

In Re:
 The Tulving Company, Inc.
 Debtor(s).

CHAPTER 11 (NON-BUSINESS)
 Case Number: 8: 14-bk-11492-ES
 Operating Report Number: 2
 For the Month Ending: 30-Apr-14

I. CASH RECEIPTS AND DISBURSEMENTS
 A. (PRE-PETITION GENERAL ACCOUNT*)

1. TOTAL RECEIPTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	\$372,923.77	Note 1
Account Transfer	0.00	
2. LESS: TOTAL DISBURSEMENTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	1,505.02	
Account Transfer	0.00	
3. BEGINNING BALANCE:	371,418.75	Note 1
4. RECEIPTS DURING CURRENT PERIOD:	0.00	
Account Transfer	0.00	
5. BALANCE:	371,418.75	Note 1
6. LESS: TOTAL DISBURSEMENTS DURING CURRENT PERIOD	1,498.50	
Account Transfer	369,920.25	Note 2
7. ENDING BALANCE:	\$0.00	
8. Account Number:	***9491	
Depository Name & Location:	California Bank and Trust Lawndale, CA	

* All receipts must be deposited into the general account.

** Include receipts from the sale of any real or personal property out of the ordinary course of business; attach an exhibit specifying what was sold, to whom, terms, and date of Court Order or Report of Sale.

***This amount should be the same as the total from page 2.

Note 1: These amounts includes the following transactions as of the petition date (3/10/14): The account balance as of the petition date was \$-286,201.23 due to a cashier's check for \$659,125.00 deposited in January 2014 being returned from Chase Bank on 3/6/14. After consulting with California Bank, the amount of this cashier's check was redeposited into this account on 3/31/14. The amount listed under "Total Receipts" is the net amount of these transactions. The amount listed under "Beginning Balance" is the total amount listed on the bank statement under "Previous Balance" and represents the amount in the account at the beginning of this month.

Note 2: The remaining funds in this account as well as the funds in the ***2481 account were sent to the Trustee and the account was scheduled to be closed. However, the funds were not received by the Trustee. The bank has been notified of the issue involving the non-receipt of the cashier's check by the Trustee. The Trustee expects to receive the cashier's check within the next 30-45 days. When the cashier's check arrives it will be deposited into the account ending in ***2105.

Date mm/dd/yyyy	Check Number	Payee	Purpose	Amount
04/03/14	ACH	California Bank	Analysis fees - March	1,498.50
TOTAL DISBURSEMENTS THIS PERIOD:				1,498.50

Bank statement Date: 4/30/2014 Balance on Statement: \$0.00

Plus deposits in transit (a):

<u>Deposit Date</u>	<u>Deposit Amount</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

TOTAL DEPOSITS IN TRANSIT

Less Outstanding Checks (a):

<u>Check Number</u>	<u>Check Date</u>	<u>Check Amount</u>
_____	_____	_____
_____	_____	_____
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_____	_____	_____

TOTAL OUTSTANDING CHECKS:

\$ -

Bank statement Adjustments:

Explanation of Adjustments-

ADJUSTED BANK BALANCE:

\$0.00

* It is acceptable to replace this form with a similar form
** Please attach a detailed explanation of any bank statement adjustment

In Re:

 The Tulving Company, Inc.

 Debtor(s).

CHAPTER 11 (NON-BUSINESS)

 Case Number: 8: 14-bk-11492-ES
 Operating Report Number: 2
 For the Month Ending: 30-Apr-14

I. CASH RECEIPTS AND DISBURSEMENTS
 A. (PRE-PETITION GENERAL ACCOUNT*)

1. TOTAL RECEIPTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	\$200.00	Note 1
Intercompany Transfer	0.00	
2. LESS: TOTAL DISBURSEMENTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	0.00	
Intercompany Transfer	0.00	
3. BEGINNING BALANCE:	200.00	
4. RECEIPTS DURING CURRENT PERIOD:	0.00	
Intercompany transfer	0.00	
5. BALANCE:	200.00	
6. LESS: TOTAL DISBURSEMENTS DURING CURRENT PERIOD	0.00	
Intercompany Transfer	200.00	Note 2
7. ENDING BALANCE:	\$0.00	

8. Account Number: ***2481

Depository Name & Location: California Bank and Trust
 Lawndale, CA

* All receipts must be deposited into the general account.
 ** Include receipts from the sale of any real or personal property out of the ordinary course of business; attach an exhibit specifying what was sold, to whom, terms, and date of Court Order or Report of Sale.
 ***This amount should be the same as the total from page 2.

Note 1: Beginning balance in this account is as of the petition date (3/10/14)

Note 2: The remaining funds in this account as well as the funds in the ***9491 account were sent to the Trustee and the account was scheduled to be closed. However, the funds were not received by the Trustee. The bank has been notified of the issue involving the non-receipt of the cashier's check by the Trustee. The Trustee expects to receive the cashier's check within the next 30-45 days. When the cashier's check arrives it will be deposited into the account ending in ***2105.

Date mm/dd/yyyy	Check Number	Payee	Purpose	Amount
TOTAL DISBURSEMENTS THIS PERIOD:				0.00

Bank statement Date: 4/30/2014 Balance on Statement: \$0.00

Plus deposits in transit (a):

<u>Deposit Date</u>	<u>Deposit Amount</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

TOTAL DEPOSITS IN TRANSIT

Less Outstanding Checks (a):

<u>Check Number</u>	<u>Check Date</u>	<u>Check Amount</u>
_____	_____	_____
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_____	_____	_____
_____	_____	_____

TOTAL OUTSTANDING CHECKS:

\$ -

Bank statement Adjustments:

Explanation of Adjustments-

ADJUSTED BANK BALANCE:

* It is acceptable to replace this form with a similar form
 ** Please attach a detailed explanation of any bank statement adjustment

OFFICE OF THE UNITED STATES TRUSTEE

CENTRAL DISTRICT OF CALIFORNIA

In Re:

The Tulving Company, Inc.

Debtor(s).

CHAPTER 11 (NON-BUSINESS)

Case Number: 8: 14-bk-11492-ES
Operating Report Number: 2
For the Month Ending: 30-Apr-14

I. CASH RECEIPTS AND DISBURSEMENTS
A. (GENERAL ACCOUNT*)

1. TOTAL RECEIPTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	\$0.00
Intercompany Transfer	0.00
2. LESS: TOTAL DISBURSEMENTS PER ALL PRIOR GENERAL ACCOUNT REPORTS	0.00
Intercompany Transfer	0.00
3. BEGINNING BALANCE:	0.00
4. RECEIPTS DURING CURRENT PERIOD:	12,000.00
Intercompany transfer	0.00
5. BALANCE:	12,000.00
6. LESS: TOTAL DISBURSEMENTS DURING CURRENT PERIOD	0.00
Intercompany Transfer	0.00
7. ENDING BALANCE:	\$12,000.00

8. Account Number: ***2105

Depository Name & Location: Union Bank
Los Angeles, CA

* All receipts must be deposited into the general account.

** Include receipts from the sale of any real or personal property out of the ordinary course of business; attach an exhibit specifying what was sold, to whom, terms, and date of Court Order or Report of Sale.

***This amount should be the same as the total from page 2.

SUMMARY BANK RECONCILIATION

Date: 05/19/14

Trustee Name: R. TODD NEILSON - CH II

For Period Ending: **04/30/14**

Case Number: **8:14-11492 ES**

Case Name: THE TULVING COMPANY, INC

Account: XXXXXXXXXX **2105 GENERAL CHECKING**

Account Code: 01

FORM 2 LEDGER BALANCE 11,900.00

CHECKS OUTSTANDING (Listed Below) + 100.00

FORM 2 BALANCE 12,000.00

BANK BALANCE 12,000.00

OUTSTANDING CHECKS

Date	Check #	Description	Debits
04/23/14	300000	INTERNATIONAL SURETIES, LTD	100.00

1 OUTSTANDING CHECK TOTALING: 100.00

ENDING BALANCES FOR THE PERIOD:

(Provide a copy of monthly account statements for each of the below)

	General Account	0.00
	Trust Account	0.00
	Operating Account	0.00
	Commissions Account	0.00
	Payroll Account	0.00
*Other Accounts:	Pre-Petition General Account	0.00
	***2481	0.00
	***2105	12,000.00
		0.00
		0.00
		0.00
*Other Monies:	**Petty Cash (from below):	0.00

TOTAL CASH AVAILABLE:

12,000.00

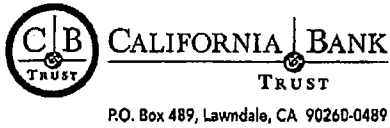
Petty Cash Transactions:

Date	Purpose	Amount

TOTAL PETTY CASH TRANSACTIONS:

0.00

* Specify the Type of holding (e.g. CD, Savings Account, Investment Security), and the depository name, location & account/#
** Attach Exhibit Itemizing all petty cash transactions



Statement of Accounts

Page 1 of 3
This Statement: April 30, 2014
Last Statement: March 31, 2014

Account [REDACTED] 2481

DIRECT INQUIRIES TO:
Customer Service 1 (800) 400-6080

0002098 4121-06-0000-CBT-PC0007-00001
THE TULVING COMPANY INC
HOLD AT UT UTSC 0888
DO NOT MAIL

San Marcos
978 San Marcos Blvd.
San Marcos, CA 92078-1123
(760) 471-3000

SUMMARY OF ACCOUNT BALANCE

Account Type	Account Number	Checking/Savings Ending Balance	Outstanding Balances Owed
Business Essentials Checking	[REDACTED] 2481	\$0.00	

BUSINESS ESSENTIALS CHECKING [REDACTED] 2481

Previous Balance	Deposits/Credits	Charges/Debits	Checks Processed	Ending Balance
200.00	0.00	200.00	0.00	0.00

0 DEPOSITS/CREDITS

There were no transactions this period.

1 CHARGE/DEBIT

Date	Amount	Description
04/03	200.00	DEBIT MEMO 5353112565

0 CHECKS PROCESSED

There were no transactions this period.

AGGREGATE OVERDRAFT AND RETURNED ITEM FEES

	Total for This Period	Total Year-to-Date
Total Overdraft Fees	\$0.00	\$0.00
Total Returned Item Fees	\$0.00	\$0.00

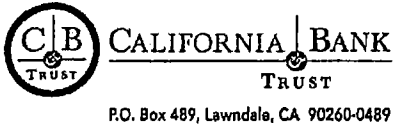
To learn more about our other products and services that may lower the cost of managing account overdrafts or to discuss removing overdraft coverage from your account, please contact Customer Service or visit your local branch.

DAILY BALANCES

Date	Balance
04/03	0.00



MEMBER FDIC



Statement of Accounts

Page 1 of 3
This Statement: April 30, 2014
Last Statement: March 31, 2014

Account [REDACTED] 9491

DIRECT INQUIRIES TO:
Customer Service 1 (800) 400-6080

0002099 4121-06-0000-CBT-PG0007-00002
THE TULVING COMPANY INC
HOLD AT UT UTSC 0888
DO NOT MAIL

San Marcos
978 San Marcos Blvd.
San Marcos, CA 92078-1123
(760) 471-3000

SUMMARY OF ACCOUNT BALANCE

Account Type	Account Number	Checking/Savings Ending Balance	Outstanding Balances Owed
Business Essentials Checking	[REDACTED] 9491	\$0.00	

BUSINESS ESSENTIALS CHECKING [REDACTED] 9491

Previous Balance	Deposits/Credits	Charges/Debits	Checks Processed	Ending Balance
371,418.75	0.00	371,418.75	0.00	0.00

0 DEPOSITS/CREDITS

There were no transactions this period.

2 CHARGES/DEBITS

Date	Amount	Description
04/03	1,498.50	DEBIT MEMO 5353081190
04/03	369,920.25	DEBIT MEMO 5353112564

0 CHECKS PROCESSED

There were no transactions this period.

AGGREGATE OVERDRAFT AND RETURNED ITEM FEES

	Total for This Period	Total Year-to-Date
Total Overdraft Fees	\$0.00	\$0.00
Total Returned Item Fees	\$0.00	\$0.00

To learn more about our other products and services that may lower the cost of managing account overdrafts or to discuss removing overdraft coverage from your account, please contact Customer Service or visit your local branch.

DAILY BALANCES

Date	Balance
04/03	0.00



MEMBER FDIC



**STATEMENT
OF ACCOUNTS**

Page 1 of 1
BANKRUPTCY ESTATE OF
Statement Number: [REDACTED] 2105
04/03/14 - 04/30/14

UNION BANK
TRUSTEE SERVICES 0213
POST OFFICE BOX 513840
LOS ANGELES CA 90051-3840

Customer Inquiries
800-669-8661

Thank you for banking with us
since 2014

**BANKRUPTCY ESTATE OF
THE TULVING COMPANY INC, DEBTOR
R TODD NEILSON, TRUSTEE
CASE #8:14-11492
2049 CENTURY PARK E STE 2525
LOS ANGELES CA 90067**

- We want to notify you that on July 1, 2014, Union Bank's parent will consolidate its operations in the United States and rename the FDIC-insured legal entity, MUFG Union Bank, N.A. The Union Bank brand - a part of MUFG and its predecessor companies for over 20 years - will not change, nor will the way we do business together. There are no actions you need to take. For more information, visit unionbank.com/mufgunionbank.

Analyzed Business Checking Summary

Account Number: [REDACTED] 2105

Days in statement period: Days in statement period: 28

Balance on 4/ 3	\$		0.00
Total Credits			24,000.00
Deposits (2)		24,000.00	
Total Debits			-12,000.00
Other debits (1)		-12,000.00	
Balance on 4/30	\$		12,000.00

C R E D I T S

Deposits including check and cash credits

Date	Description/Location	Reference	Amount
4/16	BANK-BY-MAIL DEPOSIT # 0000000001	45950459	\$ 12,000.00
4/17	OFFICE DEPOSIT	45064644	12,000.00
	2 Deposits	Total	\$ 24,000.00

D E B I T S

Other debits, fees and adjustments

Date	Description	Reference	Amount
4/16	MISCELLANEOUS BANK ORIGINATED ITEM	45950460	\$ 12,000.00

Daily Ledger Balance

Date	Ledger Balance	Date	Ledger Balance
4/3-4/16	\$ 0.00	4/17-4/30	\$ 12,000.00

FORM 2
ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 8:14-11492 -ES
Case Name: THE TULVING COMPANY, INC

Trustee Name: R. TODD NEILSON - CH 11
Bank Name: UNION BANK
Account Number / CD #: [REDACTED] 2105 GENERAL CHECKING

Taxpayer ID No: 33-0441602
For Period Ending: 04/30/14

Blanket Bond (per case limit):
Separate Bond (if applicable): \$ 10,000.00

1	2	3	4	5	6	7	
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Trans. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
C 04/15/14		California Bank	Return of Retainer cashier checks no. 396198	1290-000	12,000.00		12,000.00
04/23/14	300000	International Sureties, LTD 701 Poydras Street, Suite 420 New Orleans LA 70139	Bond No. 016059977 3/21/14 - 3/21/15	2300-000		100.00	11,900.00

* Reversed
t Funds Transfer
C Bank Cleared

Account 2132982105	Balance Forward	0.00					
	1 Deposits	12,000.00					100.00
	0 Interest Postings	0.00					0.00
	Subtotal	\$ 12,000.00					0.00
	0 Adjustments In	0.00					
	0 Transfers In	0.00					
	Total	\$ 12,000.00					\$ 100.00

VI. UNITED STATES TRUSTEE QUARTERLY FEES
Main Document Page 16 of 19
(TOTAL PAYMENTS)

Quarterly Period Ending (Date)	Total Disbursements	Quarterly Fees	Date Paid	Amount Paid	Quarterly Fees Still Owing
31-Mar-2014	1,505.02	325.00			325.00
					0.00
					0.00
					0.00
					0.00
					0.00
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* Post-Petition Accounts Payable SHOULD NOT include professionals' fees and expenses which have been incurred but not yet awarded by the court. Post-Petition Accounts Payable SHOULD include professionals' fees and expenses authorized by Court Order but which remain unpaid as of the close of the period report

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067

A true and correct copy of the foregoing document entitled **THE TULVING COMPANY MONTHLY OPERATING REPORT FOR THE MONTH ENDING APRIL 30, 2014** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On June 2, 2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On June 2, 2014, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served):

Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on June 2, 2014, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Federal Express

The Honorable Erithe A. Smith
United States Bankruptcy Court - Central District of California
Ronald Reagan Federal Building and Courthouse
411 West Fourth Street, Suite 5040 / Courtroom 5A
Santa Ana, CA 92701-4593

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 2, 2014
Date

Janice G. Washington
Printed Name

/s/ Janice G. Washington
Signature

PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

1 **1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**

2 **8:14-bk-11492-ES Notice will be electronically mailed to:**

3 Andrew S Bisom on behalf of Debtor The Tulving Company Inc
4 abisom@bisomlaw.com

5 Candice Bryner on behalf of Interested Party Candice Bryner
6 candice@brynerlaw.com

7 Stephen L Burton on behalf of Attorney Stephen L. Burton
8 steveburtonlaw@aol.com

9 Linda F Cantor, ESQ on behalf of Other Professional Pachulski Stang Ziehl & Jones LLP
10 lcantor@pszjlaw.com, lcantor@pszjlaw.com

11 Linda F Cantor, ESQ on behalf of Trustee R. Todd Neilson (TR)
12 lcantor@pszjlaw.com, lcantor@pszjlaw.com

13 Nancy S Goldenberg on behalf of U.S. Trustee United States Trustee (SA)
14 nancy.goldenberg@usdoj.gov

15 Lawrence J Hilton on behalf of Creditor Jeffrey Roth
16 lhilton@oneil-llp.com, ssimmons@oneil-llp.com;kdonahue@oneil-llp.com

17 John H Kim on behalf of Creditor Ford Motor Credit Company LLC
18 jkim@cookseylaw.com

19 John H Kim on behalf of Interested Party Courtesy NEF
20 jkim@cookseylaw.com

21 Matthew B Learned on behalf of Interested Party Courtesy NEF
22 bknotice@mccarthyholthus.com

23 Elizabeth A Lossing on behalf of U.S. Trustee United States Trustee (SA)
24 elizabeth.lossing@usdoj.gov

25 R. Todd Neilson (TR)
26 tneilson@brg-expert.com, sgreenan@brg-expert.com;tneilson@ecf.epiqsystems.com;ntroszak@brg-expert.com

27 Gary A Pemberton on behalf of Interested Party Courtesy NEF
28 gpemberton@shbllp.com, hillion@shbllp.com;tlenz@shbllp.com

Robert J Pfister on behalf of Interested Party Courtesy NEF
rpfister@ktbslaw.com

Michael B Reynolds on behalf of Interested Party Courtesy NEF
mreynolds@swlaw.com, kcollins@swlaw.com

Nanette D Sanders on behalf of Creditor Levon Gugasian
becky@ringstadlaw.com

United States Trustee (SA)
ustpreion16.sa.ecf@usdoj.gov

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2. SERVED BY UNITED STATES MAIL

Debtor

The Tulving Company Inc
P.O. Box 6200
Newport Beach, CA 92658

Counsel for Debtor

Andrew S Bisom
The Bisom Law Group
8001 Irvine Center Drive, Ste. 1170
Irvine, CA 92618

Trustee

R. Todd Neilson (TR)
BRG, LLP
2049 Century Park East
Suite 2525
Los Angeles, CA 90067

U.S. Trustee

United States Trustee (SA)
411 W Fourth St., Suite 9041
Santa Ana, CA 92701-4593

Counsel for U.S. Trustee

Nancy S Goldenberg
411 W Fourth St Ste 9041
Santa Ana, CA 92701-8000

Laurence P Nokes on behalf of Interested

Party John Frankel
Nokes & Quinn
410 Broadway St Ste 200
Laguna Beach, CA 92651

Accountants for Landlord

Brent Murdoch
Murdoch & Morris, LLP
114 Pacifica, Ste. 320
Irvine, CA 92618

Interested Party

Frye & Hsieh
Douglas J Frye Esquire
24955 Pacific Coast Highway # A201
Malibu, CA 90265

PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA