

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**In re** Ultimate Escapes Holdings, LLC et al

**Case No.** 10-12915

**Reporting Period:** December 2010

**MONTHLY OPERATING REPORT**

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

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

<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		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	Yes		
Schedule of Professional Fees Paid	MOR-1b	N/A		
Copies of bank statements		Yes		
Cash disbursements journals		N/A		
Statement of Operations	MOR-2	Yes		
Balance Sheet	MOR-3	Yes		
Status of Postpetition Taxes	MOR-4	Yes		
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4			
Listing of aged accounts payable	MOR-4			
Accounts Receivable Reconciliation and Aging	MOR-5			
Debtor Questionnaire	MOR-5			

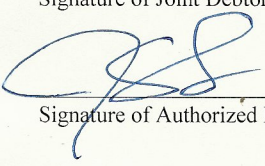
I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date

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

12-5-2011  
\_\_\_\_\_  
Date

Jeff Sparks  
\_\_\_\_\_  
Printed Name of Authorized Individual

PRES  
\_\_\_\_\_  
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**

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)]

	BANK ACCOUNTS						CURRENT MONTH		CUMULATIVE FILING TO DATE	
	OPER.	PAYROLL	OTHER <sup>(1)</sup>	OTHER <sup>(2)</sup>	JPM OPER <sup>(3)</sup>	JPM PAYROLL <sup>(4)</sup>	ACTUAL	PROJECTED	ACTUAL	PROJECTED
<b>CASH BEGINNING OF MONTH</b>	429.61	(134.35)	32,283.74	26,716.35	143,160.53	23,033.61	225,489.49		234,212.21	
<b>RECEIPTS</b>										
CASH SALES	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
ACCOUNTS RECEIVABLE	0.00	0.00	0.00	0.00	9,095.17	0.00	9,095.17		76,605.32	
LOANS AND ADVANCES	0.00	0.00	0.00	0.00	1,523,836.91	0.00	1,523,836.91		3,732,876.28	
SALE OF ASSETS	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
OTHER (ATTACH LIST)	4,093.10	334.35	0.00	12.52	0.00	0.00	4,439.97		4,727.04	
TRANSFERS (FROM DIP ACCTS)	200.00	0.00	0.00	4,522.71	0.00	169,356.77	174,079.48		770,596.61	
<b>TOTAL RECEIPTS</b>	<b>4,293.10</b>	<b>334.35</b>	<b>0.00</b>	<b>4,535.23</b>	<b>1,532,932.08</b>	<b>169,356.77</b>	<b>1,711,451.53</b>		<b>4,584,805.25</b>	
<b>DISBURSEMENTS</b>										
NET PAYROLL	0.00	0.00	0.00	0.00	0.00	137,509.54	137,509.54		436,537.70	
PAYROLL TAXES	0.00	0.00	0.00	0.00	0.00	43,205.17	43,205.17		145,451.26	
INDEPENDENT CONTRACTOR PYMTS	0.00	0.00	0.00	0.00	47,646.12	0.00	47,646.12		310,288.37	
INDEPENDENT CONTRACTOR EXPENSES	0.00	0.00	0.00	0.00	2,000.00	0.00	2,000.00		34,394.27	
SALES, USE, & OTHER TAXES	0.00	0.00	0.00	0.00	3,719.33	0.00	3,719.33		4,910.45	
INVENTORY PURCHASES	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
SECURED/ RENTAL/ LEASES	0.00	0.00	0.00	0.00	9,400.00	0.00	9,400.00		48,358.96	
HOA FEES/MEMBER SERVICES	0.00	0.00	0.00	0.00	216,242.52	0.00	216,242.52		557,074.58	
INSURANCE	0.00	0.00	0.00	0.00	69,025.88	0.00	69,025.88		476,037.66	
ADMINISTRATIVE	80.87	0.00	0.00	0.00	9,701.19	135.00	9,917.06		41,853.95	
SELLING	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
HOUSEKEEPING	0.00	0.00	0.00	0.00	0.00	0.00	0.00		86,538.07	
UTILITIES	0.00	0.00	0.00	0.00	24,805.29	0.00	24,805.29		136,970.02	
REPAIRS & MAINTENANCE	0.00	0.00	0.00	0.00	4,472.56	0.00	4,472.56		32,296.40	
OFFICE EXPENSES	0.00	0.00	0.00	0.00	6,861.73	0.00	6,861.73		22,606.15	
OTHER (ATTACH LIST)	0.00	0.00	0.00	0.00	48,249.87	8,050.00	56,299.87		122,034.70	
OWNER DRAW *	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
TRANSFERS (TO DIP ACCTS)	4,522.71	200.00	0.00	0.00	169,356.77	0.00	174,079.48		770,596.61	
PROFESSIONAL FEES	0.00	0.00	0.00	0.00	932,190.47	0.00	932,190.47		1,394,387.78	
U.S. TRUSTEE QUARTERLY FEES	0.00	0.00	0.00	0.00	28,925.00	0.00	28,925.00		28,925.00	
COURT COSTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	
<b>TOTAL DISBURSEMENTS</b>	<b>4,603.58</b>	<b>200.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,572,596.73</b>	<b>188,899.71</b>	<b>1,766,300.02</b>		<b>4,649,261.93</b>	
NET CASH FLOW (RECEIPTS LESS DISBURSEMENTS)	(310.48)	134.35	0.00	4,535.23	(39,664.65)	(19,542.94)	(54,848.49)		(64,456.68)	
<b>CASH - END OF MONTH</b>	<b>119.13</b>	<b>0.00</b>	<b>32,283.74</b>	<b>31,251.58</b>	<b>103,495.88</b>	<b>3,490.67</b>	<b>170,641.00</b>		<b>169,755.53</b>	

\* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE

**THE FOLLOWING SECTION MUST BE COMPLETED**

<b>DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)</b>	
<b>TOTAL DISBURSEMENTS</b>	1,766,300.02
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	(174,079.48)
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	\$
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>	<b>1,592,220.54</b>

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS - OTHER**

	OTHER <sup>(1)</sup>	OTHER <sup>(2)</sup>	JPM OPER <sup>(3)</sup>	JPM PAYROLL <sup>(4)</sup>
<b>RECEIPTS - OTHER</b>				
Interest Income - CNL Bank		13.44		13.44
<b>TOTAL RECEIPTS - OTHER</b>	0.00	13.44	0.00	13.44
<b>DISBURSEMENTS - OTHER</b>				
<b>TOTAL DISBURSEMENTS - OTHER</b>	0.00	0.00	0.00	0.00

**BANK RECONCILIATIONS**  
**Continuation Sheet for MOR-1**

A bank reconciliation must be included for each bank account. The debtor's bank reconciliation may be substituted for this page.

	Operating		Payroll		Other <sup>(1)</sup>		Other <sup>(2)</sup>		JPM Operating		JPM Payroll	
	# 5747		# 2272		# 3611		# 5588		# 1479		#1487	
<b>BALANCE PER BOOKS</b>	119.13		0.00		32,283.74		31,251.58		#####		3,490.67	
BANK BALANCE	119.13		0.00		32,283.74		31,251.58		#####		3,490.67	
(+) DEPOSITS IN TRANSIT (ATTACH LIST)	0.00		0.00		0.00		0.00		0.00		0.00	
(-) OUTSTANDING CHECKS (ATTACH LIST)	0.00		0.00		0.00		0.00		(29,711.74)		0.00	
OTHER (ATTACH EXPLANATION)	0.00		0.00		0.00		0.00		0.00		0.00	
ADJUSTED BANK BALANCE *	119.13		0.00		32,283.74		31,251.58		#####		3,490.67	
* Adjusted bank balance must equal balance per books												
<b>DEPOSITS IN TRANSIT</b>	Date	Amount	Date	Amount	Date	Amount	Date	Amount	Date	Amount	Date	Amount
<b>CHECKS OUTSTANDING</b>	Ck. #	Amount	Ch. #	Amount	Ck. #	Amount	Ck. #	Amount	Ck. #	Amount	Ck. #	Amount
									15053	3,000.00		
									15054	3,000.00		
									15055	3,000.00		
									15056	3,000.00		
		0.00							15225	162.50		
									15289	10,066.63		
									15304	55.86		
									15326	100.00		
									15328	3,381.50		
									15332	295.00		
									15335	487.81		
									15355	66.78		
									15372	2,666.66		
									15375	225.00		
									15390	204.00		
										29,711.74		
<b>OTHER</b>												
		0.00										

In re Ultimate Escapes Holdings, LLC et al  
Debtor

Case No. 10-12915  
Reporting Period: December 2010

**SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID**

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
Greenberg Traurig	9/20/10 - 9/30/10	150,000.00	Ultimate Escapes	wire	12/10/10	150,000.00	0.00		
Greenberg Traurig	10/1/10 - 10/31/10	270,000.00	Ultimate Escapes	wire	12/20/10	270,000.00	0.00	420,000.00	0.00
CRG Partners	9/20/10 - 10/16/10	345,000.00	Ultimate Escapes	wire	11/3/10	252,683.77	29,142.79		
CRG Partners	10/17/10 - 11/6/10	145,000.00	Ultimate Escapes	wire	11/19/10	102,163.42	17,298.23		
CRG Partners	11/7/10 - 11/20/10	80,000.00	Ultimate Escapes	wire	12/3/10	59,814.32	5,232.10		
CRG Partners	11/21/11 - 12/10/10	100,000.00	Ultimate Escapes	wire	12/17/10	78,486.14	1,892.33	493,147.64	53,565.45
BMC Group	9/20/10 - 9/30/10	49,706.10	Ultimate Escapes	wire	11/4/10	28,051.50	21,654.60		
BMC Group	10/1/10 - 10/31/10	139,792.73	Ultimate Escapes	wire	12/3/10	47,445.00	92,347.73	75,496.50	114,002.33
Saul Ewing	9/20/10 - 9/30/10	11,203.00	Ultimate Escapes	wire	11/11/10	11,203.00	0.00		
Saul Ewing	10/1/10 - 10/31/10	33,001.47	Ultimate Escapes	wire	12/15/10	33,001.47	0.00	64,204.47	0.00
FTI	10/1/10 - 10/31/10	41,791.80	Ultimate Escapes	wire	12/17/10	41,248.00	543.80	41,248.00	543.80
Polsinelli Shughart	10/1/10 - 10/31/10	148,798.08	Ultimate Escapes	wire	12/17/10	142,510.80	6,287.28	142,510.80	6,287.28

**STATEMENT OF OPERATIONS**  
(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.

<b>REVENUES</b>	<b>Month</b>	<b>Cumulative Filing to Date</b>
Gross Revenues	\$ 9,095.17	\$ 71,252.29
Less: Returns and Allowances	-	-
Net Revenue	9,095.17	71,252.29
<b>COST OF GOODS SOLD</b>		
Beginning Inventory	-	-
Add: Purchases	-	-
Add: Cost of Labor	-	-
Add: Other Costs (attach schedule)	-	-
Less: Ending Inventory	-	-
Cost of Goods Sold	-	-
Gross Profit	9,095.17	71,252.29
<b>OPERATING EXPENSES</b>		
Advertising	-	-
Auto and Truck Expense	-	-
Bad Debts	-	-
Contributions	-	-
Employee Benefits Programs	-	69.63
Homeowner Association Fees	216,242.52	603,219.77
Housekeeping	-	94,074.23
Insider Compensation*	38,199.87	88,536.50
Insurance	69,025.88	504,499.80
Management Fees/Bonuses	-	-
Office Expense	6,861.73	29,824.81
Pension & Profit-Sharing Plans	-	-
Repairs and Maintenance	4,472.56	40,780.61
Rent and Lease Expense	9,400.00	48,672.30
Salaries/Commissions/Fees	195,205.66	670,732.39
Supplies	-	1,388.27
Taxes - Payroll	43,205.17	132,815.53
Taxes - Real Estate	3,719.33	26,535.16
Taxes - Other	-	1,610.97
Travel and Entertainment	9,782.06	40,364.19
Utilities	24,805.29	145,182.38
Other (attach schedule)	5,757.55	4,730.54
Total Operating Expenses Before Depreciation	626,677.62	2,433,037.08
Depreciation/Depletion/Amortization	813,611.67	2,712,038.90
Net Profit (Loss) Before Other Income & Expenses	(1,431,194.12)	(5,073,823.69)
<b>OTHER INCOME AND EXPENSES</b>		
Other Income (attach schedule)	12.52	45.17
Interest Expense	-	-
Other Expense (attach schedule)	-	-
Net Profit (Loss) Before Reorganization Items	(1,431,181.60)	(5,073,778.52)
<b>REORGANIZATION ITEMS</b>		
Professional Fees	2,221,024.22	2,221,024.22
U. S. Trustee Quarterly Fees	28,925.00	28,925.00
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)	-	-
Gain (Loss) from Sale of Equipment	-	-
Other Reorganization Expenses (attach schedule)	-	32,283.74
Total Reorganization Expenses	2,249,949.22	2,282,232.96
Income Taxes	-	-
Net Profit (Loss)	(3,681,130.82)	(7,356,011.48)

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

**STATEMENT OF OPERATIONS - continuation sheet**

BREAKDOWN OF "OTHER" CATEGORY	Month	Cumulative Filing to Date
<b>Other Costs</b>		
Audit & Accounting Fees - Post Petition	\$ -	\$ 201.00
Bank Service Charges	\$ 135.00	\$ 2,294.94
Credit Card Fees	\$ -	\$ 306.15
Property Management Fee	\$ -	\$ 3,000.00
Other Costs	\$ 10,050.00	\$ 51,344.83
Vintage Filings	\$ -	\$ 390.00
October 2010 Income Statement Adjustment for Paydown of A/P	\$ -	\$ (48,378.93)
December 2010 Reversal of A/P checks	\$ (4,427.45)	\$ (4,427.45)
	\$ 5,757.55	\$ 4,730.54
<b>Other Operational Expenses</b>		
<b>Other Income</b>		
Interest Income	12.52	45.17
<b>Other Expenses</b>		
<b>Other Reorganization Expenses</b>		
Utilities Escrow Funding	\$ -	\$ 32,283.74

**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.

**BALANCE SHEET**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
<b>CURRENT ASSETS</b>		
Unrestricted Cash and Equivalents	\$ 170,641.00	\$ 234,212.21
Restricted Cash and Cash Equivalents (see continuation sheet)	182,283.74	150,000.00
Accounts Receivable (Net)	83,707.01	101,732.68
Notes Receivable	91,273.01	91,273.01
Inventories	21,000.00	21,616.67
Prepaid Expenses	594,854.12	551,957.28
Professional Retainers	-	-
Other Current Assets (attach schedule)	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>1,143,758.88</b>	<b>1,150,791.85</b>
<b>PROPERTY AND EQUIPMENT</b>		
Real Property and Improvements	132,371,830.98	132,371,830.98
Machinery and Equipment	-	-
Furniture, Fixtures and Office Equipment	9,084,355.07	9,086,317.67
Leasehold Improvements	8,220.49	8,220.49
Vehicles	-	-
Less Accumulated Depreciation	(15,820,526.97)	(13,259,753.39)
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>125,643,879.57</b>	<b>128,206,615.75</b>
<b>OTHER ASSETS</b>		
Loans to Insiders*	-	-
Other Assets (attach schedule)	42,532,285.41	42,669,829.26
<b>TOTAL OTHER ASSETS</b>	<b>42,532,285.41</b>	<b>42,669,829.26</b>
<b>TOTAL ASSETS</b>	<b>\$ 169,319,923.86</b>	<b>\$ 172,027,236.86</b>

LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>		
Accounts Payable	\$ -	\$ -
Taxes Payable (refer to FORM MOR-4)	-	-
Wages Payable	-	47,595.60
Notes Payable	308,696.88	\$326,475.34
Rent / Leases - Building/Equipment	-	-
Secured Debt / Adequate Protection Payments	3,732,876.28	-
Professional Fees	826,636.44	-
Amounts Due to Insiders*	-	-
Other Postpetition Liabilities (attach schedule)	-	-
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>4,868,209.60</b>	<b>374,070.94</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>		
Secured Debt	95,673,897.62	95,673,897.62
Priority Debt	10,000,000.00	10,000,000.00
Unsecured Debt	107,027,715.07	106,800,946.43
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>212,701,612.69</b>	<b>212,474,844.05</b>
<b>TOTAL LIABILITIES</b>	<b>217,569,822.29</b>	<b>212,848,914.99</b>
<b>OWNER EQUITY</b>		
Capital Stock	19,144,684.62	19,144,684.62
Additional Paid-In Capital	(280,997.56)	(280,997.56)
Partners' Capital Account	-	-
Owner's Equity Account	29,542,751.78	29,525,251.78
Retained Earnings - Pre-Petition	(89,300,325.79)	(89,210,616.97)
Retained Earnings - Postpetition	(7,356,011.48)	-
Adjustments to Owner Equity (attach schedule)	-	-
Postpetition Contributions (Distributions) (Draws) (attach schedule)	-	-
<b>NET OWNER EQUITY</b>	<b>(48,249,898.43)</b>	<b>(40,821,678.13)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>\$ 169,319,923.86</b>	<b>\$ 172,027,236.86</b>

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



**BALANCE SHEET - continuation sheet**

<b>ASSETS</b>		<b>BOOK VALUE AT END OF CURRENT REPORTING MONTH</b>	<b>BOOK VALUE ON PETITION DATE</b>
<b>Other Current Assets</b>			
	Restricted Cash-Credit Card Holdback	\$150,000.00	\$150,000.00
	Restricted Cash-Prepaid Payroll	\$0.00	\$0.00
	Restricted Cash - Utilities Escrow	\$32,283.74	\$0.00
<b>Other Assets</b>			
	Deposits	\$11,400.00	\$11,400.00
	Goodwill	\$8,472,922.81	\$8,472,922.81
	Intangibles - PE Leads	\$10,552,055.52	\$10,552,055.52
	Intangibles - PE Member Acquisition	\$14,154,166.64	\$14,154,166.64
	Loan Origination Costs	\$1,613,903.23	\$1,613,903.23
	Other Assets - Memberships	\$395,500.00	\$395,500.00
	Inter-company Due from non-Chapter 11 LLCs	\$7,332,337.21	\$7,332,337.21
<b>LIABILITIES AND OWNER EQUITY</b>		<b>BOOK VALUE AT END OF CURRENT REPORTING MONTH</b>	<b>BOOK VALUE ON PETITION DATE</b>
<b>Other Postpetition Liabilities</b>			
<b>Adjustments to Owner Equity</b>			
<b>Postpetition Contributions (Distributions) (Draws)</b>			

Restricted Cash is cash that is restricted for a specific use and not available to fund operations. Typically, restricted cash is segregated into a separate account, such as an escrow account.

**STATUS OF POSTPETITION TAXES**

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.

	<b>Beginning Tax Liability</b>	<b>Amount Withheld or Accrued</b>	<b>Amount Paid</b>	<b>Date Paid</b>	<b>Check No. or EFT</b>	<b>Ending Tax Liability</b>
<b>Federal</b>						
Withholding	\$0.00					\$0.00
FICA-Employee	0.00					0.00
FICA-Employer	0.00					0.00
Unemployment	0.00					0.00
Income						
Other: _____		46,924.50	46,924.50			
Total Federal Taxes	0.00	46,924.50	46,924.50			0.00
<b>State and Local</b>						
Withholding	958.34		0.00			958.34
Sales	2,417.14		0.00			2,417.14
Excise						
Unemployment						
Real Property						
Personal Property						
Other: _____						
Total State and Local	3,375.48	0.00	0.00			3,375.48
<b>Total Taxes</b>	<b>\$3,375.48</b>	<b>\$46,924.50</b>	<b>\$46,924.50</b>			<b>\$3,375.48</b>

**SUMMARY OF UNPAID POSTPETITION DEBTS**

Attach aged listing of accounts payable.

	<b>Number of Days Past Due</b>					<b>Total</b>
	<b>Current</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>Over 90</b>	
Accounts Payable	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Wages Payable	0.00	0.00	0.00	0.00	0.00	0.00
Taxes Payable	0.00	0.00	0.00	0.00	0.00	0.00
Rent/Leases-Building	0.00	0.00	0.00	0.00	0.00	0.00
Rent/Leases-Equipment	0.00	0.00	0.00	0.00	0.00	0.00
Secured Debt/Adequate Protection Payments	0.00	0.00	0.00	0.00	0.00	0.00
Professional Fees	0.00	0.00	0.00	0.00	0.00	0.00
Amounts Due to Insiders*	0.00	0.00	0.00	0.00	0.00	0.00
Other: _____	0.00	0.00	0.00	0.00	0.00	0.00
Other: _____	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Postpetition Debts</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

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

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

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>		<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period		\$409,837.92
+ Amounts billed during the period		\$12,111.43
- Amounts collected during the period		(\$30,137.10)
Total Accounts Receivable at the end of the reporting period		\$391,812.25
<b>Accounts Receivable Aging</b>		<b>Amount</b>
0 - 30 days old		\$48,884.80
31 - 60 days old		\$20,516.11
61 - 90 days old		\$126,737.68
91+ days old		\$195,673.66
Total Accounts Receivable		\$391,812.25
Amount considered uncollectible (Bad Debt)		(\$308,105.24)
Accounts Receivable (Net)		\$83,707.01

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month</b>	<b>Yes</b>	<b>No</b>
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		<b>X</b>
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.		<b>X</b>
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	<b>X</b>	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	<b>X</b>	
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.		<b>X</b>