CASE NAME:	**MOSAIC GROUP (US) INC.**
CASE NUMBER:	**02-81440**
JUDGE:	**The Honorable Harlin D. Hale**

ACCRUAL BASIS

02/13/95, RWD, 2/96

UNITED STATES BANKRUPTCY COURT

NORTHERN_____DISTRICT OF_____ TEXAS

6 _____ DIVISION

MONTHLY OPERATING REPORT

Month Ending: May 31, 2005

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT (ACCRUAL BASIS-1 THROUGH ACCRUAL BASIS-7) AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER (OTHER THAN RESPONSIBLE PARTY): IS BASED ON ALL INFORMATION OF WHICH PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:

/s/ Jeffrey Mims	Chapter 11 Trustee
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY	TITLE
Jeffrey Mims	6/17/2005
PRINTED NAME OF RESPONSIBLE PARTY	DATE

PREPARER:

/s/ Ellen K. Gordon	Authorized Signer of XRoads Solutions Group, LLC
ORIGINAL SIGNATURE OF PREPARER	TITLE
Ellen K. Gordon	06/15/05
PRINTED NAME OF RESPONSIBLE PARTY	DATE

CASE NAME:	**MOSAIC GROUP (US) INC.**
CASE NUMBER:	**02-81440**

ACCRUAL BASIS-7

02/13/95, RWD, 2/96

MONTH: **May-05**

QUESTIONNAIRE

	YES	NO
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		X
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?		X
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?		X
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?		X
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?		X
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		X
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		X
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?		X
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?		X
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?		X
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?		X
12. ARE ANY WAGE PAYMENTS PAST DUE?		X

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES," PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSURANCE ***N/A - no such policies***

	YES	NO
1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY INSURANCE COVERAGES IN EFFECT?	**N/A**	
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?	**N/A**	
3. PLEASE ITEMIZE POLICIES BELOW.		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO," OR IF ANY POLICIES HAVE BEEN CANCELLED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSTALLMENT PAYMENTS - not applicable

TYPE OF POLICY	CARRIER	PERIOD COVERED	PAYMENT AMOUNT & FREQUENCY

Monthly Operating Report

CASE NAME:	**MOSAIC GROUP (US) INC.**
CASE NUMBER:	**02-81440**

ACCRUAL BASIS-6

02/13/95, RWD, 2/96

MONTH: **May-05**

PAYMENTS TO INSIDERS AND PROFESSIONALS

OF THE TOTAL DISBURSEMENTS SHOWN FOR THE MONTH, LIST THE AMOUNT PAID TO INSIDERS (AS DEFINED IN SECTION 101 (31) (A)-(F) OF THE U.S. BANKRUPTCY CODE) AND TO PROFESSIONALS. ALSO, FOR PAYMENTS TO INSIDERS, IDENTIFY THE TYPE OF COMPENSATION PAID (e.g. SALARY, BONUS, COMMISSIONS, INSURANCE, HOUSING ALLOWANCE, TRAVEL, CAR ALLOWANCE, ETC.). ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSIDERS

NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
1.			
2.			
3.			
4.			
5.			
6. TOTAL PAYMENTS TO INSIDERS		$0	$0

PROFESSIONALS

	NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID *
1	X Roads Soultions Group	CNO Filed	$445,496		$402,673	$42,824
2	Kane Russell Coleman			$0		
3	Brian Meagher	05/16/05	$2,610	$2,610		
4	Akin Gump Strauss Hauer					
5	Vinson & Elkins, LLP	05/16/05	$19,407	$19,407		
6	BMC Group			$0		
7	Robins Tapp Cobb	05/04/05 & 05/27/05	$25,340	$25,340	$62,113	
8	Dean M. Willard			$0	$4,400	
9	Testa Huritz			$0	$2,227	
10	Heinz & Associates			$0	$4,750	
11	Winstead Sechrest & Minick, P.C	05/16/05	$6,024	$6,024	$6,024	
12	TOTAL PAYMENTS TO PROFESSIONALS		$498,877	$53,381	$482,186	$42,824

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

POSTPETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

no such Secured Notes or Leases payable

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING MONTH	TOTAL UNPAID POSTPETITION
1.			
2.			
3.			
4.			
5.			
6. TOTAL	$0	$0	$0

Monthly Operating Monthly Operating Report

CASE NAME:	**MOSAIC GROUP (US) INC.**
CASE NUMBER:	**02-81440**

ACCRUAL BASIS-5 ACCRUAL BASIS-5

02/13/95, RWD, 2/96 02/13/95, RWD, 2/96

The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax accounts, as well as all savings and investment accounts, money market accounts, certificates of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

MONTH: **May-05**

BANK RECONCILIATIONS

CLOSED

A. BANK:	**Bank of America**	**Bank of America**	**Bank of America**	**Bank of America**	
B. ACCOUNT NUMBER:	**375-552-7864**	**375-491-2535**	**375-491-2629**	**375-491-9367**	TOTAL
C. PURPOSE (TYPE):	***operating***	***Money Market***	***Money Market***	***Checking Acct.***	
1. BALANCE PER BANK STATEMENT	$0	$2,131,340	$1	$0	$2,131,341
2. ADD: TOTAL DEPOSITS NOT CREDITED	$0	$0	$0	$0	$0
3. SUBTRACT: OUTSTANDING CHECKS	$0	$0	$0	$0	$0
4. OTHER RECONCILING ITEMS	$0	$0	$0	$0	$0
5. MONTH END BALANCE PER BOOKS	$0	$2,131,340	$1	$0	$2,131,341
6. NUMBER OF LAST CHECK WRITTEN	112	120	108	1024	

INVESTMENT ACCOUNTS **NONE**

BANK, ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	PURCHASE PRICE	CURRENT VALUE
7.					
8.					
9.					
10.					
11. TOTAL INVESTMENTS			$0	$0	$0

CASH **NONE**

12. CURRENCY ON HAND		
13. TOTAL CASH - END OF MONTH		$2,131,341

** CIBC is part of a concentration account system managed by the parent, MGI.

Monthly Operating Report

CASE NAME:	**MOSAIC GROUP (US) INC.**	**ACCRUAL BASIS-4**
CASE NUMBER:	**02-81440**	**N/A** **02/13/95, RWD, 2/96**

ACCOUNTS RECEIVABLE AGING	SCHEDULE AMOUNT	**May-05**		
1. 0-30				
2. 31-60				
3. 61-90				
4. 91+				
5. TOTAL ACCOUNTS RECEIVABLE		$0		
6. AMOUNT CONSIDERED UNCOLLECTIBLE				
7. ACCOUNTS RECEIVABLE (NET)		$0		

AGING OF POSTPETITION TAXES AND PAYABLES **N/A** **MONTH: May-05**

TAXES PAYABLE	0-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
1. FEDERAL					
2. STATE					
3. LOCAL					
4. OTHER (ATTACH LIST)					
5. TOTAL TAXES PAYABLE	$0	$0	$0	$0	$0
6. ACCOUNTS PAYABLE					

STATUS OF POSTPETITION TAXES **N/A** **MONTH: May-05**

FEDERAL	BEGINNING TAX LIABILITY*	AMOUNT WITHHELD AND/ 0R ACCRUED	AMOUNT PAID	ENDING TAX LIABILITY
1. WITHHOLDING**	$0	$0	$0	$0
2. FICA-EMPLOYEE**	$0	$0	$0	$0
3. FICA-EMPLOYER**	$0	$0	$0	$0
4. UNEMPLOYMENT	$0	$0	$0	$0
5. INCOME	$0	$0	$0	$0
6. OTHER (ATTACH LIST)	$0	$0	$0	$0
7. TOTAL FEDERAL TAXES	$0	$0	$0	$0
STATE AND LOCAL				
8. WITHHOLDING	$0	$0	$0	$0
9. SALES	$0	$0	$0	$0
10. EXCISE	$0	$0	$0	$0
11. UNEMPLOYMENT	$0	$0	$0	$0
12. REAL PROPERTY	$0	$0	$0	$0
13. PERSONAL PROPERTY	$0	$0	$0	$0
14. OTHER (ATTACH LIST)	$0	$0	$0	$0
15. TOTAL STATE & LOCAL	$0	$0	$0	$0
16. TOTAL TAXES	$0	$0	$0	$0

* The beginning tax liability should represent the liability from the prior month or, if this is the first operating report, the amount should be zero.

** Attach photocopies of IRS Form 6123 or your FTD coupon and payment receipt to verify payment or deposit.

Monthly Operating Report

CASE NAME:	**MOSAIC GROUP (US) INC.**	**ACCRUAL BASIS-3**
CASE NUMBER:	**02-81440**	**02/13/95, RWD, 2/96**

CASH RECEIPTS AND DISBURSEMENTS	**Apr-05**	**May-05**	**Jun-05**	QUARTER TOTAL
1. CASH - BEGINNING OF MONTH	$2,211,390	$2,184,289		$2,211,390
RECEIPTS FROM OPERATIONS				
2. CASH SALES	$0	$0		$0
COLLECTION OF ACCOUNTS RECEIVABLE				
3. PREPETITION	$0	$0		$0
4. POSTPETITION	$0	$0		$0
5. TOTAL OPERATING RECEIPTS	$0	$0		$0
NON - OPERATING RECEIPTS				
6. LOANS & ADVANCES (ATTACH LIST)	$0	$0		$0
7. SALE OF ASSETS	$0	$0		$0
8. OTHER (Note 1)	$450	$458		$908
9. TOTAL NON-OPERATING RECEIPTS	$450	$458		$908
10. TOTAL RECEIPTS	$450	$458		$908
11. TOTAL CASH AVAILABLE	$2,211,840	$2,184,747		$2,212,298
OPERATING DISBURSEMENTS				
12. NET PAYROLL	$0	$0		$0
13. PAYROLL TAXES PAID	$0	$0		$0
14. SALES, USE & OTHER TAXES PAID	$0	$0		$0
15. SECURED / RENTAL / LEASES	$0	$0		$0
16. UTILITIES	$0	$0		$0
17. INSURANCE	$0	$0		$0
18. INVENTORY PURCHASES	$0	$0		$0
19. VEHICLE EXPENSES	$0	$0		$0
20. TRAVEL	$0	$0		$0
21. ENTERTAINMENT	$0	$0		$0
22. REPAIRS & MAINTENANCE	$0	$0		$0
23. SUPPLIES	$0	$0		$0
24. ADVERTISING	$0	$0		$0
25. OTHER	$0	$25		$25
26. TOTAL OPERATING DISBURSEMENTS	$0	$25		$25
REORGANIZATION EXPENSES				
27. PROFESSIONAL FEES	$27,551	$53,381		$80,932
28. U.S. TRUSTEE FEES	$0	$0		$0
29. OTHER (ATTACH LIST)				$0
30. TOTAL REORGANIZATION EXPENSES	$27,551	$53,381		$80,932
31. TOTAL DISBURSEMENTS	$27,551	$53,406		$80,957
32. NET CASH FLOW	($27,101)	($52,947)		($80,049)
33. CASH - END OF MONTH	$2,184,289	$2,131,341		$2,131,341

(1)

	Apr-05	**May-05**	**Jun-05**
Interest Earned	$450	$458	
	$450	$458	$0

Monthly Operating Report

CASE NAME: **MOSAIC GROUP (US) INC.** **ACCRUAL BASIS-2**

CASE NUMBER: **02-81440** **02/13/95, RWD, 2/96**

INCOME STATEMENT

	Apr-05	May-05	Jun-05	QUARTER TOTAL
REVENUES				
1. GROSS REVENUES	$0	$0		$0
2. LESS: RETURNS & DISCOUNTS	$0	$0		$0
3. NET REVENUE	$0	$0		$0
COST OF GOODS SOLD				
4. MATERIAL	$0	$0		$0
5. DIRECT LABOR	$0	$0		$0
6. DIRECT OVERHEAD	$0	$0		$0
7. TOTAL COST OF GOODS SOLD	$0	$0		$0
8. GROSS PROFIT	$0	$0		$0
OPERATING EXPENSES				
9. OFFICER / INSIDER COMPENSATION	$0	$0		$0
10. SELLING & MARKETING	$0	$0		$0
11. GENERAL & ADMINISTRATIVE	$0	$25		$25
12. RENT & LEASE	$0	$0		$0
13. OTHER (ATTACH LIST)	$0	$0		$0
14. TOTAL OPERATING EXPENSES	$0	$25		$25
15. INCOME BEFORE NON-OPERATING INCOME & EXPENSE	$0	($25)		($25)
OTHER INCOME & EXPENSES				
16. NON-OPERATING INCOME (Note 1)	($450)	($458)		($908)
17. NON-OPERATING EXPENSE	$0	$0		$0
18. INTEREST EXPENSE	$0	$0		$0
19. DEPRECIATION / DEPLETION	$0	$0		$0
20. AMORTIZATION	$0	$0		$0
21. OTHER (Bank Charges)	$0	$0		$0
22. NET OTHER INCOME & EXPENSES	($450)	($458)		($908)
REORGANIZATION EXPENSES				
23. PROFESSIONAL FEES	$27,551	$53,381		$80,932
24. U.S. TRUSTEE FEES	$0	$0		$0
25. OTHER (ATTACH LIST)	$0	$0		$0
26. TOTAL REORGANIZATION EXPENSES	$27,551	$53,381		$80,932
27. INCOME TAX				$0
28. NET PROFIT (LOSS)	($27,101)	($52,947)		($80,049)

(1)

	Apr-05	May-05	Jun-05
Interest Earned	$450	$458	
	$450	$458	$0

CASE NAME:	MOSAIC GROUP (US) INC.	ACCRUAL BASIS-1
CASE NUMBER:	02-81440	02/13/95, RWD, 2/96

COMPARATIVE BALANCE SHEET

		SCHEDULE AMOUNT	Apr-05	May-05	Jun-05
ASSETS					
1.	UNRESTRICTED CASH		$2,184,289	$2,131,341	
2.	RESTRICTED CASH				
3.	TOTAL CASH		$2,184,289	$2,131,341	
4.	ACCOUNTS RECEIVABLE (NET)				
5.	INVENTORY				
6.	NOTES RECEIVABLE				
7.	PREPAID EXPENSES				
8.	OTHER (ATTACH LIST)		$11,300	$11,300	
9.	TOTAL CURRENT ASSETS		$2,195,589	$2,142,641	
10.	PROPERTY, PLANT & EQUIPMENT				
11.	LESS: ACCUMULATED DEPRECIATION / DEPLETION				
12.	NET PROPERTY, PLANT & EQUIPMENT		$0	$0	
13.	DUE FROM INSIDERS - Intercompany Debt		$63,054,411	$63,054,411	
14.	OTHER ASSETS - NET OF AMORTIZATION (ATTACH LIST)				
15.	OTHER (ATTACH LIST)		$56,400,325	$56,400,325	
16.	TOTAL ASSETS		$121,650,325	$121,597,377	
POSTPETITION LIABILITIES					
17.	ACCOUNTS PAYABLE				
18.	TAXES PAYABLE				
19.	NOTES PAYABLE				
20.	PROFESSIONAL FEES				
21.	SECURED DEBT				
22.	OTHER (ATTACH LIST)				
23.	TOTAL POSTPETITION LIABILITIES		$0	$0	
PREPETITION LIABILITIES					
24.	SECURED DEBT				
25.	PRIORITY DEBT				
26.	UNSECURED DEBT				
27.	OTHER (ATTACH LIST)		$39,114,147	$39,114,147	
28.	TOTAL PREPETITION LIABILITIES		$39,114,147	$39,114,147	
29.	TOTAL LIABILITIES		$39,114,147	$39,114,147	
EQUITY					
30.	PREPETITION OWNERS' EQUITY		$82,433,765	$82,380,818	
31.	POSTPETITION PROFIT OR (LOSS)		$102,413	$102,413	
32.	DIRECT CHARGES TO EQUITY (ATTACH EXPLANATION)				
33.	TOTAL EQUITY		$82,536,178	$82,483,230	
34.	TOTAL LIABILITIES & OWNERS' EQUITY		$121,650,325	$121,597,377	

Other Current Assets:

Balance Forwarded	11,300	11,300
Refund received from State of New Jersey	-	-
Refund received from United States Treasury	-	-
Total Income Tax receivable	11,300	11,300

Other Assets

Investment in MSS (II)	18,500,000	18,500,000
Investment in MSS (III) LP Inc	33,000	33,000
Investment in MSS (III) GP Inc	3,236,000	3,236,000
Investment in Paradigm Holding Company (Mosaic Performance Solution	27,041,215	27,041,215
Investment in MSS (I)	2,400,100	2,400,100
Investment in E Force	2,650,010	2,650,010
Investment in Secured Promotions (Mosaic Prepaid Solutions Inc)	500,000	500,000
Investment in MIF LP Holdco Inc	40,000	40,000
Investment in MIF GP Holdco Inc	2,000,000	2,000,000
	56,400,325	56,400,325

Other PrePetition Liabilities (all intercompany)

Loan from S&MG US (Mosaic Sales Solutions (I) Inc)	200,000	200,000
Loan from Mosaic Group (US) LLC	36,719,857	36,719,857
Loan from MGI Corp	2,020,522	2,020,522
Loan from MGI Corp (CAD)	173,768	173,768
	39,114,147	39,114,147

NOTE:
Mosaic Group US Inc is a guarantor to the borrowings of Mosaic Group Inc. These borrowings, which total approximately US$250million, are not recorded in the books of Mosaic Group US Inc, and accordingly are excluded from the above schedule.