

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:)
)
 TWG CAPITAL, INC.) Case Number: 12-11019-BHL-11
)
 Debtor.)

POST-CONFIRMATION QUARTERLY REPORT

For the Quarter Ending: **9/30/2013**
 Confirmation Date: **9/6/2013**

	First Month	Second Month	Third Month	Quarterly Total
Cash Receipts	\$16,894.95	\$284.32	\$10,034.57	\$27,213.84
Cash Disbursements, including plan payments	-\$2,058.43	-\$228.70	-\$47,588.45	-\$49,875.58
Total	\$14,836.52	\$55.62	-\$37,553.88	-\$22,661.74

Plan Payments	First Month	Second Month	Third Month	Quarterly Total
Administrative Expenses	-\$2,058.43	-\$228.70	-\$47,588.45	-\$49,875.58
Secured Creditors				
Priority Creditors				
Unsecured Creditors				
Total	-\$2,058.43	-\$228.70	-\$47,588.45	-\$49,875.58

- Have Quarterly U.S. Trustee Fees been paid?
 If no, please explain. *Credit Balance due to previous overpayment*

Yes No
- Have all payments been made as set forth in the plan?
 If no, please explain. *None currently required.*

Yes No
- Have all property sales and transfers set forth in the plan been completed?
 If no, please explain.

Yes No
- Have any distributions been made to stockholders of the debtor?
 If yes, please explain.

Yes No

5. Is the debtor current on all post confirmation taxes?
If no, please explain.

Yes

No

6. Have all claims been resolved?
If no, please explain.

Yes

No

7. When will the application for final decree be filed?

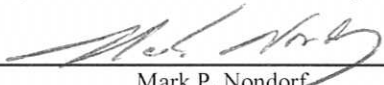
December 2013

8. Is this a final report?
If yes, complete the next page.

Yes

No

The undersigned certifies under penalty of perjury the information contained in this report is complete, true and correct to the best of my knowledge, information and belief.

By: 
Mark P. Nondorf
President, TWG Capital, Inc.

Dated: *11/9/13*

3rd QTR TWG

CASH BASIS

1030 - Key Bank Operating Cash Account as of June 30, 2013

Date	Name	Split	Amount
			69,417.49
Sources of Cash:			
07/05/2013	Anthem	2056 - Medical Insurance Liabilities	1,734.47
07/05/2013	Easy Savings	4012 - Management Fees	3.60
07/12/2013	Penn Treaty	-SPLIT-	54.33
07/12/2013	GALIC	4012 - Management Fees	50.64
07/26/2013	LION 2004 Receivables Trust	1200 - Accounts Receivable	15,000.00
07/30/2013	Penn Treaty	4012 - Management Fees	51.91
08/19/2013	GALIC	4012 - Management Fees	25.23
08/26/2013	Indianapolis Power and Light	6400 - Gas and Electric	259.09
09/03/2013	LION 2004 Receivables Trust	1200 - Accounts Receivable	10,000.00
09/09/2013	Penn Treaty	4012 - Management Fees	34.57
Subtotal - Sources of Cash			27,213.84
Uses of Cash:			
07/05/2013	Microsoft *Online	6245 - Online Expense	-36.00
07/09/2013	KeyBank	6120 - Bank Service Charges	-10.00
07/10/2013	PayChex	6569 - PayChex Service Charges	-49.00
07/10/2013	Indianapolis Power & Light Company	2000 - Accounts Payable	-317.89
07/10/2013	Pitney Bowes Global Financial Services	2000 - Accounts Payable	-676.29
07/10/2013	Appia Communications, Inc	2000 - Accounts Payable	-835.55
07/12/2013	Efax Plus Service	6225 - Marketing Expense	-16.95
07/12/2013	PayChex	6569 - PayChex Service Charges	-116.75
08/02/2013	Microsoft *Online	6245 - Online Expense	-36.00
08/08/2013	KeyBank	6120 - Bank Service Charges	-10.00
08/12/2013	PayChex	6569 - PayChex Service Charges	-49.00
08/16/2013	Efax Plus Service	6225 - Marketing Expense	-16.95
08/16/2013	PayChex	6569 - PayChex Service Charges	-116.75
09/03/2013	Conferencing	6340 - Telephone	-9.48
09/03/2013	Microsoft *Online	6245 - Online Expense	-36.00
09/05/2013	Appia Communications, Inc	2000 - Accounts Payable	-30.10
09/05/2013	QuickShred	2000 - Accounts Payable	-135.00
09/05/2013	The Rose Financial Group, LLC	2000 - Accounts Payable	-428.75
09/05/2013	Peters, Browning & Co., P.C.	2000 - Accounts Payable	-840.00
09/05/2013	Faegre Baker Daniels LLP	2000 - Accounts Payable	-45,816.42
09/10/2013	KeyBank	6120 - Bank Service Charges	-10.00
09/10/2013	PayChex	6569 - PayChex Service Charges	-49.00
09/11/2013	Tennessee Department of Revenue	6820 - Taxes	-100.00
09/13/2013	PayChex	6569 - PayChex Service Charges	-116.75
09/20/2013	Efax Plus Service	6225 - Marketing Expense	-16.95
Subtotal - Uses of Cash			-49,875.58
1030 - Key Bank Operating Cash Account as of September 30, 2013			46,755.75

9:35 AM

11/11/13

Accrual Basis

TWG Capital
Balance Sheet
 As of September 30, 2013

	Sep 30, 13
ASSETS	
Current Assets	
Checking/Savings	
1030 · Key Bank Operating	46,755.75
1040 · Key Bank LTPC	-4,726.80
Total Checking/Savings	42,028.95
Other Current Assets	
1250 · Other Current Assets	
1515 · Other Deposits & Advances	80,000.00
Total 1250 · Other Current Assets	80,000.00
Total Other Current Assets	80,000.00
Total Current Assets	122,028.95
Other Assets	
1600 · Member Interests	
1601 · Marketing General Agents	31,776.31
1602 · AIMC	-24,219.50
1620 · Insurance Receivables 2	150.00
1630 · Insurance Receivables 3	200.00
1660 · Insurance Receivables 6	-20,592.67
1670 · Insurance Receivables 7	-13,187,533.40
Total 1600 · Member Interests	-13,200,219.26
1800 · Deferred Tax Assets	12,805,574.00
Total Other Assets	-394,645.26
TOTAL ASSETS	-272,616.31
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	
2008 · MGA - IC Payable	29,316.31
2040 · Accounts Payable - LTPC	514,075.87
2000 · Accounts Payable - Other	220,365.98
Total 2000 · Accounts Payable	763,758.16
Total Accounts Payable	763,758.16
Other Current Liabilities	
2050 · Payroll Liabilities	-460.32
2056 · Medical Insurance Liabilities	1,734.47
2059 · FSA - Medical	2.61
2100 · Accrued Expenses	
2101 · Accrued Accounting Expenses	2,275.00
2104 · Accrued Wage Expense	601,014.54
2106 · Accrued Dividend	1,659,504.50
2113 · Accrued Federal Income Tax	578.82
2114 · Accrued Indiana Income Tax	144.70
2115 · Accrued Downline/First Years	18,098.29
Total 2100 · Accrued Expenses	2,281,615.85
2500 · Deferred Income Tax Liabilities	4,188,282.00
2510 · Deferred Tax Valuation Allowanc	8,617,292.00
Total Other Current Liabilities	15,088,466.61
Total Current Liabilities	15,852,224.77
Long Term Liabilities	
2600 · Notes Payable	
2610 · Notes Payable to Cardinal	74,000.00
2600 · Notes Payable - Other	27,771.19

9:35 AM
11/11/13
Accrual Basis

TWG Capital
Balance Sheet
As of September 30, 2013

	Sep 30, 13
Total 2600 · Notes Payable	101,771.19
Total Long Term Liabilities	101,771.19
Total Liabilities	15,953,995.96
Equity	
3000 · Opening Bal Equity	0.01
3110 · Retained Earnings	-26,188,718.31
3520 · Capital Stock	103.25
3521 · Additional Paid-in-Capital	12,698,948.49
3525 · Preferred Stock	2.46
3526 · Preferred Dividend	-2,419,485.45
Net Income	-317,462.72
Total Equity	-16,226,612.27
TOTAL LIABILITIES & EQUITY	-272,616.31

9:31 AM

11/11/13

Accrual Basis

TWG Capital
Profit & Loss
 July through September 2013

	Jul 13	Aug 13	Sep 13	TOTAL
Ordinary Income/Expense				
Income				
4010 · Fees				
4012 · Management Fees	-4,839.52	25.23	34.57	-4,779.72
Total 4010 · Fees	-4,839.52	25.23	34.57	-4,779.72
Total Income	-4,839.52	25.23	34.57	-4,779.72
Gross Profit	-4,839.52	25.23	34.57	-4,779.72
Expense				
6000 · Corporate Expenses				
6120 · Bank Service Charges	10.00	10.00	10.00	30.00
6230 · Licenses and Permits	0.00	0.00	1,431.00	1,431.00
6240 · Miscellaneous	0.00	135.00	0.00	135.00
6245 · Online Expense	36.00	36.00	36.00	108.00
Total 6000 · Corporate Expenses	46.00	181.00	1,477.00	1,704.00
6100 · Occupancy Expenses				
6390 · Utilities				
6400 · Gas and Electric	58.80	-259.09	0.00	-200.29
Total 6390 · Utilities	58.80	-259.09	0.00	-200.29
Total 6100 · Occupancy Expenses	58.80	-259.09	0.00	-200.29
6200 · Personnel Costs				
6560 · Payroll Expense				
6569 · PayChex Service Charges	165.75	165.75	165.75	497.25
6573 · 401K Expense	0.00	428.75	428.75	857.50
Total 6560 · Payroll Expense	165.75	594.50	594.50	1,354.75
Total 6200 · Personnel Costs	165.75	594.50	594.50	1,354.75
6270 · Professional Fees				
6280 · Legal Fees	-2,275.00	18,046.56	10,235.02	26,006.58
6650 · Accounting	0.00	840.00	7,342.00	8,182.00
6270 · Professional Fees - Other	3,519.42	5,134.66	957.85	9,611.93
Total 6270 · Professional Fees	1,244.42	24,021.22	18,534.87	43,800.51
6300 · Marketing Expenses				
6225 · Marketing Expense	16.95	16.95	16.95	50.85
6250 · Postage and Delivery	676.29	0.00	0.00	676.29
6340 · Telephone	835.55	30.10	9.48	875.13
Total 6300 · Marketing Expenses	1,528.79	47.05	26.43	1,602.27
6820 · Taxes	0.00	0.00	100.00	100.00
Total Expense	3,043.76	24,584.68	20,732.80	48,361.24
Net Ordinary Income	-7,883.28	-24,559.45	-20,698.23	-53,140.96
Other Income/Expense				
Other Expense				
8010 · Other Expenses	0.00	0.00	6,184.91	6,184.91
Total Other Expense	0.00	0.00	6,184.91	6,184.91
Net Other Income	0.00	0.00	-6,184.91	-6,184.91
Net Income	-7,883.28	-24,559.45	-26,883.14	-59,325.87