

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court
Southern District of Indiana**

In re **TWG Capital, Inc.**

Debtor(s)

Case No. **12-11019-BHL-11**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$397,351.00	2012 YTD: Business Income
\$1,112,656.00	2011: Business Income
\$1,271,355.00	2010: Business Income

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
SEE ATTACHMENT 3b		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
SEE ATTACHMENT 3c		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
International Real Estate Holding Company, LLC vs TWG Capital, Inc. Cause No. 49D13-1204-MF-017400	Litigation brought by former landlord seeking repayment of holdover rent surcharge and common area maintenance costs	Marion County Superior Court 13; State of Indiana	Pending

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER Doug Bradle and John Patton vs TWG Capital, Inc. Case No. 2:12-cv-00315-AKK Case No. 01-cv-2011-094511.00	NATURE OF PROCEEDING Litigation brought by former agents of Long Term Preferred Care	COURT OR AGENCY AND LOCATION U.S. District Court, Northern District of Alabama	STATUS OR DISPOSITION Action dismissed without prejudice against TWG Capital, Inc. by U.S. District Court, Northern District of Alabama on September 20, 2012 (Docket #35)
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None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Faegre Baker Daniels LLP 300 N. Meridian Street, Suite 2700 Indianapolis, IN 46204		\$163,300.00 \$75,000.00 retainer

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Douglas M. Price ("AIMC Parties") 210 East Second Avenue, Suite 300 Rome, GA 30161	11/17/10	Transferred minority interest in AIMC, LLC to original sellers in connection with the settlement of litigation. In addition, Debtor assigned a note of \$3 Million from AIMC Parties to Insurance Receivables 7, LLC in connection with the settlement of arbitration.
Delos H. Yancey, Jr. ("AIMC Parties") 210 East Second Avenue, Suite 105 Rome, GA 30161	11/17/10	Transferred minority interest in AIMC, LLC to original sellers in connection with the settlement of litigation. In addition, Debtor assigned a note of \$3 Million from AIMC Parties to Insurance Receivables 7, LLC in connection with the settlement of arbitration.
Michael A. White ("AIMC Parties") 210 East Second Avenue, Suite 300 Rome, GA 30161	11/17/10	Transferred minority interest in AIMC, LLC to original sellers in connection with the settlement of litigation. In addition, Debtor assigned a note of \$3 Million from AIMC Parties to Insurance Receivables 7, LLC in connection with the settlement of arbitration.

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Cheryl Yancey Xanthos ("AIMC Parties") 210 East Second Avenue, Suite 105 Rome, GA 30161	11/17/10	Transferred minority interest in AIMC, LLC to original sellers in connection with the settlement of litigation. In addition, Debtor assigned a note of \$3 Million from AIMC Parties to Insurance Receivables 7, LLC in connection with the settlement of arbitration.
Delos H. Yancey, III ("AIMC Parties") 210 East Second Avenue, Suite 105 Rome, GA 30161	11/17/10	Transferred minority interest in AIMC, LLC to original sellers in connection with the settlement of litigation. In addition, Debtor assigned a note of \$3 Million from AIMC Parties to Insurance Receivables 7, LLC in connection with the settlement of arbitration.

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
PNC Bank One Financial Parkway Kalamazoo, MI 49009	Operating DDA Account 46-2293-9723 \$0	\$0 8/31/11
PNC Bank One Financial Parkway Kalamazoo, MI 49009	Operating DDA Account 46-2293-9715 \$0	\$0 8/31/11
Fifth Third Bank PO Box 630900 Cincinnati, OH 45263-0900	Operating DDA Account 7234864333 \$0	\$0 9/30/11

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Various special purpose vehicles	Funds the Debtor is obligated to remit to the appropriate special purpose vehicle. Debtor is acting as custodian of funds.	
Insurance Receivables 7, LLC 7434 Shadeland Station Way Indianapolis, IN 46256	TWG operating account monthly commissions due to downline agents \$12,934.03	
Insurance Receivables 1 LLC 7434 Shadeland Station Way Indianapolis, IN 46256	TWG operating account Monthly commissions due other entity \$1,108	
Managing General Agents, Inc. 7434 Shadeland Station Way Indianapolis, IN 46256	TWG operating account Monthly commissions due other entity \$27,099	

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
6666 E. 75th Street, Suite 500 Indianapolis, IN 46250	TWG Capital, Inc.	2001 - April 2012

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
IR Finance 1, LLC	26-3041486	7434 Shadeland Station Way Indianapolis, IN 46256	Provides loans to insurance agents	7/08 - present
Insurance Receivables 1, LLC	35-2110432	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	4/00 - present
Insurance Receivables 2, LLC	35-2121946	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	10/00 - present
Insurance Receivables 3, LLC	35-2148879	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	7/01 - present
Insurance Receivables 5, LLC	20-0924545	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	3/04 - present
Insurance Receivables 6, LLC	20-1290099	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	6/04 - present

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Insurance Receivables 7 LLC	26-0425121	7434 Shadeland Station Way Indianapolis, IN 46256	Financing Vehicle that purchases future insurance commissions from agents	6/07 - present
Professional Benefits	45-0439488	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	6/01 - present
Senior Health Division, Inc.	59-3237391	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	4/04 - present
Marketing General Agents, Inc.	91-1292740	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	10/05 - present
Nord Advertising, Inc.	91-1150131	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	1/06 - present
AIM Neighbors, LLC	20-1319776	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	3/07 - present
American Insurance Marketing Corp.	58-1795099	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	6/08 - present
Senior First of Texas, Inc.	75-2750573	7434 Shadeland Station Way Indianapolis, IN 46256	Insurance agency	3/07 - present
AIMC, LLC	26-2510908	210 East Second Avenue, Suite 300 Rome, GA 30161	Insurance agency	6/08 - 11/10

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Mark Nondorf
6346 Calais Drive
Indianapolis, IN 46220

DATES SERVICES RENDERED
September 2010 - September 2012

NAME AND ADDRESS

Sheila Urbanowich
3671 Gould Dr
Carmel, IN 46033

Becky Sexton
10520 Bartley Dr
Indianapolis, IN 46236

Melanie Otto
1523 Thames Drive
Greenwood, IN 46143

Peters, Browning & Co., P.C.
9001 Wesleyan Road, Suite 111
Indianapolis, IN 46268

DATES SERVICES RENDERED

September 2010 - September 2012

September 2010 - September 2011

September 2010 - September 2012

September 2010 - September 2012

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Leemhuis Group
429 East Vermont Street, Suite 306
Indianapolis, IN 46202

DATES SERVICES RENDERED

December 27, 2010 (2009 audit)

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Fifth Third Bank
PO Box 630900
Cincinnati, OH 45263-0900

PNC Bank
One Financial Parkway
Kalamazoo, MI 49009

U.S. Bank
60 Livingston Ave
EP-MN-WS3D
Saint Paul, MN 55107

Huntington National Bank
45 N Pennsylvania
Attn: Joe Breen
Indianapolis, IN 46204

DATE ISSUED

Monthly (consolidated)

Monthly (consolidated)

Monthly (consolidated)

Quarterly (consolidated)

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
 RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Inservico, Inc. 221 North LaSalle Street, Ste 900 Chicago, IL 60601	Shareholder	62.47%
Cardinal TWG Partners, LLC c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street	Shareholder	11.76%
R. Mark Lubbers 5425 N. New Jersey Street Indianapolis, IN 46220	Shareholder	4.86%
TWG Mezzanine, LLC c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Shareholder	4.32%
TWG Equity, LLC c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Shareholder	4.26%
James W. Wallace 717 Tamenend Trace Fishers, IN 46037	Shareholder	4.15%
Melanie Otto 1523 Thames Drive Greenwood, IN 46143	Shareholder	3.25%
Mark Nondorf 6346 Calais Drive Indianapolis, IN 46220	Officer; Shareholder	3.10%
Cardinal TWG, LLC c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street	Shareholder	0.82%
John A. Bertuca 415 Main Street Saint Joseph, MI 49085	Shareholder	0.35%
Dick King 444 N. Michigan Avenue, Suite 3200 Chicago, IL 60611	Shareholder	0.33%
Mark Timmerman 444 N. Michigan Avenue, Suite 3200 Chicago, IL 60611	Shareholder	0.33%
Raymond Siegel 221 North LaSalle Street, Suite 900 Chicago, IL 60601	Director	No direct interest

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Chris Recker 221 North LaSalle Street, Suite 900 Chicago, IL 60601	Director	June 2012
James W. Wallace 717 Tamenend Trace Fishers, IN 46037	Founder/Senior Officer/Former Director	June 2012
David Valentine 221 North LaSalle Street, Suite 900 Chicago, IL 60601	Director	September 2012
Melanie Otto 1523 Thames Drive Greenwood, IN 46143	Director/President	September 2012 (remains employed by the Debtor)

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
James W. Wallace 717 Tamenend Trace Fishers, IN 46037 Former President and Director	Payroll	\$116,058
	401(k) matching contributions	\$10,205
	Expense reimbursement	\$1,534
	Separation payment	\$17,000
Mark Nondorf 6346 Calais Drive Indianapolis, IN 46220 Chief Financial Officer	Payroll	\$170,833
	401(k) matching contributions	\$7,744
	Expense reimbursement	\$3,449
Melanie Otto 1523 Thames Drive Greenwood, IN 46143 Former President and Director; current employee	Payroll	\$170,833
	401(k) matching contributions	\$10,060
	Expense reimbursement	\$2,892

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
TWG Capital, Inc.	35-2109431

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

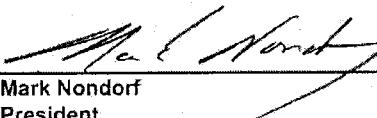
NAME OF PENSION FUND
TWG Capital, Inc. 401(k) Plan

TAXPAYER IDENTIFICATION NUMBER (EIN)
35-2109431

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 12, 2012

Signature 
Mark Nondorf
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

TWG Capital

Non-Consumer Payments Over \$5,850

Last 90 Days

TWG Capital, Inc

Item 3b - Payments to Creditors in last 90 days totalling > \$5,850

	<u>Date</u>	<u>Paid Amount</u>	<u>Amount Owing as of Petition Date</u>
AGIA			
	06/15/2012	-41,225.05	
Total AGIA		-41,225.05	\$98,648.25
CBRE AGF Shadeland			
	07/02/2012	-3,009.27	
	08/09/2012	-3,009.27	
	09/07/2012	-3,009.27	
Total CBRE AGF Shadeland		-9,027.81	\$3,009.27
Consolidated Brokers Insurance			
	07/11/2012	-3,187.94	
	08/14/2012	-4,232.56	
	09/11/2012	-3,422.49	
Total Consolidated Brokers Insurance		-10,842.99	\$7,282.44
Faegre Baker Daniels LLP			
	06/29/2012	-43,952.10	
	07/24/2012	-61,624.05	
	08/20/2012	-53,750.94	
	09/14/2012	-75,000.00	
	09/14/2012	-60,260.80	
Total Faegre Baker Daniels LLP		-294,587.89	\$0.00
Innovative Intergration, Inc.			
	07/11/2012	-4,655.00	
	08/20/2012	-4,609.00	
	09/07/2012	-4,665.00	
Total Innovative Intergration, Inc.		-13,929.00	\$0.00

TWG Capital

Non-Consumer Payments Over \$5,850

	<u>Date</u>	<u>Amount</u>	<u>Last 90 Days as of Petition Date</u>
Inservico, Inc.			
	09/14/2012	-73,157.50	
Total Inservico, Inc.		-73,157.50	\$0.00
Insurance Receivables 7-Vendor			
	06/29/2012	-6,312.14	
Total Insurance Receivables 7-Vendor		-6,312.14	\$326,655.14
Milliman, Inc.			
	06/15/2012	-28,575.00	
Total Milliman, Inc.		-28,575.00	\$0.00
Anthem Health			
	06/29/2012	-9,905.95	
	07/24/2012	-5,221.71	
	08/24/2012	-7,563.83	
Total Anthem Health		-22,691.49	\$0.00
Insurance Receivables 1-vendor			
	07/13/2012	-1,850.19	
	07/16/2012	-3,658.48	
	08/14/2012	-4,021.39	
	08/24/2012	-530.96	
	09/11/2012	-4,210.10	
Total Insurance Receivables 1-vendor		-14,271.12	\$5,318.38
Insurance Receivables 6-vendor			
	06/28/2012	-30,241.29	
Total Insurance Receivables 6-vendor		-30,241.29	\$0.00
James Wallace			
	07/26/2012	-17,000.00	

TWG Capital

Non-Consumer Payments Over \$5,850

	<u>Date</u>	<u>Amount</u>	<u>Last 90 Days as of Petition Date</u>
Total James Wallace		-17,000.00	\$27,771.19
PayChex			
	06/15/2012	-88.00	
	06/22/2012	-17,997.44	
	06/22/2012	-8,070.78	
	06/25/2012	-83.49	
	07/09/2012	-18,096.46	
	07/09/2012	-8,070.76	
	07/10/2012	-88.49	
	07/13/2012	-88.00	
	07/24/2012	-18,136.91	
	07/24/2012	-8,070.81	
	07/25/2012	-83.49	
	08/07/2012	-124.20	
	08/09/2012	-18,134.69	
	08/09/2012	-8,070.78	
	08/10/2012	-88.00	
	08/10/2012	-88.49	
	08/24/2012	-17,961.17	
	08/24/2012	-7,804.00	
	08/24/2012	-79.97	
	09/10/2012	-18,573.31	
	09/10/2012	-6,736.62	
	09/10/2012	-92.39	
	09/12/2012	-2,360.00	
	09/14/2012	-88.00	
Total PayChex		-159,076.25	\$0.00
Peters, Browning & Co., P.C.			
	09/14/2012	-11,320.00	
Total Peters, Browning & Co., P.C.		-11,320.00	\$0.00

TWG Capital, Inc

Item 3c - Payments to Insiders within the last year

<u>Dates</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>	<u>Amount Owing as of Petition Date</u>
09/28/2011	Insurance Receivables 1-vendor	KAN-JBS pass thru to IR1	-1,582.61	
01/26/2012	Insurance Receivables 1-vendor	KAN-JBS pass thru to IR1	-3,469.73	
05/17/2012	Insurance Receivables 1-vendor	KAN-JBS pass thru to IR1	-2,572.27	
07/13/2012	Insurance Receivables 1-vendor	KAN-JBS pass thru to IR1	-1,850.19	
07/16/2012	Insurance Receivables 1-vendor	Checks from Penn Treaty for IR1	-3,658.48	
08/14/2012	Insurance Receivables 1-vendor	Checks from Penn Treaty for IR1	-4,021.39	
08/24/2012	Insurance Receivables 1-vendor	KAN-JBS pass thru to IR1	-530.96	
09/11/2012	Insurance Receivables 1-vendor	Checks from Penn Treaty for IR1	-4,210.10	
			<u>-21,895.73</u>	\$5,318.38
12/30/2011	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-28,391.81	
09/28/2011	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-48,634.52	
10/31/2011	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-56,858.57	
11/30/2011	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-33,768.59	
01/31/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-31,591.86	
02/29/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-44,245.11	
04/17/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-34,848.57	
04/30/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-34,295.20	
05/31/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-30,082.70	
06/28/2012	Insurance Receivables 6-vendor	LTPC - Purchased Agents	-30,241.29	
			<u>-372,958.22</u>	\$0.00
09/14/2012	Inservico	Remittance of IR7 Servicing Fees to Servicer	-73,157.50	
			<u>-73,157.50</u>	\$0.00
09/28/2011	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-10,162.16	
11/03/2011	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-22,141.16	
12/06/2011	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-11,300.44	
01/03/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-8,137.10	
01/31/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-18,944.25	

02/29/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-8,177.71	
04/17/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-6,313.80	
05/02/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-15,672.47	
06/13/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-9,622.35	
06/29/2012	Insurance Receivables 7-Vendor	MGA & Nord - Purchased Agents - Downlines	-6,312.14	
			<u>-116,783.58</u>	\$326,655.14
05/02/2012	James Wallace	Expense Reimbursement	-1,533.74	
07/26/2012	James Wallace	Termination Expense	-17,000.00	
9/23/11 thru 6/8/12	James Wallace	Payroll	-116,057.69	
	James Wallace	2010 401k Safe Harbor Match	-7,386.76	
	James Wallace	2011 401k Safe Harbor Match	-2,817.84	
			<u>-144,796.03</u>	\$27,771.19
12/20/2011	Mark Nondorf	Expense Reimbursement	-782.82	
02/20/2012	Mark Nondorf	Expense Reimbursement	-322.22	
06/29/2012	Mark Nondorf	Expense Reimbursement	-1,069.15	
07/02/2012	Mark Nondorf	Expense Reimbursement	-1,275.16	
9/23/11 thru 9/10/12	Mark Nondorf	Payroll	-170,833.30	
	Mark Nondorf	2010 401k Safe Harbor Match	-5,570.93	
	Mark Nondorf	2011 401k Safe Harbor Match	-2,173.45	
			<u>-182,027.03</u>	\$50,905.56
12/15/2011	Melanie Otto	Expense Reimbursement	-839.80	
02/20/2012	Melanie Otto	Expense Reimbursement	-411.40	
03/28/2012	Melanie Otto	Expense Reimbursement	-205.70	
06/01/2012	Melanie Otto	Expense Reimbursement	-411.32	
07/11/2012	Melanie Otto	Expense Reimbursement	-177.60	
07/24/2012	Melanie Otto	Expense Reimbursement	-206.00	
08/17/2012	Melanie Otto	Expense Reimbursement	-640.01	
9/23/11 thru 9/10/12	Melanie Otto	Payroll	-170,833.30	
	Melanie Otto	2010 401k Safe Harbor Match	-7,306.34	
	Melanie Otto	2011 401k Safe Harbor Match	-2,754.44	
			<u>-183,785.91</u>	\$119,722.22