# UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA

In re: Technology Properties Limited LLC

Case No.

13-51589

CHAPTER 11 MONTHLY OPERATING REPORT (GENERAL BUSINESS CASE)

# SUMMARY OF FINANCIAL STATUS

	MONTH ENDED: Jul-14	PETITION DATE:	03/20/13	
1.	Debtor in possession (or trustee) hereby submits this Monthly Op the Office of the U.S. Trustee or the Court has approved the Casl			if checked here
	Dollars reported in $\underline{\$1}$			
		End of Current	End of Prior	As of Petition
2.	Asset and Liability Structure	Month	<u>Month</u>	Filing
	a. Current Assets	\$2,470,554	\$2,437,916	
	b. Total Assets	\$2,490,054	\$2,457,416	\$4,472,717
	c. Current Liabilities	\$3,230,653	\$3,079,216	
	d. Total Liabilities	\$73,000,575	\$72,849,138	\$69,769,922
				Cumulative
3.	Statement of Cash Receipts & Disbursements for Month	Current Month	Prior Month	(Case to Date)
	a. Total Receipts	\$1,748	\$33,419	\$10,423,040
	b. Total Disbursements	\$512	\$517	\$10,388,242
	c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	\$1,236	\$32,902	\$34,798
	d. Cash Balance Beginning of Month	\$157,335	\$124,433	\$123,773
	e. Cash Balance End of Month $(c + d)$	\$158,571	\$157,335	\$158,571
			<u>.</u>	Cumulative
		Current Month	Prior Month	(Case to Date)
4.	Profit/(Loss) from the Statement of Operations	(\$188,191)	(\$148,865)	(\$3,572,710)
5.	Account Receivables (Pre and Post Petition)	\$2,286,208	\$2,286,208	
6.	Post-Petition Liabilities	\$3,230,653	\$3,079,216	
7.	Past Due Post-Petition Account Payables (over 30 days)	\$729,570	\$706,070	
At t	he end of this reporting month:		Yes	No
8.	Have any payments been made on pre-petition debt, other than p	ayments in the normal		No
	course to secured creditors or lessors? (if yes, attach listing inclu	ding date of		
	payment, amount of payment and name of payee)	e		
9.	Have any payments been made to professionals? (if yes, attach l	isting including date of		No
	payment, amount of payment and name of payee)	0		
10.	If the answer is yes to 8 or 9, were all such payments approved b	v the court?		
11.	Have any payments been made to officers, insiders, shareholders			No
	attach listing including date of payment, amount and reason for p		e)	
12.	Is the estate insured for replacement cost of assets and for genera		Yes	
13.	Are a plan and disclosure statement on file?	i nuonny.	Yes	
14.	Was there any post-petition borrowing during this reporting period	od?	105	No
15.		rustee Quarterly Fees Y	; Check if filing is current	t for: Post-petition
	tax reporting and tax returns: Y.			
	(Attach explanation, if post-petition taxes or U.S. Trustee Quarter	erly Fees are not paid currer	nt or if post-petition tax	
	reporting and tax return filings are not current.)		* *	

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.

Date:	10/2/2014 0:00

/s/ Daniel E. Leckrone Responsible Individual

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### STATEMENT OF OPERATIONS

#### (General Business Case)

For the Month Ended 07/31/14

Actual	<u>Forecast</u>	Variance		Cumulative (Case to Date)	Next Month <u>Forecast</u>
			Revenues:		
\$1,748 FN2	\$1,682	\$66	1 Gross Sales	\$10,354,498	\$1,200,00
	\$0	\$0	2 less: Sales Returns & Allow. & ForeignTax Whdg	\$641,250	\$
\$1,748	\$1,682	\$66	3 Net Sales	\$9,714,756	\$1,200,00
		\$0	4 less: Cost of Goods Sold (Schedule 'B')	\$0	
\$1,748	\$1,682	\$66	5 Gross Profit	\$9,714,756	\$1,200,00
\$0		\$0	6 Interest	\$0	
\$78,333	\$78,333	\$0	7 Other Income: Current portion of prepaid royalty	\$1,253,328	\$78,33
\$0	\$0	\$0	8 Vendor Refund	(\$2,443)	\$
(\$11,750)	(11,750)	\$0	9 Less: Cost of Revenue	(\$5,790,316)	(11,75
		\$66	10 Total Revenues		
\$68,331	\$68,265	\$66	10 Iotai Revenues	\$5,175,325	\$1,266,58
\$0	¢0.	¢0.	Expenses:	\$07( 957	¢
\$0	\$0	\$0	11 Compensation to Owner(s)/Officer(s)	\$976,857	\$
\$0		\$0 \$0	12 Salaries 13 Commissions	\$1,049,779	-
\$0	\$0	<u> </u>	13 Commissions 14 Contract Labor	\$0 \$15,000	ş
<u>\$0</u>	<u>\$0</u>	<del>\$0</del>	Rent/Lease:	\$15,000	4
\$0	\$100	(\$100)	15 Personal Property	\$19,937	\$10
\$0	\$0	\$0	16 Real Property	\$141,640	9
\$0	\$0	\$0	17 Insurance	\$139,488	\$1,25
		\$0	18 Management Fees	\$0	
<u> </u>		\$0	19 Depreciation Taxes:	\$0	
\$0	\$0	\$0	20 Employer Payroll Taxes (Paid to TriNet)	\$97,287	5
\$0	\$0	\$0	21 Real Property Taxes	\$0	9
\$0	\$0	\$0	22 Other Taxes	\$15,382	9
<u>\$0</u> \$2,086	\$200 \$5,000	(\$200) (\$2,914)	23 Other Selling 24 Other Administrative	\$26,079 \$123,458	\$20 \$5,00
\$2,080	\$400	(\$400)	25 Interest	\$6,549	\$3,00
\$0	\$0	<u>(\$480)</u> \$0	26 Other Expenses: Miscellaneous SG&A	\$2,181	 φ+c
\$0	\$0	\$0	27 TriNet Payroll Fees	\$22,557	9
\$0	\$0	\$0	28 Workers Comp Insurance (Paid to TriNet)	\$30,792	
\$525	\$500	\$25	29 Employer Paid Benefits (Paid to TriNet)	\$187,064	\$20
\$0	\$0	\$0	30 Unrealized Loss(gain) - stock	(\$25,369)	9
\$723	\$5,000	(\$4,277)	31         Patent Prosec./Maintenance           32         Other Professional Fees	\$524,559	\$181,60
<u>\$0</u> \$50,000	\$5,000 \$50,000	(\$5,000) \$0	32 Other Professional Fees 33 CCC Adequate Protection	\$22,315 \$750,000	\$5,00 \$50,00
\$75,000	\$75,000	\$0	34 Venkidu Adequate Protection	\$1,125,000	\$75,0
\$128,334	\$141,200	(\$12,866)	35 Total Expenses	\$5,250,556	\$318,75
(\$60,003)	(\$72,935)	\$12,932	36 Subtotal	(\$75,230)	\$947,83
			Reorganization Items:		
(\$127,214) FN1	(\$200,000)	\$72,786	37 Professional Fees	(\$3,459,780)	(\$151,0
	· · · · ·	\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from		
	-	\$0	Resulting Chp 11 Case		
(0075)	(\$075)	\$0	40 Gain or (Loss) from Sale of Equipment	(627 700)	(\$0)
(\$975)	(\$975)	\$0 \$0	41 U.S. Trustee Quarterly Fees 42	(\$37,700)	(\$9)
(\$128,189) FN1	(\$200,975)	\$72,786	43 Total Reorganization Items	(\$3,497,480)	(\$151,97
(\$188,191)	(\$273,910)	\$85,718 \$0	<ul> <li>44 Net Profit (Loss) Before Federal &amp; State Taxes</li> <li>45 Federal &amp; State Income Taxes</li> </ul>	(\$3,572,710)	\$795,8
<u> </u>		\$U			
(\$188,191)	(\$273,910)	\$85,718	46 Net Profit (Loss)	(\$3,572,710)	\$795,85

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

Foot Note 1: Professional fees accrued are an estimate, since we do not have the actual invoices.

Foot Note 2: TPL and HSM Portfolio LLC entered into a Fast Logic license agreement in June, and the fee of \$160,000 for the license was paid to their litigation contingency counsel. Distributions of this license payment will be made following the calculations of the various entitlements. Case: 13-51589 Doc# 573 Filed: 10/02/14 Entered: 10/02/14 12:19:08 Page 2 of Revised 1/1/98

# BALANCE SHEET (General Business Case) For the Month Ended 07/31/14

	Assets	From Schedules	<u>Market Value</u>
	Current Assets	<u>From Schedules</u>	Market Value
1	Cash and cash equivalents - unrestricted		\$158,571
2	Cash and cash equivalents - restricted		\$775
3	Accounts receivable (net) * See Footnote	А	\$2,286,208
4	Inventory	В	\$25,000
5	Prepaid expenses		\$0
6	Professional retainers		\$0
7	Other:		\$0
8			
9	<b>Total Current Assets</b>		\$2,470,554
	Property and Equipment (Market Value)		
10	Real property	С	\$0
11	Machinery and equipment	D	\$3,000
12	Furniture and fixtures	D	\$864
13	Office equipment	D	\$15,636
14	Leasehold improvements	D	\$0
15	Vehicles	D	\$0
16	Other:	D	
17		D	
18			
19			
20		D	
21	<b>Total Property and Equipment</b>		\$19,500
	Other Assets		
22	Loans to shareholders		
23	Loans to affiliates		
24			
25			
26			
27			
28	<b>Total Other Assets</b>		\$0
29	Total Assets		\$2,490,054

**\*NOTE:** A portion of the PDS receivable listed may be uncollectable. The uncollectable value has not been estimated. Familiarity with comparable market used to estimate the market value of assets at time of petition.

# Liabilities and Equity (General Business Case)

# **Liabilities From Schedules**

## **Post-Petition**

## **Current Liabilities**

30	Salaries and wages			\$151,721
31	Payroll taxes			
32	Real and personal property taxes			\$0
33	Income taxes			\$0
34	Sales taxes			\$0
35	Notes payable (short term)		\$	13,560
36	Accounts payable (trade)	А		\$748,207
37	Real property lease arrearage			\$0
38	Personal property lease arrearage			\$0
39	Accrued professional fees			\$2,304,682
40	Current portion of long-term post-petition debt (due w	ithin 12 months)		\$0
41	Other: Contingency Fees due on Revenue	_		-
42	Other Invoice Accruals	_		12,482
43		-		
44	<b>Total Current Liabilities</b>			\$3,230,653
45	Long-Term Post-Petition Debt, Net of Current Portion			\$0
46	<b>Total Post-Petition Liabilities</b>			\$3,230,653
	Pre-Petition Liabilities (allowed amount TBD) *Not Necessarily	y Allowed listed		
47	Secured claims	F	TBD	\$10,728,180
48	Priority unsecured claims	F	TBD	\$9,026,825
49	General unsecured claims	F	TBD	\$50,014,917
50	<b>Total Pre-Petition Liabilities</b>		TBD	\$69,769,922
51	Total Liabilities		TBD	\$73,000,575
	Equity (Deficit)			
52	Retained Earnings/(Deficit) at time of filing			
53	Capital Stock			
54	Additional paid-in capital			
55	Cumulative profit/(loss) since filing of case			
56	Post-petition contributions/(distributions) or (draws)			
57	1 - (			
58	Market value adjustment	-		
59	Total Equity (Deficit)			(\$70,510,520)
60	Total Liabilities and Equity (Deficit)			\$2,490,054

NOTES:

47 - 51) Allowed amounts have not yet been determined. Listed Pre-petition full amounts.

## SCHEDULES TO THE BALANCE SHEET (General Business Case)

#### Schedule A

#### Accounts Receivable and (Net) Payable

	Accounts Receivable	Accounts Payable	Past Due
Receivables and Payables Agings	[Pre and Post Petition]	[Post Petition]	Post Petition Debt
0 -30 Days	\$0	18,637	_
31-60 Days	\$0	18,191	-
61-90 Days	\$0	37,889	748,207
91+ Days	2,379,646	673,490	FN2
Total accounts receivable/payable	\$2,379,646	748,207	
Allowance for doubtful accounts	93,438		-
Accounts receivable (net)	\$2,286,208		

NOTEs: FN 1, A portion of the PDS receivable listed may be uncollectable. The uncollecable value has not been estimated. FN 2 Payable withheld because Cash Collateral Budget Appoved by Court does not accommodate full payment

Delay in payments to Alliacense.

Schedule B						
	Inventory/Cost of Goods Sold					
<b>Types and Amount of Inventory(ies)</b>			Cost of Goods Sold			
Retail/Restaurants - Product for resale	Inventory(ies) Balance at <u>End of Month</u>		Inventory Beginning of Month Add - Net purchase Direct labor Manufacturing overhead			
Distribution - Products for resale			Freight in Other: Misc Expense			
Manufacturer - Raw Materials						
Work-in-progress Finished goods	\$25,000		Less - Inventory End of Month Shrinkage			
Other - Explain			Personal Use			
TOTAL	\$25.000		Cost of Goods Sold	\$0		
IOTAL	\$23,000	I				
Method of Inventory Control         Do you have a functioning perpetual         Yes       No       x         How often do you take a complete ph         Weekly			Inventory Valuation Methods Indicate by a checkmark method of inventory used. Valuation methods - FIFO cost LIFO cost Lower of cost or market Retail method Other Explain NOTE: We have on hand dated pre-production of No formal valuation	chips and legacy chips		
Date of next physical inventory is						
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# Schedule C **Real Property**

Description None	Cost	Market Value
None	\$0	\$0
Total	 \$0	\$0

# Schedule D **Other Depreciable Assets**

Description Machinery & Equipment	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -	unavailable	\$3,000
Total		\$3,000
Furniture & Fixtures -	\$4,268	\$864
Total Offic <u>e Equipment -</u>	\$4,268	<u>\$864</u> \$15,636
		\$15,636
Total	\$192,406	\$15,636
Leasehold Improvements -		
Total		\$0
Vehicles -		
Total	\$0	\$0

#### Schedule E Aging of Post-Petition Taxes (As of End of the Current Reporting Period)

Taxes Payable	0-30 Days	31-60 Days	61-90 Days	<u>91+ Days</u>	<b>Total</b>
Federal					
Income Tax Withholding	\$0				\$0
FICA - Employee	\$0				\$0
FICA - Employer	\$0				\$0
Unemployment (FUTA)	\$0				\$0
Income	\$0				\$0
Other (Attach List)	\$0				\$0
Total Federal Taxes	\$0	\$0	\$0	\$0	\$0
State and Local			<u> </u>		
Income Tax Withholding	\$0				\$0
Unemployment (UT)	\$0		<u> </u>		\$0
Disability Insurance (DI)	\$0		<u> </u>		\$0
Empl. Training Tax (ETT)	\$0				\$0
Sales	\$0		<u> </u>		\$0
Excise	\$0		<u> </u>		\$0
Real property	\$0		<u> </u>		\$0
Personal property	\$0				\$0
Income	\$0				\$0
Other (Attach List)	\$0				\$0
Total State & Local Taxes	\$0	\$0	\$0	\$0	\$0
Total Taxes	\$0	\$0	\$0	\$0	\$0

### Schedule F Pre-Petition Liabilities

	Claimed	Allowed
List Total Claims For Each Classification -	Amount	Amount (b)
Secured claims (a)	\$10,728,180	TBD
Priority claims other than taxes	\$9,026,825	TBD
Priority tax claims	\$0	TBD
General unsecured claims	\$50,014,917	TBD

- (a) List total amount of claims even it under secured.
- (b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

#### Schedule G Rental Income Information Not applicable to General Business Cases

#### Schedule H Recapitulation of Funds Held at End of Month

	Account 1	Account 2	Account 3	Account 4	Account 5
Bank	U.S.Bank NA	M&T Bank	M&T Bank	M&T Bank	M&T Bank
Account Type	Trust Acct.	Checking	Checking	Checking	Checking
Account No.	xxxx1655	xxxxx8039	xxxxx8062	xxxxx8070	xxxxx8088
Account Purpose	Trust Acct.	General DIP	DIP	DIP	DIP
Balance, End of Month	\$68,169 FN1	57,831	1,000	1,155	30,417

Total Funds on Hand for all Accounts

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$158,571
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Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report. Footnote 1: As a condition of approving a ligitation settlement in May, the Official Committee of Unsecured Creditors required deposit of TPL's portion of the settlement fee to a trust account set up by Dorsey & Whitney, attorneys of the Official Committee of Unsecured Creditors, rather than an existing TPL DIP account.

# STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

## Increase/(Decrease) in Cash and Cash Equivalents

For the Month Ended 07/31/14

			Actual July <u>Month</u>		Cumulative (Case to Date)
	Cash Receipts				
1	Rent/Leases Collected				\$0
2	Cash Received from Sales		\$1,748		\$9,526,654
3	Interest Received				\$0
4	Borrowings				\$0
5	Funds from Shareholders, Partners, or Other Insiders				\$0
6	Capital Contributions				\$0
7	Vendor refunds		\$0	-	\$103,015
8	PDS Distribution				\$793,371
9					\$0
10					\$0
11					\$0
12	Total Cash Receipts		\$1,748		\$10,423,040
	Cash Disbursements				
13	Payments for Inventory				\$0
14	Selling (COS/Direct Litigation Expenses)		\$ -	-	\$4,844,015
15	Administrative		\$ 512	-	\$192,949
16	Capital Expenditures		\$ 512	• •	\$172,747
17	Principal Payments on Debt			• •	\$0
18	Interest Paid			• •	\$0
10	Rent/Lease:			• •	\$0
10			¢	-	
19	Personal Property		<u>\$</u> - \$-	• •	\$30,032
20	Real Property		<u>s</u> -		\$125,901
	Amount Paid to Owner(s)/Officer(s)		<b></b>		\$0
21	Salaries		\$ -		\$466,199
22	Draws				\$0
23	Commissions/Royalties				\$0
24	Expense Reimbursements		\$ -		\$21,619
25	Other				\$0
26	Salaries/Commissions (less employee withholding)		\$ -		\$797,127
27	Management Fees				\$0
	Taxes:				\$0
28	Employee Withholding *See Footnote	FN1	\$-	FN1	\$482,395
29	Employer Payroll Taxes *See Footnote	FN1	\$-	FN1	\$82,741
30	Real Property Taxes				\$0
31	Other Taxes		\$ -		\$15,212
32	Other Cash Outflows:				\$0
33	Insurance		\$ -		\$102,637
34	Patent Prosec. & Maint./Lit Support		\$ -		\$560,545
35	Employee/Employer Health Benefits (Paid to TriNet)	FN1	\$ -	FN1	\$228,574
351	Worker Comp and TriNet Fees Paid to TriNet)	FN1	\$ -	FN1	\$47,819
36	401K payments to Fidelity	FN1		FN1	\$78,753
37			\$ -	• •	\$1,011,725
371			-		\$1,300,000
38	Total Cash Disbursements:		\$512		\$10,388,242
39	Net Increase (Decrease) in Cash		\$1,236		\$34,798
40	Cash Balance, Beginning of Period		\$157,335		\$123,773
41	Cash Balance, End of Period		\$158,571		\$158,571

Footnote 1: Employee withholdings (except 401K), employer taxes, workers comp, and health benefits are all paid directly to TriNet prior to the Payrol 401K Withholdings paid directly to Fidelity through a deduction from TPL's Bank account.

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# **Technology Properties Limited LLC**

MOR Attachment July 31, 2014

Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

Item number

24	Admin expenses lower than anticipated.
31	Pat/Pros. Lit Support Fees were not as high for this month
32	Other Prof. Fees high, but less than projected.
44	High Reorganization costs continue to erode cummulative profit

# **Technology Properties Limited LLC**

<u>Checkbook ID</u> <u>GL Posting Source Doc Checkbook / Paid ToRcv check#</u> None

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Technology Properties Limited LLC Cash Reconciliation - 7/31/14

#

	Cash Amount
Cash Balance Bank @ 7/01/14	157,335
In Transit Item	
Beginning Balance 7/01/2014	157,335
Cash Deposit - DIP Cash Disbursement	1,748 (512)
Cash Balance Bank @ 7/31/14	158,571
Adjustments:	
Checks Outstanding	-
MOR Cash Receipt & Disbursement	158,571

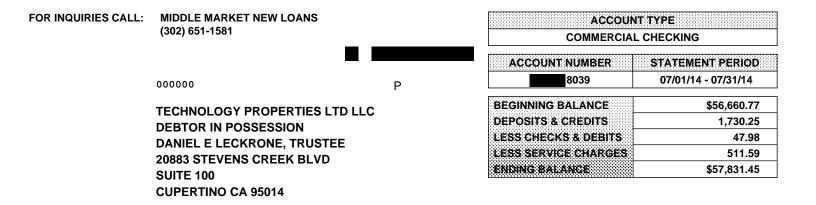
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Officer Payments - July 2014 TPL

None

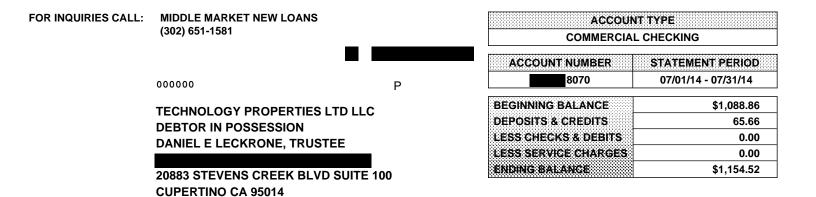
M&T Ban TPL Banl Date	k Re	concilia Type	ations Nr. Vendor	Dorsey Trust Ac XXXX8062	XXXX8039	XXXX8070	XXXX8088	Total
7/9/14 7/16/14 7/31/14	4.0		NA M&T bank charges NA Royalty Pmt NA Royalty Pmt	\$ -	\$ (511.59 \$ 1,682.27	,	\$-	(511.59) 1,682.27 65.66





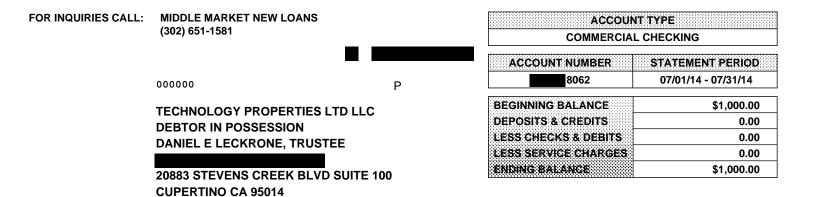
POSTING DATE	TRANSACTION DESCRIPTION	DEPOSITS & OTHER CREDITS (+)	WITHDRAWALS & OTHER DEBITS (-)	DAILY BALANCE
07/01/2014	BEGINNING BALANCE			\$56,660.77
07/09/2014	SERVICE CHARGE FOR ACCOUNT		\$511.59	56,149.18
07/16/2014	INCOMING FEDWIRE FUNDS TRANSFER	\$1,682.27		
				57,831.45
07/28/2014	DEPOSIT	47.98		57,879.43
07/31/2014	FOREIGN CHK Trans Amt: USD1.00 REF NUMBER OC		47.98	57,831.45
	NUMBER OF DEPOSITS/CHECKS PAID	2	0	





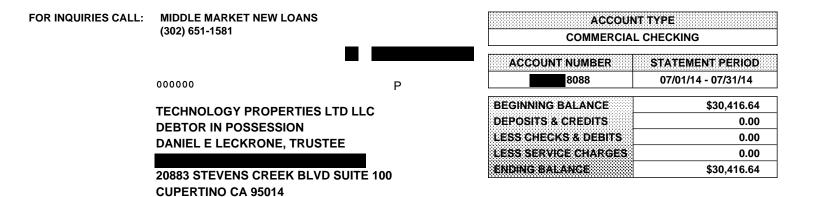
POSTING DATE	TRANSACTION DESCRIPTION	DEPOSITS & OTHER CREDITS (+)	WITHDRAWALS & OTHER DEBITS (-)	DAILY BALANCE
07/01/2014	BEGINNING BALANCE			\$1,088.86
07/31/2014	INCOMING FEDWIRE FUNDS TRANSFER	\$65.66		4 45 4 50
				1,154.52
	NUMBER OF DEPOSITS/CHECKS PAID	1	0	.,.





POSTING DATE	TRANSACTION DESCRIPTION		WITHDRAWALS & OTHER DEBITS (-)	
07/01/2014	BEGINNING BALANCE			\$1,000.00
	NUMBER OF DEPOSITS/CHECKS PAID	0	0	





POSTING DATE	TRANSACTION DESCRIPTION	DEPOSITS & OTHER CREDITS (+)	WITHDRAWALS & OTHER DEBITS (-)	DAILY BALANCE
07/01/2014	BEGINNING BALANCE			\$30,416.64
	NUMBER OF DEPOSITS/CHECKS PAID	0	0	