanation and supporting documentation, if applicable.

Notes:

- The Millennium Multiple Employer Welfare Benefit Plan's (the "Plan's") financial statements are prepared using the modified cash basis of accounting. The Plan does not account for operating liabilities and, accordingly, recognizes costs and expenses when paid.
- Detail of legal or other professional fees approved by court order, but unpaid as of March 31, 2011:

Law Firm	Amount
Anderson Kill	\$66,446.96
Connor & Winter	99,387.98
Dewey & LeBoeuf	1,141,797.25
Diamond McCarthy	418,512.70
Franklin Skierski	302,186.65
Gilbert Russell	20,000.00
Groom Law Group	638,495.00
Jackson Lewis	32,890.10
Mitchell Williams	10,080.73
Mock Schwabe	102,205.21
Price & Associates	101,164.02
Roberts Markel	83,353.17
Schiff Hardin	6,967.57
Stutzman Bromberg	105,362.93
Thompson & Knight	114,000.00
Watts & Watts	<u>33,000.00</u>

\$3,275,850.27

SECURED PAYMENTS REPORT

List the status of Payments to Secured Creditors and Lessors (Post Petition Only). If you have entered into a modification agreement with a secured creditor/lessor, consult with your attorney and the United States Trustee Program prior to completing this section.

Secured Creditor/ Lessor	Date Payment Due This Month	Amount Paid This Month	of Post Petition Payments Delinquent	Number
				Total Amount of Post Petition Payments Delinquent
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
TOTAL		_____		_____ (d)

- (a) This number is carried forward from last month's report. For the first report only, this number will be zero.
- (b, c) The total of line (b) must equal line (c).
- (d) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5N).

ATTACHMENT 3

INVENTORY AND FIXED ASSETS REPORT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011

Period ending: March 31, 2011

INVENTORY REPORT

INVENTORY BALANCE AT PETITION DATE: \$ Not Applicable
 INVENTORY RECONCILIATION:
 Inventory Balance at Beginning of Month \$ _____ (a)
 PLUS: Inventory Purchased During Month \$ _____
 MINUS: Inventory Used or Sold \$ _____
 PLUS/MINUS: Adjustments or Write-downs \$ _____ *
 Inventory on Hand at End of Month \$ _____

METHOD OF COSTING INVENTORY:

*For any adjustments or write-downs provide explanation and supporting documentation, if applicable.

INVENTORY AGING

Less than 6 months old	6 months to 2 years old	Greater than 2 years old	Considered Obsolete	Total Inventory
_____ %	_____ %	_____ %	_____ %	= _____ 100%*

* Aging Percentages must equal 100%.

Check here if inventory contains perishable items.

Description of Obsolete Inventory:

FIXED ASSET REPORT

FIXED ASSETS FAIR MARKET VALUE AT PETITION DATE: Not Applicable (b)
 (Includes Property, Plant and Equipment)

BRIEF DESCRIPTION (First Report Only):

FIXED ASSETS RECONCILIATION:
 Fixed Asset Book Value at Beginning of Month \$ _____ (a)(b)
 MINUS: Depreciation Expense \$ _____
 PLUS: New Purchases \$ _____
 PLUS/MINUS: Adjustments or Write-downs \$ _____ *
 Ending Monthly Balance \$ _____

*For any adjustments or write-downs, provide explanation and supporting documentation, if applicable.

BRIEF DESCRIPTION OF FIXED ASSETS PURCHASED OR DISPOSED OF DURING THE REPORTING PERIOD:

(a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.

(b) Fair Market Value is the amount at which fixed assets could be sold under current economic conditions. Book Value is the cost of the fixed assets minus accumulated depreciation and other adjustments.

ATTACHMENT 4A

MONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at <http://www.justice.gov/ust/r20/index.htm>. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: Republic Bank & Trust BRANCH:
 ACCOUNT NAME: Millennium Plan Trust Account ACCOUNT NUMBER: 1803700
 PURPOSE OF ACCOUNT: OPERATING

Ending Balance per Bank Statement	\$ 211,189.68
Plus Total Amount of Outstanding Deposits	\$
Minus Total Amount of Outstanding Checks and other debits	\$ 20,924.55 *
Minus Service Charges	\$
Ending Balance per Check Register	\$ 190,265.13 ** ^(a)

*Debit cards are used by None

**If Closing Balance is negative, provide explanation:

The following disbursements were paid in Cash (do not include items reported as Petty Cash on Attachment 4D: () Check here if cash disbursements were authorized by the United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
<u>Not Applicable</u>				

TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS

"Total Amount of Outstanding Checks and other debits", listed above, includes:

\$	<u>0</u>	Transferred to Escrow Account
\$	<u>0</u>	Transferred to Tax Account

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).



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Date 3/31/11 Page 1 of 2
 Account Number 1803700
 Items 35
 ** Duplicate Statement **

RECEIVED

APR 04 2011
 CW 4/4/11

*****AUTO**5-DIGIT 73070
 3104 1.1880 AV 0.460 11 1 33

Millennium Plan Trust Account
 Debtor in Possession Case 10-13528
 SecurePlan Administrators, LLC
 Attn Dustin Lambert
 PO Box 5369
 Norman OK 73070-5369

* * * CHECKING ACCOUNT * * *

CORPORATE CHECKING		Number of Items	35
Account Number	1803700	Statement Dates	3/01/11 thru 3/31/11 ✓
Previous Balance	120,666.92 ✓	Days in the Statement Period	31
9 Deposits/Credits	234,725.02	Average Ledger Bal	62,554
26 Checks/Debits	144,202.26	Average Collected Bal	61,868
Service Charge	.00		
Interest Paid	.00 ✓		
Ending Balance	211,189.68 ✓		

Deposits and Other Credits

Date	Description	Amount
3/02	DDA REGULAR DEPOSIT	6,250.00
3/08	DDA REGULAR DEPOSIT	503.67
3/08	DDA REGULAR DEPOSIT	8,000.00
3/15	DDA REGULAR DEPOSIT	18,054.00
3/21	DDA REGULAR DEPOSIT	503.67
3/21	DDA REGULAR DEPOSIT	9,893.50
3/28	DDA REGULAR DEPOSIT	21,477.53
3/29	DDA REGULAR DEPOSIT	10,349.05
3/29	DDA REGULAR DEPOSIT	159,693.60

Checks in Check Number Order

Date	Check No	Amount	Date	Check No	Amount
3/28	7138	3,182.43	3/02	7172	2,487.50
3/02	7167*	5,000.00	3/01	7173	1,244.00
3/02	7168	5,000.00	3/01	7174	14,926.00
3/02	7169	5,000.00	3/01	7175	1,244.00
3/04	7170	10,000.00	3/01	7176	1,244.00
3/01	7171	9,800.00	3/02	7178*	10,000.00

** Denotes check numbers out of sequence

*PLEASE EXAMINE STATEMENT AT ONCE. IF NO ERROR IS REPORTED WITHIN 30 DAYS, THE ACCOUNT WILL BE CONSIDERED CORRECT.
 *IN CASE OF ERRORS OR QUESTIONS CONCERNING ELECTRONIC TRANSACTIONS, PLEASE TELEPHONE OR WRITE US AT THE ABOVE ADDRESS.



Date 3/31/11 Page 2 of 2
Account Number 1803700
Items 35
** Duplicate Statement **

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CORPORATE CHECKING

1803700 (Continued)

		Checks in Check Number Order					
Date	Check No	Amount	Date	Check No	Amount		Amount
3/04	7179	270.00	✓ 3/16	7186			5,295.77
3/04	7180	14,609.97	✓ 3/16	7187			1,315.00
3/04	7181	9,892.78	✓ 3/16	7188			1,027.80
✓ 3/07	7182	2,911.41	✓ 3/16	7189			5,295.77
✓ 3/09	7183	2,499.77	✓ 3/16	7190			2,466.41
✓ 3/10	7184	516.00	✓ 3/16	7191			1,409.15
✓ 3/09	7185	1,196.00	✓ 3/29	7192			26,368.50

** Denotes check numbers out of sequence

Daily Balance Information					
Date	Balance	Date	Balance	Date	Balance
3/01	92,208.92	3/08	41,790.93	3/16	38,823.26
3/02	70,971.42	3/09	38,095.16	3/21	49,220.43
3/04	36,198.67	3/10	37,579.16	3/28	67,515.53
3/07	33,287.26	3/15	55,633.16	3/29	211,189.68



*PLEASE EXAMINE STATEMENT AT ONCE. IF NO ERROR IS REPORTED WITHIN 30 DAYS, THE ACCOUNT WILL BE CONSIDERED CORRECT.
*IN CASE OF ERRORS OR QUESTIONS CONCERNING ELECTRONIC TRANSACTIONS, PLEASE TELEPHONE OR WRITE US AT THE ABOVE ADDRESS.

1:32 PM

04/04/11

Millennium Plan - post June 10 Reconciliation Detail

RBT-Trust Debtor in Possession, Period Ending 03/31/2011

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						120,666.92
Cleared Transactions						
Checks and Payments - 26 items						
Check	1/3/2011	7138	Michael Pasha	X	-3,182.43	-3,182.43
Check	2/22/2011	7170	Lincoln Life Insurance	X	-10,000.00	-13,182.43
Check	2/22/2011	7171	American General Life Insurance Company	X	-9,800.00	-22,982.43
Check	2/22/2011	7168	American General Life Insurance Company	X	-5,000.00	-27,982.43
Check	2/22/2011	7167	American General Life Insurance Company	X	-5,000.00	-32,982.43
Check	2/22/2011	7169	American General Life Insurance Company	X	-5,000.00	-37,982.43
Check	2/22/2011	7172	Penn Mutual Life Insurance Company	X	-2,487.50	-40,469.93
Check	2/24/2011	7174	ING Security Life of Denver	X	-14,926.00	-55,395.93
Check	2/24/2011	7180	Indy Life/Aviva Life Insurance Company	X	-14,609.97	-70,005.90
Check	2/24/2011	7178	Robert D. Goldstein, CPA	X	-10,000.00	-80,005.90
Check	2/24/2011	7181	Indy Life/Aviva Life Insurance Company	X	-9,892.78	-89,898.68
Check	2/24/2011	7175	ING Security Life of Denver	X	-1,244.00	-91,142.68
Check	2/24/2011	7173	ING Security Life of Denver	X	-1,244.00	-92,386.68
Check	2/24/2011	7176	ING Security Life of Denver	X	-1,244.00	-93,630.68
Check	2/24/2011	7179	Milliman, USA	X	-270.00	-93,900.68
✓ Check	3/1/2011	7182	Penn Mutual Life Insurance Company	X	-2,911.41	-96,812.09
✓ Check	3/3/2011	7183	Jonathan Cocks	X	-2,499.77	-99,311.86
✓ Check	3/3/2011	7185	Indy Life/Aviva Life Insurance Company	X	-1,198.00	-100,507.86
✓ Check	3/3/2011	7184	Indy Life/Aviva Life Insurance Company	X	-516.00	-101,023.86
✓ Check	3/8/2011	7189	American General Life Insurance Company	X	-5,295.77	-106,319.63
✓ Check	3/8/2011	7186	American General Life Insurance Company	X	-5,295.77	-111,615.40
✓ Check	3/8/2011	7190	American General Life Insurance Company	X	-2,466.41	-114,081.81
✓ Check	3/8/2011	7191	American General Life Insurance Company	X	-1,409.15	-115,490.96
✓ Check	3/8/2011	7187	American General Life Insurance Company	X	-1,315.00	-116,805.96
✓ Check	3/8/2011	7188	American General Life Insurance Company	X	-1,027.80	-117,833.76
✓ Check	3/17/2011	7192	American United Life Insurance Company	X	-26,368.50	-144,202.26
Total Checks and Payments					-144,202.26	-144,202.26
Deposits and Credits - 9 items						
Payment	3/2/2011	22765	Sweeney Dental, LLC	X	6,250.00	6,250.00
Payment	3/8/2011	005312	Luedtke Plumbing, Inc.	X	503.67	6,753.67
Deposit	3/8/2011			X	8,000.00	14,753.67
Payment	3/15/2011	411005	Santarossa Mosaic	X	18,054.00	32,807.67
Payment	3/21/2011	005327	Luedtke Plumbing, Inc.	X	503.67	33,311.34
Payment	3/21/2011	3229	RK Dairy Queen	X	9,893.50	43,204.84
Deposit	3/28/2011			X	21,477.53	64,682.37
Payment	3/29/2011	2010...	BINL, Incorporated	X	10,349.05	75,031.42
Payment	3/29/2011	0030...	The Pasha Group	X	159,693.60	234,725.02
Total Deposits and Credits					234,725.02	234,725.02
Total Cleared Transactions					90,522.76	90,522.76
Cleared Balance						211,189.68
Uncleared Transactions						
Checks and Payments - 5 Items						
✓ Check	3/22/2011	7194	Penn Mutual Life Insurance Company		-7,380.00	-7,380.00
✓ Check	3/22/2011	7193	Penn Mutual Life Insurance Company		-1,385.00	-8,765.00
✓ Check	3/30/2011	7196	American General Life Insurance Company		-6,218.75	-14,983.75
✓ Check	3/30/2011	7197	American General Life Insurance Company		-4,913.00	-19,896.75
✓ Check	3/30/2011	7195	American General Life Insurance Company		-1,027.80	-20,924.55
Total Checks and Payments					-20,924.55	-20,924.55
Total Uncleared Transactions					-20,924.55	-20,924.55
Register Balance as of 03/31/2011					69,598.21	190,265.13

ATTACHMENT 5A

CHECK REGISTER - OPERATING ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

NAME OF BANK: Republic Bank & Trust BRANCH:

ACCOUNT NAME: Millennium Plan Trust Account

ACCOUNT NUMBER: 1803700

PURPOSE OF ACCOUNT: OPERATING

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

<u>DATE</u>	<u>CHECK NUMBER</u>	<u>PAYEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
2/24/2011	7178	Robert D. Goldstein	Accounting Fees	\$10,000.00
2/24/2011	7179	Milliman, Inc.	Actuarial Fees	\$270.00
3/1/2011	7182	Penn Mutual Life Insurance Company	Life Ins. Premiums	\$2,911.41
3/3/2011	7183	Jonathan Cocks	Expense Reimbursement	\$2,499.77
3/3/2011	7184	Aviva Life and Annuity Company	Life Ins. Premiums	\$516.00
3/3/2011	7185	Aviva Life and Annuity Company	Life Ins. Premiums	\$1,196.00
3/8/2011	7186	American General Life Insurance Company	Life Ins. Premiums	\$5,295.77
3/8/2011	7187	American General Life Insurance Company	Life Ins. Premiums	\$1,315.00
3/8/2011	7188	American General Life Insurance Company	Life Ins. Premiums	\$1,027.80
3/8/2011	7189	American General Life Insurance Company	Life Ins. Premiums	\$5,295.77
3/8/2011	7190	American General Life Insurance Company	Life Ins. Premiums	\$2,466.41
3/8/2011	7191	American General Life Insurance Company	Life Ins. Premiums	\$1,409.15
3/17/2011	7192	American United Life Insurance Company	Life Ins. Premiums	\$26,368.50
3/22/2011	7193	Penn Mutual Life Insurance Company	Life Ins. Premiums	\$1,385.00
3/22/2011	7194	Penn Mutual Life Insurance Company	Life Ins. Premiums	\$7,380.00
3/30/2011	7195	American General Life Insurance Company	Life Ins. Premiums	\$1,027.80
3/30/2011	7196	American General Life Insurance Company	Life Ins. Premiums	\$6,218.75
3/30/2011	7197	American General Life Insurance Company	Life Ins. Premiums	\$4,913.00
TOTAL				\$81,496.13

ATTACHMENT 4B

MONTHLY SUMMARY OF BANK ACTIVITY - ESCROW ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at <http://www.justice.gov/ust/r20/index.htm>.

NAME OF BANK: Republic Bank & Trust BRANCH:

ACCOUNT NAME: Millennium Plan Escrow Account ACCOUNT NUMBER: 1803727

PURPOSE OF ACCOUNT: ESCROW

Ending Balance per Bank Statement	\$ 1,948.04
Plus Total Amount of Outstanding Deposits	\$
Minus Total Amount of Outstanding Checks and other debits	\$ *
Minus Service Charges	\$
Ending Balance per Check Register	\$ 1,948.04 ** (a)

***Debit cards must not be issued on this account.**

****If Closing Balance is negative, provide explanation:**

The following disbursements were paid by Cash: (Check here if cash disbursements were authorized by the United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
<u>None</u>	_____			
_____	_____			
_____	_____			

The following non-payroll disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for disbursement from this account
<u>None</u>	_____			
_____	_____			
_____	_____			
_____	_____			

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

1:38 PM

04/04/11

Millennium Plan - post June 10
Reconciliation Detail
RBT-Escrow Debtor in Possession, Period Ending 03/31/2011

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Clr</u>	<u>Amount</u>	<u>Balance</u>
Beginning Balance						1,948.04
Cleared Balance						1,948.04
Register Balance as of 03/31/2011						1,948.04
Ending Balance						1,948.04

ATTACHMENT 5B

CHECK REGISTER - ESCROW ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

NAME OF BANK: Republic Bank & Trust BRANCH:

ACCOUNT NAME: Millennium Plan Escrow Account

ACCOUNT NUMBER: 1803727

PURPOSE OF ACCOUNT: ESCROW

Account for all disbursements, including voids, lost payments, stop payment, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

<u>DATE</u>	<u>CHECK NUMBER</u>	<u>PAYEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
<u>None</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

TOTAL \$

ATTACHMENT 4C

MONTHLY SUMMARY OF BANK ACTIVITY - TAX ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found on the United States Trustee website, <http://www.justice.gov/ust/r20/index.htm>.

NAME OF BANK: Not Applicable BRANCH:
ACCOUNT NAME: _____ ACCOUNT NUMBER:

PURPOSE OF ACCOUNT: TAX

Ending Balance per Bank Statement	\$
Plus Total Amount of Outstanding Deposits	\$
Minus Total Amount of Outstanding Checks and other debits	\$ _____ *
Minus Service Charges	\$
Ending Balance per Check Register	\$ _____ **(a)

***Debit cards must not be issued on this account.**

****If Closing Balance is negative, provide explanation:**

The following disbursements were paid by Cash: (Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

The following non-tax disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for disbursement from this account
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(a)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5C

CHECK REGISTER - TAX ACCOUNT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

NAME OF BANK: Not Applicable BRANCH:

ACCOUNT NAME: _____ ACCOUNT #

PURPOSE OF ACCOUNT: TAX

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer-generated check register can be attached to this report, provided all the information requested below is included.

<u>DATE</u>	<u>CHECK NUMBER</u>	<u>PAYEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
TOTAL				_____ (d)

SUMMARY OF TAXES PAID

Payroll Taxes Paid	_____ (a)
Sales & Use Taxes Paid	_____ (b)
Other Taxes Paid	_____ (c)
TOTAL	_____ (d)

- (a) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5O).
- (b) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5P).
- (c) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5Q).
- (d) These two lines must be equal.

ATTACHMENT 4D

INVESTMENT ACCOUNTS AND PETTY CASH REPORT

INVESTMENT ACCOUNTS

Each savings and investment account, i.e. certificates of deposits, money market accounts, stocks and bonds, etc., should be listed separately. Attach copies of account statements.

Type of Negotiable

Instrument	Face Value	Purchase Price	Date of Purchase	Current Market Value
None	_____	_____	_____	
_____	_____	_____	_____	
_____	_____	_____	_____	
_____	_____	_____	_____	
_____	_____	_____	_____	
TOTAL				_____ (a)

PETTY CASH REPORT

The following Petty Cash Drawers/Accounts are maintained:

Location of Box/Account	(Column 2) Maximum Amount of Cash in Drawer/Acct.	(Column 3) Amount of Petty Cash On Hand At End of Month	(Column 4) Difference between (Column 2) and (Column 3)
None	_____	_____	
_____	_____	_____	
_____	_____	_____	
TOTAL		\$ _____ (b)	

For any Petty Cash Disbursements over \$100 per transaction, attach copies of receipts. If there are no receipts, provide an explanation

TOTAL INVESTMENT ACCOUNTS AND PETTY CASH (a + b) \$ _____ (c)

(c)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 6

MONTHLY TAX REPORT

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011

Period ending: March 31, 2011

TAXES OWED AND DUE

Report all unpaid post-petition taxes including Federal and State withholding FICA, State sales tax, property tax, unemployment tax, State workmen's compensation, etc.

Name of Taxing Authority	Date Payment Due	Description	Amount	Date Last Tax Return Filed	Tax Return Period
None					
TOTAL			\$		

ATTACHMENT 7

SUMMARY OF OFFICER OR OWNER COMPENSATION

SUMMARY OF PERSONNEL AND INSURANCE COVERAGES

Name of Debtor: Millennium Multiple Employer Welfare Benefit Plan Case Number: 10-13528-TMW

Reporting Period beginning: March 1, 2011 Period ending: March 31, 2011

Report all forms of compensation received by or paid on behalf of the Officer or Owner during the month. Include car allowances, payments to retirement plans, loan repayments, payments of Officer/Owner's personal expenses, insurance premium payments, etc. Do not include reimbursement for business expenses Officer or Owner incurred and for which detailed receipts are maintained in the accounting records.

<u>Name of Officer or Owner</u>	<u>Title</u>	<u>Payment Description</u>	<u>Amount Paid</u>
---------------------------------	--------------	----------------------------	--------------------

PERSONNEL REPORT

	<u>Full Time</u>	<u>Part Time</u>
Number of employees at beginning of period	<u>0</u>	
Number hired during the period	<u> </u>	
Number terminated or resigned during period	<u> </u>	
Number of employees on payroll at end of period	<u>0</u>	

CONFIRMATION OF INSURANCE

List all policies of insurance in effect, including but not limited to workers' compensation, liability, fire, theft, comprehensive, vehicle, health and life. For the first report, attach a copy of the declaration sheet for each type of insurance. For subsequent reports, attach a certificate of insurance for any policy in which a change occurs during the month (new carrier, increased policy limits, renewal, etc.).

<u>Agent and/or Carrier</u>	<u>Phone Number</u>	<u>Policy Number</u>	<u>Coverage Type</u>	<u>Expiration Date</u>	<u>Premium Due</u>
<u>Insgroup, Inc.</u>	<u>713-541-7272</u>	<u>104369574</u>	<u>ERISA Bond</u>	<u>8/1/2011</u>	
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	

The following lapse in insurance coverage occurred this month:

<u>Policy Type</u>	<u>Date Lapsed</u>	<u>Date Reinstated</u>	<u>Reason for Lapse</u>
<u>None</u>	<u> </u>	<u> </u>	
<u> </u>	<u> </u>	<u> </u>	

[X] Check here if the U. S. Trustee has been listed as Certificate Holder for all insurance policies.

ATTACHMENT 8**SIGNIFICANT DEVELOPMENTS DURING REPORTING PERIOD**

Information to be provided on this page, includes, but is not limited to: (1) financial transactions that are not reported on this report, such as the sale of real estate (*attach closing statement*); (2) non-financial transactions, such as the substitution of assets or collateral; (3) modifications to loan agreements; (4) change in senior management, etc. Attach any relevant documents.

1. The enclosed Statement of Net Assets Available for Benefits at March 31, 2011 is based on the information available to the Millennium Multiple Employer Welfare Benefit Plan as of December 31, 2010. The Millennium Plan's Trustee, Republic Bank & Trust, is in the process of obtaining updated policy values from the Plan's life insurance carriers. As this information is received, certain policy values may be different than the values presented at March 31, 2011. If the change is significant, the Millennium Plan will file an amended Monthly Operating Report.
2. The expense reimbursement to Jonathan Cocks includes reimbursements for the following costs: telephone conference calls, travel and entertainment, payroll expense for assistant, office supplies, postage and delivery, and certain office related items.

We anticipate filing a Plan of Reorganization and Disclosure Statement on or before (Second Amended Plan and Disclosure Statement were filed on April 18, 2011).