

Consolidated U.S. Operations
Interim Period Cash Flow Budget
Re: Cash Flow Summary - Expanded
Updated, May 25, 2004

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	Cumulative
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	5/23/2004	5/30/2004	6/6/2004	6/13/2004	6/20/2004	6/27/2004	7/4/2004	7/11/2004	7/18/2004	7/25/2004	8/1/2004	8/8/2004	8/15/2004	8/22/2004	5/23/2004
	to	to	to	to	to	to	to	to	to	to	to	to	to	to	to
	5/29/2004	6/5/2004	6/12/2004	6/19/2004	6/26/2004	7/3/2004	7/10/2004	7/17/2004	7/24/2004	7/31/2004	8/7/2004	8/14/2004	8/21/2004	8/28/2004	8/28/2004
OPERATING CASH FLOW															
Operating Receipts:															
Trade Receivables Collections	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,021,879	7,993,379	10,068,379	10,013,879	139,341,311
Sublease Cash Receipts	518,303	339,161	-	125,812	518,303	339,161	-	125,812	518,303	339,161	-	125,812	518,303	339,161	3,807,292
StarPower Reimbursement	602,930	-	1,660,248	-	-	-	1,300,000	-	-	-	1,300,000	-	-	-	4,863,178
Other Receipts (net)	147,082	139,500	(202,500)	(1,431,000)	147,082	139,500	(202,500)	(1,431,000)	147,082	139,500	(99,999)	250,002	203,085	250,004	(1,804,160)
Subtotal Operating Receipts	11,392,695	10,603,040	11,582,127	8,819,192	10,789,765	10,603,040	11,221,879	8,819,192	10,789,765	10,603,040	11,221,880	8,369,194	10,789,768	10,603,044	146,207,620
Operating Disbursements:															
Operating Expenses	(8,183,643)	(6,557,783)	(2,383,643)	(2,383,643)	(4,183,643)	(8,557,783)	(4,183,643)	(2,383,643)	(2,383,643)	(9,057,783)	(4,183,643)	(2,383,643)	(2,383,643)	(9,057,783)	(68,267,560)
Rents / Leases / Property Costs	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(227,840)	(11,119,244)
Taxes	(329,612)	(8,159)	(1,000,642)	(972,151)	(4,639,394)	-	(213,397)	(439,870)	(2,721,078)	(895,180)	(213,397)	(439,870)	(2,721,078)	(895,180)	(15,489,008)
Insurance/Legal/Other	(93,503)	(736,280)	(236,646)	-	-	(1,813,350)	-	-	-	(222,000)	-	-	-	(222,000)	(3,323,779)
Other Expenses (Temp./Prof./Benefits)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(13,211,279)
Inventory & Capital Expenditures	(1,056,616)	(1,325,827)	(1,433,511)	(1,433,511)	(1,433,511)	(1,498,358)	(1,572,003)	(1,572,003)	(1,572,003)	(1,572,003)	(1,261,148)	(1,261,148)	(1,261,148)	(1,261,148)	(19,513,937)
	(10,661,024)	(12,268,859)	(6,052,092)	(6,598,270)	(11,254,198)	(15,510,301)	(6,966,692)	(6,204,480)	(7,674,373)	(15,387,776)	(6,655,838)	(5,082,311)	(8,174,834)	(12,433,761)	(130,924,808)
Subtotal Operating Disbursements	(10,661,024)	(16,925,701)	(6,052,092)	(11,205,112)	(11,254,198)	(20,117,144)	(6,966,692)	(10,811,323)	(7,674,373)	(19,994,618)	(6,655,838)	(9,689,153)	(8,174,834)	(17,040,604)	(163,222,705)
Subtotal Operating Cash Flow	731,671	(6,322,661)	5,530,036	(2,385,921)	(464,433)	(9,514,103)	4,255,187	(1,992,131)	3,115,391	(9,391,578)	4,566,043	(1,319,960)	2,614,934	(6,437,560)	(17,015,085)
RESTRUCTURING CASH FLOW															
Professional Fees	(3,886,000)	-	-	-	-	(2,684,000)	-	-	(794,667)	-	(794,667)	-	(794,667)	-	(8,954,000)
Operations and Other	(2,075,615)	(12,000,000)	(10,000,000)	(14,500,000)	(2,000,000)	(1,000,000)	-	-	-	(6,000,000)	-	-	-	-	(47,575,615)
Subtotal Restructuring Cash Flow	(5,961,615)	(12,000,000)	(10,000,000)	(14,500,000)	(2,000,000)	(3,684,000)	-	-	(794,667)	(6,000,000)	(794,667)	-	(794,667)	-	(56,529,615)
Total Net weekly Cash Inflow / (Outflow)	(5,229,944)	(18,322,661)	(4,469,964)	(16,885,921)	(2,464,433)	(13,198,103)	4,255,187	(1,992,131)	2,320,725	(15,391,578)	3,771,376	(1,319,960)	1,820,268	(6,437,560)	(73,544,700)
Cash Total (net of float and fully restricted)	223,850,414	218,620,470	182,378,730	177,908,766	161,022,845	158,558,412	145,360,309	149,615,496	147,623,364	149,944,089	134,552,511	138,323,887	137,003,928	138,824,195	223,850,414
Debt (Repayments) / Draws	-	(17,919,078)	-	-	-	-	-	-	-	-	-	-	-	-	(17,919,078)
Less: Weekly Cash Inflow / (Outflow)	(5,229,944)	(18,322,661)	(4,469,964)	(16,885,921)	(2,464,433)	(13,198,103)	4,255,187	(1,992,131)	2,320,725	(15,391,578)	3,771,376	(1,319,960)	1,820,268	(6,437,560)	(73,544,700)
Ending Cash Balance	218,620,470	182,378,730	177,908,766	161,022,845	158,558,412	145,360,309	149,615,496	147,623,364	149,944,089	134,552,511	138,323,887	137,003,928	138,824,195	132,386,635	132,386,635
**Minimum Monthly Cash Floor:	180,000,000	152,080,922	152,080,922	132,080,922	132,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922	122,080,922

** - Minimum Cash Floor per the most recent waiver agreement (amounts have been adjusted for Principal and Interest payments)

Debtors U.S. Operations
Interim Period Cash Flow Budget
Re: Cash Flow Summary - Expanded
Updated, May 25, 2004

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	Cumulative
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
	5/23/2004	5/30/2004	6/6/2004	6/13/2004	6/20/2004	6/27/2004	7/4/2004	7/11/2004	7/18/2004	7/25/2004	8/1/2004	8/8/2004	8/15/2004	8/22/2004	5/23/2004
	to	to	to	to	to	to	to	to	to	to	to	to	to	to	to
	5/29/2004	6/5/2004	6/12/2004	6/19/2004	6/26/2004	7/3/2004	7/10/2004	7/17/2004	7/24/2004	7/31/2004	8/7/2004	8/14/2004	8/21/2004	8/28/2004	8/28/2004
OPERATING CASH FLOW															
Operating Receipts:															
Trade Receivables Collections	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sublease Cash Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
StarPower Reimbursement	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Receipts (net)	-	5,000,000	-	-	-	-	-	-	-	-	-	-	-	-	5,000,000
Subtotal Operating Receipts	-	5,000,000	-	-	-	-	-	-	-	-	-	-	-	-	5,000,000
Operating Disbursements:															
Operating Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Rents / Leases / Property Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance/Legal/Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Expenses (Temp./Prof./Benefits)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Inventory & Capital Expenditures	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Operating Disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Operating Cash Flow	-	5,000,000	-	-	-	-	-	-	-	-	-	-	-	-	5,000,000
RESTRUCTURING CASH FLOW															
Professional Fees	-	-	-	-	-	(1,574,000)	-	-	(397,333)	-	(397,333)	-	(397,333)	-	(2,766,000)
Operations and Other	-	-	-	-	-	(720,000)	-	-	-	-	-	-	-	-	(720,000)
Subtotal Restructuring Cash Flow	-	-	-	-	-	(2,294,000)	-	-	(397,333)	-	(397,333)	-	(397,333)	-	(3,486,000)
Total Net weekly Cash Inflow / (Outflow)	-	5,000,000	-	-	-	(2,294,000)	-	-	(397,333)	-	(397,333)	-	(397,333)	-	1,514,000
Cash Total (net of float and fully restricted)	-	-	5,000,000	5,000,000	5,000,000	5,000,000	2,706,000	2,706,000	2,706,000	2,308,667	2,308,667	1,911,333	1,911,333	1,514,000	-
Debt (Repayments) / Draws	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Weekly Cash Inflow / (Outflow)	-	5,000,000	-	-	-	(2,294,000)	-	-	(397,333)	-	(397,333)	-	(397,333)	-	1,514,000
Ending Cash Balance	-	5,000,000	5,000,000	5,000,000	5,000,000	2,706,000	2,706,000	2,706,000	2,308,667	2,308,667	1,911,333	1,911,333	1,514,000	1,514,000	1,514,000

Non-Debtors U.S. Operations
Interim Period Cash Flow Budget
Re: Cash Flow Summary - Expanded
Updated, May 25, 2004

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	Cumulative
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	5/23/2004	5/30/2004	6/6/2004	6/13/2004	6/20/2004	6/27/2004	7/4/2004	7/11/2004	7/18/2004	7/25/2004	8/1/2004	8/8/2004	8/15/2004	8/22/2004	5/23/2004
	to	to	to	to	to	to	to	to	to	to	to	to	to	to	to
	5/29/2004	6/5/2004	6/12/2004	6/19/2004	6/26/2004	7/3/2004	7/10/2004	7/17/2004	7/24/2004	7/31/2004	8/7/2004	8/14/2004	8/21/2004	8/28/2004	8/28/2004
OPERATING CASH FLOW															
Operating Receipts:															
Trade Receivables Collections	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,124,379	10,021,879	7,993,379	10,068,379	10,013,879	139,341,311
Sublease Cash Receipts	518,303	339,161	-	125,812	518,303	339,161	-	125,812	518,303	339,161	-	125,812	518,303	339,161	3,807,292
StarPower Reimbursement	602,930	-	1,660,248	-	-	-	1,300,000	-	-	-	1,300,000	-	-	-	4,863,178
Other Receipts (net)	147,082	(4,860,500)	(202,500)	(1,431,000)	147,082	139,500	(202,500)	(1,431,000)	147,082	139,500	(99,999)	250,002	203,085	250,004	(6,804,160)
Subtotal Operating Receipts	11,392,695	5,603,040	11,582,127	8,819,192	10,789,765	10,603,040	11,221,879	8,819,192	10,789,765	10,603,040	11,221,880	8,369,194	10,789,768	10,603,044	141,207,620
Operating Disbursements:															
Operating Expenses	(8,183,643)	(6,557,783)	(2,383,643)	(2,383,643)	(4,183,643)	(8,557,783)	(4,183,643)	(2,383,643)	(2,383,643)	(9,057,783)	(4,183,643)	(2,383,643)	(2,383,643)	(9,057,783)	(68,267,560)
Rents / Leases / Property Costs	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(2,871,000)	(227,840)	(227,840)	(227,840)	(227,840)	(11,119,244)
Taxes	(329,612)	(8,159)	(1,000,642)	(972,151)	(4,639,394)	-	(213,397)	(439,870)	(2,721,078)	(895,180)	(213,397)	(439,870)	(2,721,078)	(895,180)	(15,489,008)
Insurance/Legal/Other	(93,503)	(736,280)	(236,646)	-	-	(1,813,350)	-	-	-	(222,000)	-	-	-	(222,000)	(3,323,779)
Other Expenses (Temp./Prof./Benefits)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(769,810)	(769,810)	(769,810)	(1,581,125)	(769,810)	(13,211,279)
Inventory & Capital Expenditures	(1,056,616)	(1,325,827)	(1,433,511)	(1,433,511)	(1,433,511)	(1,498,358)	(1,572,003)	(1,572,003)	(1,572,003)	(1,572,003)	(1,261,148)	(1,261,148)	(1,261,148)	(1,261,148)	(19,513,937)
	(10,661,024)	(12,268,859)	(6,052,092)	(6,598,270)	(11,254,198)	(15,510,301)	(6,966,692)	(6,204,480)	(7,674,373)	(15,387,776)	(6,655,838)	(5,082,311)	(8,174,834)	(12,433,761)	(130,924,808)
Subtotal Operating Disbursements	(10,661,024)	(16,925,701)	(6,052,092)	(11,205,112)	(11,254,198)	(20,117,144)	(6,966,692)	(10,811,323)	(7,674,373)	(19,994,618)	(6,655,838)	(9,689,153)	(8,174,834)	(17,040,604)	(163,222,705)
Subtotal Operating Cash Flow	731,671	(11,322,661)	5,530,036	(2,385,921)	(464,433)	(9,514,103)	4,255,187	(1,992,131)	3,115,391	(9,391,578)	4,566,043	(1,319,960)	2,614,934	(6,437,560)	(22,015,085)
RESTRUCTURING CASH FLOW															
Professional Fees	(3,886,000)	-	-	-	-	(1,110,000)	-	-	(397,333)	-	(397,333)	-	(397,333)	-	(6,188,000)
Operations and Other	(2,075,615)	(12,000,000)	(10,000,000)	(14,500,000)	(2,000,000)	(280,000)	-	-	-	(6,000,000)	-	-	-	-	(46,855,615)
Subtotal Restructuring Cash Flow	(5,961,615)	(12,000,000)	(10,000,000)	(14,500,000)	(2,000,000)	(1,390,000)	-	-	(397,333)	(6,000,000)	(397,333)	-	(397,333)	-	(53,043,615)
Total Net weekly Cash Inflow / (Outflow)	(5,229,944)	(23,322,661)	(4,469,964)	(16,885,921)	(2,464,433)	(10,904,103)	4,255,187	(1,992,131)	2,718,058	(15,391,578)	4,168,710	(1,319,960)	2,217,601	(6,437,560)	(75,058,700)
Cash Total (net of float and fully restricted)	223,850,414	218,620,470	177,378,730	172,908,766	156,022,845	153,558,412	142,654,309	146,909,496	144,917,364	147,635,422	132,243,844	136,412,554	135,092,594	137,310,195	223,850,414
Debt (Repayments) / Draws	-	(17,919,078)	-	-	-	-	-	-	-	-	-	-	-	-	(17,919,078)
Less: Weekly Cash Inflow / (Outflow)	(5,229,944)	(23,322,661)	(4,469,964)	(16,885,921)	(2,464,433)	(10,904,103)	4,255,187	(1,992,131)	2,718,058	(15,391,578)	4,168,710	(1,319,960)	2,217,601	(6,437,560)	(75,058,700)
Ending Cash Balance	218,620,470	177,378,730	172,908,766	156,022,845	153,558,412	142,654,309	146,909,496	144,917,364	147,635,422	132,243,844	136,412,554	135,092,594	137,310,195	130,872,635	130,872,635