

B7 (Official Form 7) (04/13)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: Transprint USA, Inc.
Debtor

Case No. 2:13-bk-27698-WB
(if known)

STATEMENT OF FINANCIAL AFFAIRS¹

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 and 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 persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

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.)

Table with 2 columns: AMOUNT and SOURCE. Rows show income for 1/1/2013-7/10/2013, 1/1/2012-12/31/2012, and 1/1/2011-12/31/2011, all from Business Operations.

1 The Debtor is continuing to investigate the information contained in this Statement of Financial Affairs. The information provided is for informational purposes only, and the Debtor reserves the right to amend or supplement any of the information herein. Any statements as to values are estimates only, and are not intended to bind the Debtor in any way.

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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, 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

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

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 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 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 \$6,225*. 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
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See Exhibit 3b

*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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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 Exhibit 23			

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
See Exhibit 4a			

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
Kuehne & Nagel 7843 H Candlewood Road PO Box 649 Hanover, MD 21076	7/5/2013	\$31,590.40

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 a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Executive Sounding Board Associates 2 Penn Center Suite 1730 Philadelphia, PA 19102	7/8/2013, by Meserole, LLC as part of Debtor's debtor in possession financing	\$30,000.00
Stutman, Treister & Glatt PC 1901 Avenue of the Stars, 12 th Floor Los Angeles, CA 90067	6/14/13, by Quercus Trust/David Gelbaum	\$25,000.00 (returned)
Stutman, Treister & Glatt PC	7/9/2013, by Meserole, LLC as part of as part of pre-bankruptcy advance to Colorep, Inc. and Transprint USA, Inc.	\$185,000.00

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
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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
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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
Tana Tex, Inc. 5009 N. Winthrop Ave. Chicago, IL 60640-32123	4/19/2013	\$5,744.67

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
Enhancement Technology PO Box 302 Liberty Corner, NJ 07938	Printed release paper sold by the Debtor; \$2,429.90	Transprint USA, Inc. 1000 Pleasant Valley Road Harrisonburg, VA 22801

15. Prior address of debtor

None

If 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
2108 South Boulevard, Suite 100 Charlotte, NC 28203	Transprint USA, Inc.	1/2001 – 11/2010
800 West Hill Street, Suite 200 Charlotte, NC 28208	Transprint USA, Inc.	12/2010 – 7/2012
818 Yyvola Rd, Suite 110 Charlotte, NC 28217	Transprint USA, Inc.	8/2012 – Current

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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
Storeys Transprint 1000 Pleasant Valley Rd Harrisonburg, VA 22801	Harrisonburg Fire Dept. 301 S. Main St. Harrisonburg, VA 22801	9/18/89	Unknown

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
United States EPA 1650 Arch Street Philadelphia, PA 19103	RCRA-03-2012-0091	Active

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

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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
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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
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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	DATES SERVICES RENDERED
See Exhibit 19	

None

b. List all firms or individuals who within **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	ADDRESS	DATES SERVICES RENDERED
See Exhibit 19		

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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
The Debtor	

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	DATE ISSUED
Ardour Capital Investments The Empire State Building 350 5 th Avenue, Suite 3018 New York, NY 10018	2012

The Debtor is investigating whether financial statements were sent to other parties.

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)
6/30/2013	John McPherson ²	\$544,986.39
7/31/2013	John McPherson	\$670,766.94

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
6/30/2013	John McPherson 313 Valley View Drive, Staunton, VA 24401
7/31/2013	Same

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
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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
See Exhibit 21b		

² Inventory is evaluated by John McPherson. The physical counts are supervised by different shop 575171v1managers.

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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
Michael Liik 53 Divadale Dr Toronto Ontario Canada M4G2P1	Director	7/2013
Steven Rattner 10 Holltop Drive Port Chester, NY 10573	Director	7/2013
Larry Levy 177 Riverside Drive Costa Mesa, CA 92663	CEO	3/8/13

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
See Exhibit 23		

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)
Colorep, Inc.	94-3055026

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	TAXPAYER-IDENTIFICATION NUMBER (EIN)
Transprint USA Incorporated Employee Stock Ownership Plan	54-1200596

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[If completed on behalf of a partnership or corporation]

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 August 9, 2013

Signature



Paul Newton, for Robert D. Katz
Executive Sounding Board
Associates
Proposed CRO

Print Name and
Title

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

9 continuation sheets attached

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

Exhibit 3b

Transprint USA, Inc.

<u>Vendor Name</u>	<u>Address 1</u>	<u>Address 2</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>Paid date</u>	<u>Amount Paid</u>	<u>AP Balance</u>
ACC Business	P. O. Box 105306		Atlanta	GA	30348-5306	5/15/2013	\$560.14	2230.64
ACC Business	P. O. Box 105306		Atlanta	GA	30348-5306	4/12/2013	\$792.39	2230.64
Allied Electronics, Inc.	Accounts Receivable Dept.	P.O. Box 2325	Fort Worth	TX	76113-2325	5/6/2013	\$416.51	1364.33
Anthem Dental	PO Box 202837	Department 83702	Dallas	TX	75320-2837	6/12/2013	\$4,849.58	11396.15
Anthem Dental	PO Box 202837	Department 83702	Dallas	TX	75320-2837	5/8/2013	\$3,724.17	11396.15
Anthem Dental	PO Box 202837	Department 83702	Dallas	TX	75320-2837	4/15/2013	\$3,179.38	11396.15
Archroma / Clariant	4000 Monroe Road		Charlotte	NC	28205	5/14/2013	\$68.77	0
Archroma / Clariant	4000 Monroe Road		Charlotte	NC	28205	5/7/2013	\$55.45	0
Archroma / Clariant	4000 Monroe Road		Charlotte	NC	28205	4/24/2013	\$28.06	0
Archroma / Clariant	4000 Monroe Road		Charlotte	NC	28205	4/11/2013	\$50.95	0
Atotech USA Inc.	P.O. Box 533378		Charlotte	NC	28290-3378	6/28/2013	\$13,690.80	7314.01
Atotech USA Inc.	P.O. Box 533378		Charlotte	NC	28290-3378	4/10/2013	\$3,090.00	7314.01
Automationdirect.Com Inc.	P. O. Box 402417		Atlanta	GA	30384-2417	5/13/2013	\$146.59	0
Banner Life Insurance Co.	PO Box 740526		Atlanta	GA	30374-0526	4/22/2013	\$1,647.10	0
Blauch Brothers, Inc.	911 Chicago Avenue		Harrisonburg	VA	22802	6/13/2013	\$1,737.50	1704.09
Blauch Brothers, Inc.	911 Chicago Avenue		Harrisonburg	VA	22802	6/10/2013	\$1,578.00	1704.09
Blauch Brothers, Inc.	911 Chicago Avenue		Harrisonburg	VA	22802	4/29/2013	\$1,437.84	1704.09
Blauch Brothers, Inc.	911 Chicago Avenue		Harrisonburg	VA	22802	4/12/2013	\$1,971.29	1704.09
Bunzl Processor Division	12240 Collections Center Drive		Chicago	IL	60693	5/9/2013	\$498.31	0
Chardon Tool & Supply, Inc.	P.O. Box 291		Chardon	OH	44024	4/10/2013	\$620.00	0
Chema Technology Inc.	P.O. Box 847		Brookfield	WI	53008-0847	5/22/2013	\$125.00	2099.5
City Of Harrisonburg	Office Of City Treasurer	P.O. Box 1007	Harrisonburg	VA	22801	5/28/2013	\$468.66	594.01
Cole-Parmer Instrument Co.	13927 Collections Center Drive		Chicago	IL	60693	6/7/2013	\$102.89	0
Columbia Gas GTS Account	P.O. Box 742529		Cincinnati	OH	45274-2529	4/29/2013	\$8,796.38	45419.02
Columbia Gas GTS Account	P.O. Box 742529		Cincinnati	OH	45274-2529	4/25/2013	\$2,658.05	45419.02
Columbia Omnicorp.	14 West 33rd Street		New York	NY	10001	4/29/2013	\$990.77	0
Columbia Omnicorp.	14 West 33rd Street		New York	NY	10001	4/10/2013	\$19,583.50	0
County of Rockingham	20 East Gay Street	P.O. Box 1252	Harrisonburg	VA	22803	5/24/2013	\$325.00	341323.7
Coyne Textile Services	P.O. Box 4895		Syracuse	NY	13221-4895	5/20/2013	\$739.36	1877.47
Coyne Textile Services	P.O. Box 4895		Syracuse	NY	13221-4895	5/6/2013	\$1,069.77	1877.47
Coyne Textile Services	P.O. Box 4895		Syracuse	NY	13221-4895	4/29/2013	\$1,142.51	1877.47
Coyne Textile Services	P.O. Box 4895		Syracuse	NY	13221-4895	4/19/2013	\$1,072.56	1877.47
Coyne Textile Services	P.O. Box 4895		Syracuse	NY	13221-4895	4/12/2013	\$1,154.15	1877.47
Creative Cause Solutions, Inc.	16 W 37th St.		New York	NY	10018	6/14/2013	\$2,098.81	0
Creative Cause Solutions, Inc.	16 W 37th St.		New York	NY	10018	6/5/2013	\$5,303.83	0
CT Corporation	P.O. Box 4349		Carole Stream	IL	60197-4349	4/10/2013	\$284.00	0
Department of Motor Vehicles	P. O. Box 25850	Room 307	Richmond	VA	23260-5850	5/16/2013	\$111.50	0
Domtar Corporation	Subsidiary Of Domtar Ind. Inc.	1700 Washington Avenue	Port Huron	MI	48060	6/28/2013	\$23,600.00	151061.3
Domtar Corporation	Subsidiary Of Domtar Ind. Inc.	1700 Washington Avenue	Port Huron	MI	48060	4/23/2013	\$62,000.00	151061.3
Duke Energy	PO Box 70516		Charlotte	NC	28272-0516	6/11/2013	\$319.56	164.92
Eck Supply Company	P.O. Box 758776		Baltimore	MD	21275-8776	4/30/2013	\$468.11	1641.34
EnviroCompliance Lab.,Inc.	Post Office Box 919		Verona	VA	24482	7/3/2013	\$480.00	400
EPIC Insurance	19000 MacArthur Blvd	PH Floor	Irvine	CA	92612	5/17/2013	\$27,765.00	0
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	7/10/2013	\$150.53	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	7/8/2013	\$303.49	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	7/3/2013	\$226.03	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/27/2013	\$105.24	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/26/2013	\$643.22	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/18/2013	\$613.21	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/18/2013	\$1,050.00	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/14/2013	\$501.28	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/13/2013	\$189.88	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/12/2013	\$102.56	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	6/6/2013	\$104.89	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/30/2013	\$597.94	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/20/2013	\$170.37	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/17/2013	\$1,567.00	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/15/2013	\$248.65	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/9/2013	\$191.20	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/8/2013	\$615.60	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/2/2013	\$330.06	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	5/1/2013	\$226.91	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/25/2013	\$94.05	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/19/2013	\$271.52	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/17/2013	\$703.57	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/17/2013	\$407.21	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/15/2013	\$83.20	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/12/2013	\$140.15	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/12/2013	\$123.20	297.93
Estes Express Lines	P.O. Box 25612		Richmond	VA	23260-5612	4/11/2013	\$340.72	297.93
Fastenal Company	P. O. Box 978		Winona	MI	55987-0978	4/29/2013	\$587.39	0
Fastenal Company	P. O. Box 978		Winona	MI	55987-0978	4/22/2013	\$167.88	0
Fastenal Company	P. O. Box 978		Winona	MI	55987-0978	4/16/2013	\$35.43	0
Federal Express Corp.	P. O. Box 371461		Pittsburgh	PA	15250-7461	4/29/2013	\$1,007.73	65917.44
Federal Express Corp.	P. O. Box 371461		Pittsburgh	PA	15250-7461	4/23/2013	\$1,004.52	65917.44

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Federal Express Corp.	P. O. Box 371461		Pittsburgh	PA	15250-7461	4/10/2013	\$331.20	65917.44
Fedex	P.O. Box 94515		Plattine	IL	60094-4515	4/10/2013	\$40.00	0
Fedex Freight	P. O. Box 223125		Pittsburgh	PA	15250-2125	4/10/2013	\$657.40	0
Ferebee-Johnson Company, Inc.	P. O. Box 10275		Lynchburg	VA	24506	5/15/2013	\$33.77	0
FP Mailing Solutions	140 N. Mitchell Ct	Suite 200	Addison	IL	60101-5629	5/9/2013	\$215.00	0
GE Infrastructure Sensing, Inc	Lock Box # 848502 - Bank of	1401 Elm Street	Dallas	TX	75202	4/10/2013	\$349.44	349.44
General Sales of Virginia, Inc.	P.O. Box 549		Bluefield	VA	24605	6/13/2013	\$361.12	5979.34
General Sales of Virginia, Inc.	P.O. Box 549		Bluefield	VA	24605	6/6/2013	\$1,465.98	5979.34
General Sales of Virginia, Inc.	P.O. Box 549		Bluefield	VA	24605	4/26/2013	\$161.80	5979.34
General Sales of Virginia, Inc.	P.O. Box 549		Bluefield	VA	24605	4/16/2013	\$976.67	5979.34
Geno's Coffee L.L.C.	P. O. Box 97		Mint Spring	VA	24463	7/8/2013	\$1,687.75	0
GreatAmerica Financial Services Corp	PO Box 660831		Dallas	TX	75266-0831	5/23/2013	\$502.24	1007.12
Hach Company	2207 Collections Center Drive		Chicago	IL	60693	5/17/2013	\$87.24	0
Hathaway	P.O.Box 1618		Waynesboro	VA	22980-1452	4/10/2013	\$1,500.00	1865.14
Hired Hands LLC	P.O. Box 576		Dayton	VA	22821	5/15/2013	\$1,695.50	3351.25
Huber Italia Spa	Via A. Meucci, 5/6/7		Bolzano Vicentino (\ Italy		36050	6/6/2013	\$3,428.05	0
Intermec Technologies Corporation	Dept. Ch 14099		Palatine	IL	60055-4099	4/25/2013	\$239.00	0
Jeff Wagner	5155 Spring Hill Road		Mt Solon	VA	22843	5/20/2013	\$232.73	0
Jno. Solenberger & Co., Inc.	P.O. Box 2658		Winchester	VA	26604	7/3/2013	\$1,624.40	0
Kevin's Computer Service	126 Mercer Circle		Grottoes	VA	24441	4/23/2013	\$169.50	0
L Charney 1410 Broadway LLC	1410 Broadway		New York	NY	10018	4/30/2013	\$16,213.06	0
L Charney 1410 Broadway LLC	1410 Broadway		New York	NY	10018	4/10/2013	\$17,185.84	0
Leaf Capital Funding LLC	101 S. Poplar Street	Suite 101	Wilmington	DE	19801	4/24/2013	\$3,164.08	5144.03
Liquid Development Company	3748 E. 91st Street		Cleveland	OH	44105	6/6/2013	\$226.42	0
Lloyd Electric Company, Inc.	605 Third St. S.E.		Roanoke	VA	24013-1401	4/10/2013	\$3,353.00	27.65
Lowe's Companies, Inc.	P. O. Box 530954		Atlanta	GA	30353-0954	4/16/2013	\$234.78	0
McCullough & Associates	P.O.Box 29803		Atlanta	GA	30359	6/7/2013	\$8,818.00	0
Mecklenburg County Tax Collector	PO Box 71063		Charlotte	NC	28272-1063	5/21/2013	\$620.14	0
Megtec Systems, Inc.	830 Prosper Road	P. O. Box 5030	De Pere	WI	54115-5030	5/17/2013	\$12,549.82	3185.91
Michael Cohen	61 East 77th	4E	New York	NY	10075	6/28/2013	\$2,000.00	13523.9
Michael Cohen	61 East 77th	4E	New York	NY	10075	6/19/2013	\$2,000.00	13523.9
Michael Cohen	61 East 77th	4E	New York	NY	10075	5/24/2013	\$5,000.00	13523.9
Motion Industries	P.O. Box 404130		Atlanta	GA	30384-4130	4/29/2013	\$150.74	10911.97
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	6/6/2013	\$342.81	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	5/13/2013	\$38.24	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	5/9/2013	\$355.00	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	5/9/2013	\$84.18	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	5/1/2013	\$211.60	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	5/1/2013	\$158.44	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	4/29/2013	\$43.07	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	4/23/2013	\$506.04	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	4/23/2013	\$170.46	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	4/23/2013	\$367.08	0
MSC Industrial Supply Co. Inc.	Dept. CH 0075		Palatine	IL	60055-0075	4/22/2013	\$21.16	0
Nancy's Party Things Grace Floral	109 S. Stuart Avenue		Elkton	VA	22827	6/11/2013	\$52.50	0
Newark Electronics	P. O. Box 94151		Palatine	IL	60094-4151	4/10/2013	\$353.38	0
Next Wave Media Solutions	4544 Atwater Court	Suite 110	Buford	GA	30518	4/12/2013	\$1,770.00	3550
Old Dominion Freight Line, Inc.	P. O. Box 198475		Atlanta	GA	30384-8475	5/13/2013	\$255.38	0
Omega Engineering Incorporated	P.O. Box 405369		Atlanta	GA	30384-5369	4/11/2013	\$664.10	511.84
Paiho North America	28411 Witherspoon Pkwy		Valencia	CA	91355	5/2/2013	\$45.00	0
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	6/17/2013	\$5,332.50	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/31/2013	\$4,975.00	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/24/2013	\$1,060.29	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/17/2013	\$2,176.42	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/17/2013	\$4,000.00	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/10/2013	\$1,153.75	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	5/3/2013	\$975.00	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	4/26/2013	\$736.28	6932.94
Pamela Harrell	7728 Norton Avenue		West Hollywood	CA	90046	4/16/2013	\$4,000.00	6932.94
Pan Technology, Inc.	115-117 Moonachie Avenue		Carlstadt	NJ	07072	6/7/2013	\$714.00	730.6
Paper Thermometer Co., Inc.	P. O. Box 129		Greenfield	NH	03047	4/15/2013	\$239.25	0
Philip Hess	462 Fashion Ave		0 NY	NY	10018	5/20/2013	\$1,729.87	862.25
Pitney Bowes	1313 N. Atlantic FL 3		Spokane	WA	99201-2303	4/10/2013	\$307.16	0
Practix Mfg. LLC	4400 Cantrell/Practix Road		Acworth	GA	30101	4/10/2013	\$281.43	0
Precision Products Inc.	12245 Nations Ford Road	Unit 502	Pineville	NC	28134	4/15/2013	\$519.73	0
Randolph Tool Co., Inc.	750 Wales Drive, SE		Hartville	OH	44632	4/10/2013	\$306.50	0
Reagents, Inc.	4746 Sweden Road	P. O. Box 240746	Charlotte	NC	28224	6/10/2013	\$625.24	0
Reagents, Inc.	4746 Sweden Road	P. O. Box 240746	Charlotte	NC	28224	4/19/2013	\$349.51	0
Reagents, Inc.	4746 Sweden Road	P. O. Box 240746	Charlotte	NC	28224	4/10/2013	\$2,417.00	0
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	6/17/2013	\$1,950.00	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	6/7/2013	\$3,031.35	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	5/31/2013	\$3,002.65	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	5/24/2013	\$2,642.90	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	5/17/2013	\$2,613.25	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	5/10/2013	\$1,766.05	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	5/3/2013	\$1,934.40	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	4/26/2013	\$1,808.95	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	4/22/2013	\$1,608.75	5063.1
Robert Fellows	1176 Portland Dr		Harrisonburg	VA	22801	4/10/2013	\$1,500.00	5063.1

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Rockingham County Landfill	P.O. Box 1252		Harrisonburg	VA	22803-1252	6/4/2013	\$311.78	0
Rockingham County Landfill	P.O. Box 1252		Harrisonburg	VA	22803-1252	4/15/2013	\$69.98	0
Ryder Transportation Services	P.O. Box 402366		Atlanta	GA	30384-2366	4/10/2013	\$352.78	0
SDL Atlas LLC	3934 Airway Drive		Rock Hill	SC	29732	4/10/2013	\$106.00	0
Sensient	Z.I. Riond-Bosson 8	CH-1110 Morges 2	Switzerland			6/28/2013	\$17,653.80	103894.01
Sensient	Z.I. Riond-Bosson 8	CH-1110 Morges 2	Switzerland			5/9/2013	\$5,904.00	103894.01
Sensient	Z.I. Riond-Bosson 8	CH-1110 Morges 2	Switzerland			4/30/2013	\$20,000.00	103894.01
Sensient	Z.I. Riond-Bosson 8	CH-1110 Morges 2	Switzerland			4/24/2013	\$45,000.00	103894.01
Sherwin Williams	1820 Evelyn Byrd Avenue		Harrisonburg	VA	22801	5/24/2013	\$146.24	0
SKC Inc.	1000 SKC Drive		Covington	GA	30014	5/21/2013	\$100.00	1804.4
SLM Enterprise,LLC	P.O. Box 122		Weyers Cave	VA	24486	4/16/2013	\$702.12	0
Southeastern Laboratories Inc.	P. O. Box 10189		Goldsboro	NC	27532-0189	5/6/2013	\$1,352.00	0
Staples	P. O. Box 30851		Hartford	CT	06150-0851	5/20/2013	\$76.18	0
Staples	P. O. Box 30851		Hartford	CT	06150-0851	5/15/2013	\$21.77	0
Staples	P. O. Box 30851		Hartford	CT	06150-0851	4/15/2013	\$84.08	0
Summer Industries	P. O. Box 789		Welcome	NC	27374	4/26/2013	\$3,138.48	4780.73
Sun Life Financial	One Sun Life Executive Park, SC3331		Wellesley Hills	MA	02481	5/28/2013	\$1,100.92	1849.54
Supply One - Weyers Cave Inc.	P. O. Box 828991		Philadelphia	PA	19182-8991	5/22/2013	\$6,883.38	11311.05
Supply One - Weyers Cave Inc.	P. O. Box 828991		Philadelphia	PA	19182-8991	4/18/2013	\$4,859.60	11311.05
Suter Machine & Tool Shop	P.O. BOX 1300		Dayton	VA	22821-1300	7/1/2013	\$3,420.00	0
Suter Machine & Tool Shop	P.O. BOX 1300		Dayton	VA	22821-1300	6/3/2013	\$5,035.00	0
Suter Machine & Tool Shop	P.O. BOX 1300		Dayton	VA	22821-1300	5/16/2013	\$1,435.00	0
Suter Machine & Tool Shop	P.O. BOX 1300		Dayton	VA	22821-1300	4/24/2013	\$1,170.00	0
SVOE, Inc.	PO Box 878		Verona	VA	24482	6/19/2013	\$284.05	349.28
SVOE, Inc.	PO Box 878		Verona	VA	24482	5/10/2013	\$1,135.96	349.28
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	5/31/2013	\$1,016.25	0
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	5/24/2013	\$1,102.57	0
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	5/17/2013	\$941.00	0
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	5/10/2013	\$1,493.68	0
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	5/3/2013	\$2,486.25	0
The Hartford	Group Benefits Division	P. O. Box 8500-3690	Philadelphia	PA	19178-3690	4/19/2013	\$1,005.93	0
Tidland Corporation	#774276	4276 Solutions Center	Chicago	IL	60677-4602	4/23/2013	\$82.01	0
Time Warner Cable	P.O. Box 70872		Charlotte	NC	28272-0872	5/29/2013	\$655.97	665.52
Treasurer, Rockingham County	P.O. Box 471		Harrisonburg	VA	22803	6/26/2013	\$236.49	503.91
Treasurer, Rockingham County	P.O. Box 471		Harrisonburg	VA	22803	5/14/2013	\$217.28	503.91
Treasurer, Rockingham County	P.O. Box 471		Harrisonburg	VA	22803	4/12/2013	\$318.50	503.91
Triple S Pallets	2172 Fadley Road		Bridgewater	VA	22812	6/11/2013	\$1,800.00	6405.5
Triple S Pallets	2172 Fadley Road		Bridgewater	VA	22812	4/25/2013	\$980.10	6405.5
U.S. Office & Industrial Supply	PO Box 7612		Van Nuys	CA	91409-7612	5/15/2013	\$30.00	1661.22
U.S. Office & Industrial Supply	PO Box 7612		Van Nuys	CA	91409-7612	5/2/2013	\$30.00	1661.22
Ultra-Pure Solutions, Inc.	325 Greenbrier Drive		Charlottesville	VA	22901	4/10/2013	\$1,397.75	426
United Parcel Service	P.O. Box 7247-0244		Philadelphia	PA	19170-0001	5/14/2013	\$149.44	3900.96
United Parcel Service	P.O. Box 7247-0244		Philadelphia	PA	19170-0001	5/10/2013	\$74.99	3900.96
United Parcel Service	P.O. Box 7247-0244		Philadelphia	PA	19170-0001	4/22/2013	\$9,600.00	3900.96
United States Treasury	U.S. EPA Fines and Penalties	P.O. Box 979077	St. Louis	MO	63197-9000	5/7/2013	\$1,472.58	2945.16
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	5/30/2013	\$11,082.26	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	5/9/2013	\$16,766.04	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	5/2/2013	\$14,000.00	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	4/23/2013	\$12,000.00	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	4/22/2013	\$12,000.00	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	4/11/2013	\$4,000.00	55319.51
Univar USA, Inc.	P. O. Box 409692		Atlanta	GA	30384-9692	4/10/2013	\$11,080.00	55319.51
UPS Freight	P. O. Box 533238		Charlotte	NC	28290-3238	4/10/2013	\$233.49	0
UPS Supply Chain Solutions, Inc.	28013 Network Place		Chicago	IL	60673-1280	7/1/2013	\$105.70	734.57
Valley Printers,Inc.	1865 Dillard Drive		Salem	VA	24153	4/22/2013	\$2,481.00	1711.7
Vector Security	P.O. Box 89462		Cleveland	OH	44101-6462	4/30/2013	\$79.17	80.34
Veolia ES Technical Solutions	Dept. 73709		Chicago	IL	60673-7709	5/31/2013	\$4,447.91	6057.18
Verizon	P. O. Box 15124		Albany	NY	12212-5124	6/13/2013	\$1,216.66	855.26
Verizon	PO Box 15124		Albany	NY	12212-5124	6/5/2013	\$453.42	302.86
Verizon	PO Box 15124		Albany	NY	12212-5124	6/5/2013	\$3.50	302.86
Verizon	P. O. Box 15124		Albany	NY	12212-5124	4/29/2013	\$187.32	855.26
Verizon Business	P. O. Box 371355		Pittsburgh	PA	15250-7355	4/16/2013	\$5,755.49	31195.04
Verizon South	P.O.Box 920041		Dallas	TX	75392-0041	6/18/2013	\$1,760.49	1764.79
Verizon South	P.O.Box 920041		Dallas	TX	75392-0041	4/26/2013	\$1,728.08	1764.79
Virginia Grinding and Sharpening L.L.C.	547 Richmond Ave.		Staunton	VA	24401-4920	6/7/2013	\$327.85	124.5
William Evans	P. O. Box 344		Timberville	VA	22853	7/5/2013	\$655.04	0
William Evans	P. O. Box 344		Timberville	VA	22853	7/2/2013	\$242.41	0
William Evans	P. O. Box 344		Timberville	VA	22853	6/14/2013	\$1,125.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	6/7/2013	\$870.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	5/31/2013	\$1,110.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	5/24/2013	\$1,125.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	5/17/2013	\$1,200.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	5/10/2013	\$1,155.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	5/3/2013	\$1,200.00	0
William Evans	P. O. Box 344		Timberville	VA	22853	4/26/2013	\$720.00	0
Wilson Trucking Corp.	P.O. Box 200		Fishersville	VA	22939-0200	4/17/2013	\$425.55	0
Wimberley Earp	8914 Steeleberry Dr.		Charlotte	NC	28217	5/20/2013	\$886.86	0

Exhibit 4a

Caption of Suit & Case No.	Nature of Proceeding	Court or Agency & Location	Status or Disposition	Contact
6048, SCK 2012 1	Civil Lawsuit or Demand for Alleged Debt: \$879.70	Room 1312, Kings County Civil Court, 114 Livingston Street, Brooklyn, NY	The Debtor is investigating.	
GV 13000389	Civil Lawsuit or Demand for Alleged Debt: \$679.52	53 Court Square, Harrisonburg	The Debtor is investigating.	
GV12-7841	Civil Lawsuit or Demand for Alleged Debt: \$7,970.6	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	Litten & Sipe LLP
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$42,402.86	Unknown	The Debtor is investigating.	LEAF
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$8,397.16	Unknown	The Debtor is investigating.	Marylou Paolucci & Associates
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$19,298.45	Unknown	The Debtor is investigating.	David P. Gold, P. C.
60138, SCNY 2013 1	Civil Lawsuit or Demand for Alleged Debt: \$224.40	Room 775, NY County Civil Court, 111 Centre Street NY, NY	The Debtor is investigating.	
GV12-008542	Civil Lawsuit or Demand for Alleged Debt: \$7,796.42	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	Rauch-Milliken International, Inc.
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$96,042.32	Unknown	The Debtor is investigating.	Smith, Gambrell & Russell, LLP
GV12009083-01	Civil Lawsuit or Demand for Alleged Debt: \$12,218.08	53 Court Square, Room 132, Harrisonburg, VA	The Debtor is investigating.	Lenhart Obenshain
GV13001073	Civil Lawsuit or Demand for Alleged Debt: \$3,685.19	53 Court Square, Room, Harrisonburg, VA	The Debtor is investigating.	
GV13000342	Civil Lawsuit or Demand for Alleged Debt: \$16,487.65	53 Court Square, Room, Harrisonburg, VA	The Debtor is investigating.	Marshall Stephen Biegel Badge 27
E-12468	Civil Lawsuit or Demand for Alleged Debt: \$8,879.44	Unknown	The Debtor is investigating.	Caine & Weiner
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$395.81	Unknown	The Debtor is investigating.	
165CL12002620-00	Civil Lawsuit or Demand for Alleged Debt: \$226,174.29	80 Court Square, Harrisonburg, VA	The Debtor is investigating.	David H. Gouger, PC
GV13001076	Civil Lawsuit or Demand for Alleged Debt: \$8,908	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	
GV12-7987-01	Civil Lawsuit or Demand for Alleged Debt: \$1,433.05	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$1,904.40	Unknown	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$2,246.04	Unknown	The Debtor is investigating.	McGuire Woods LLP
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$5,660.36	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	David H. Gouger, PC
GV13000960	Civil Lawsuit or Demand for Alleged Debt: \$6,737.73	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	
GV12024387	Civil Lawsuit or Demand for Alleged Debt: \$350	Unknown	The Debtor is investigating.	Derrick E. Rosser, P. C.
GV12007518	Civil Lawsuit or Demand for Alleged Debt: \$20,081.4	Unknown	The Debtor is investigating.	
6533542012	Civil Lawsuit or Demand for Alleged Debt: \$96,186	Unknown	The Debtor is investigating.	CT Corporation

Exhibit 4a

KS0659	Civil Lawsuit or Demand for Alleged Debt: \$1,434.78	Unknown	The Debtor is investigating.	Prince-Parker & Associates
100-4721084-002	Civil Lawsuit or Demand for Alleged Debt: \$1,318.37	Unknown	The Debtor is investigating.	LEAF
12-CVSO3263	Civil Lawsuit or Demand for Alleged Debt: \$66,331.64	Unknown	The Debtor is investigating.	Baucorn, Claytor, Benton, Morgan & Wood PA
V1217325	Civil Lawsuit or Demand for Alleged Debt: \$1,984.83	9500 Courthouse Rd., Chesterfield, VA	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$70,855.61	Unknown	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$1,347.76	Unknown	The Debtor is investigating.	Millennium Collections Corporation
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$10,819.81	Unknown	The Debtor is investigating.	Lewy Davis & Maher
GV12003645	Civil Lawsuit or Demand for Alleged Debt: \$7,154	Unknown	The Debtor is investigating.	
GV12002188	Civil Lawsuit or Demand for Alleged Debt: \$1,000	Unknown	The Debtor is investigating.	Affordable Corporate Suites
GV12005792	Civil Lawsuit or Demand for Alleged Debt: \$22,291.67	53 Court Square, Harrisonburg, VA	The Debtor is investigating.	
69994	Civil Lawsuit or Demand for Alleged Debt: \$33,949	Unknown	The Debtor is investigating.	McKenzie, Becker & Stevens, Inc.
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$350	Unknown	The Debtor is investigating.	Security Scale Service, Inc.
CL12-00417	Civil Lawsuit or Demand for Alleged Debt: \$25,726	Unknown	The Debtor is investigating.	Julias & Blatt, P.C.
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$13,593.60	Unknown	The Debtor is investigating.	Marcus, Brody, Ford & Kessler, LLC
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$17,613.32	Unknown	The Debtor is investigating.	Alcello
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$7,915	Unknown	The Debtor is investigating.	
GV 13-000123	Civil Lawsuit or Demand for Alleged Debt: \$10,132.36	Unknown	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$7,276.14	Unknown	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$10,257.01	Unknown	The Debtor is investigating.	
Unknown	Civil Lawsuit or Demand for Alleged Debt: \$1,471.50	Unknown	The Debtor is investigating.	
CL12002378-010	Civil Lawsuit or Demand for Alleged Debt: \$699,769.56	Circuit Court of Rockingham County, VA	The Debtor is investigating.	Hoover Perrod
1678170	Civil Lawsuit or Demand for Alleged Debt: \$13,410.64	Unknown	The Debtor is investigating.	

Exhibit 19

Transprint USA, Inc.

19 A

<u>LAST NAME</u>	<u>FIRST NAME</u>	<u>ADDRESS1</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>	<u>Record Keeping</u>	
						<u>Start Date</u>	<u>End Date</u>
KIRACOFE	PAMELA	194 EMERSON LN	HARRISONBURG	VA	22802	7/2000	Current
MARIER	KENZIE	250 E ELIZABETH ST APT 206	HARRISONBURG	VA	22802	6/13/2011	12/2012
MCPHERSON	JOHN	313 VALLEY VIEW DR	STAUNTON	VA	24401	5/2009	Current
SILVIOUS	PEGGY	3507 RABBITT RUN DRIVE	ELKTON	VA	22827	6/18/1993	3/23/2012
SMILEY	BEVERLY	389 MT CRAWFORD AVE	BRIDGEWATER	VA	22812	1/17/1977	Current
SPRUELL	JOAN	47 WHISPERING OAKS DR	STAUNTON	VA	24401	5/10/2010	7/13/2012
FIELDS	ERIC	12254 DAISY CT	RANCHO CUCAMONGA	CA	91739	1/28/2008	9/26/2012
BOSHEARS	JEFF	3212 DUMAS ST	SAN DIEGO	CA	92106	4/28/2006	2/28/2012
CAMPBELL	TONY	1210 OLD FURNACE RD	HARRISONBURG	VA	22802	6/2005	Current

19 B

<u>LAST NAME</u>	<u>FIRST NAME</u>	<u>ADDRESS1</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>	<u>Start Date</u>	<u>End Date</u>
MCPHERSON	JOHN	313 VALLEY VIEW DR	STAUNTON	VA	24401	5/2009	Current
FIELDS	ERIC	12254 DAISY CT	RANCHO CUCAMONGA	CA	91739	1/28/2008	9/26/2012
BOSHEARS	JEFF	3212 DUMAS ST	SAN DIEGO	CA	92106	4/28/2006	2/28/2012

Exhibit 21b

<u>Name and Address</u>	<u>Title</u>	<u>Nature and Percentage of Stock Ownership</u>
Larry Levy 177 Riverside Drive Costa Mesa, CA 92663	Director	Owns no stock in Debtor..
Kerry Dukes 350 Fifth Avenue, Suite 3018 New York, NY 10118	Director	Owns no stock in Debtor.
Joseph Bartlett 1900 Avenue of the Stars 20th Floor Los Angeles, CA 90067	Director	Owns no stock in Debtor.
Robert D. Katz 2 Penn Center, 1500 JFK Blvd Suite 1730 Philadelphia, PA 19102	Proposed Chief Restructuring Officer	Owns no stock in Debtor.
Mark A. Fox 7 Gramercy Park South, 5C New York, NY 10003	Interim CEO (since resigned)	Owns no stock in Debtor.
Colorep, Inc. 1000 Pleasant Valley Road Harrisonburg, VA 22801	Shareholder	Owns 100% of stock in Debtor.

Exhibit 23

<u>NAME & ADDRESS</u> <u>OF RECIPIENT, RELATIONSHIP TO DEBTOR</u>	<u>Date</u>	<u>Purpose of Withdrawal</u>	<u>AMOUNT OF MONEY</u> <u>OR DESCRIPTION</u> <u>AND VALUE OF PROPERTY</u>
Mark A. Fox - Interim CEO 7 Gramercy Park South, 5C New York, NY 10003	4/19/2013	Compensation and Reimbursement of Expenses Under Retention Agreement	\$5,000.00 USD
Mark A. Fox	4/19/2013	Same	\$2,329.00 USD
Mark A. Fox	4/21/2013	Same	\$5,000.00 USD
Mark A. Fox	4/30/2013	Same	\$(4,012.50) USD
Mark A. Fox	5/3/2013	Same	\$1,900.00 USD
Mark A. Fox	5/10/2013	Same	\$5,000.00 USD
Mark A. Fox	5/10/2013	Same	\$5,000.00 USD
Mark A. Fox	5/17/2013	Same	\$7,300.00 USD
Mark A. Fox	5/17/2013	Same	\$2,700.00 USD
Mark A. Fox	5/23/2013	Same	\$4,860.00 USD
Mark A. Fox	5/29/2013	Same	\$5,000.00 USD
Mark A. Fox	6/5/2013	Same	\$10,000.00 USD
Mark A. Fox	6/6/2013	Same	\$3,000.00 USD
Mark A. Fox	7/23/2013	Same	\$25,000.00 USD
			Total
			\$78,076.50

Use of Work Debit Card

<u>NAME & ADDRESS</u> <u>OF RECIPIENT, RELATIONSHIP TO DEBTOR</u>	<u>Date</u>	<u>Purpose of Withdrawal</u>	<u>AMOUNT OF MONEY</u> <u>OR DESCRIPTION</u> <u>AND VALUE OF PROPERTY</u>
Mark A. Fox - Interim CEO 7 Gramercy Park South, 5C New York, NY 10003	6/11/2013	Rental car	\$840.00
Mark A. Fox	6/14/2013	H'burg restaurant	\$1,717.38
Mark A. Fox	6/17/2013	H'burg restaurant	\$132.62
Mark A. Fox	6/17/2013	H'burg restaurant	\$264.51
Mark A. Fox	6/17/2013	H'burg restaurant	\$34.99
Mark A. Fox	6/17/2013	H'burg restaurant	\$162.35
Mark A. Fox	6/17/2013	H'burg restaurant	\$9.60
Mark A. Fox	6/18/2013	Gas for Mark A Fox	\$29.44
Mark A. Fox	6/18/2013	Shipment of pkg from NY	\$47.56
Mark A. Fox	6/18/2013	NY restaurant	\$303.95
Mark A. Fox	6/19/2013	NY restaurant	\$100.57
Mark A. Fox	6/19/2013	Parking in NY	\$39.00
Mark A. Fox	6/19/2013	Martino Reagan Chiropractic	\$50.00
Mark A. Fox	6/20/2013	NY restaurant	\$12.33
Mark A. Fox	6/20/2013	NY restaurant	\$126.70
Mark A. Fox	6/20/2013	One World Wireless	\$32.66
Mark A. Fox	6/20/2013	NY restaurant	\$421.87
Mark A. Fox	6/21/2013	NY restaurant	\$180.25
Mark A. Fox	6/21/2013	NY taxi	\$10.00
Mark A. Fox	6/21/2013	NY restaurant	\$144.12
Mark A. Fox	6/21/2013	NY restaurant	\$805.78
Mark A. Fox	6/21/2013	ATM withdrawal	\$303.00
Mark A. Fox	6/21/2013	ATM use fee	\$2.50
Mark A. Fox	6/24/2013	Dramatics NYC	\$126.71
Mark A. Fox	6/24/2013	NY taxi	\$21.00
Mark A. Fox	6/24/2013	NY hotel	\$2,124.21
Mark A. Fox	6/24/2013	NY restaurant	\$190.06
Mark A. Fox	6/24/2013	NY restaurant	\$266.14
Mark A. Fox	6/24/2013	L'Express NY	\$34.99
Mark A. Fox	6/24/2013	NY restaurant	\$74.44
Mark A. Fox	6/24/2013	ATM withdrawal	\$203.00
Mark A. Fox	6/24/2013	ATM use fee	\$2.50
Mark A. Fox	6/24/2013	NY restaurant	\$62.26
Mark A. Fox	6/24/2013	NY restaurant	\$368.53
Mark A. Fox	6/24/2013	Bloomie Nails NYC	\$142.00
Mark A. Fox	6/24/2013	NY restaurant	\$246.64
Mark A. Fox	6/24/2013	NY hotel	\$1,109.62
Mark A. Fox	6/24/2013	Shipment of pkg from NY	\$6.85
Mark A. Fox	6/25/2013	NY restaurant	\$95.33
Mark A. Fox	6/25/2013	NY restaurant	\$99.04
Mark A. Fox	6/25/2013	ATM withdrawal	\$103.00

Exhibit 23

Mark A. Fox	6/25/2013	ATM use fee	\$2.50
Mark A. Fox	6/26/2013	ATM Balance Inquiry fee	\$2.00
Mark A. Fox	6/26/2013	ATM withdrawal	\$203.00
Mark A. Fox	6/26/2013	ATM use fee	\$2.50
Mark A. Fox	6/27/2013	NY restaurant	\$82.50
Mark A. Fox	6/27/2013	Harris Kalish NYC	\$46.79
Mark A. Fox	6/27/2013	NY restaurant	\$114.11
Mark A. Fox	6/28/2013	NY restaurant	\$103.74
Mark A. Fox	6/28/2013	NY restaurant	\$208.55
Mark A. Fox	6/28/2013	Parking in NY	\$39.00
Mark A. Fox	7/1/2013	ATM withdrawal	\$203.00
Mark A. Fox	7/1/2013	ATM withdrawal	\$203.00
Mark A. Fox	7/1/2013	ATM use fee	\$2.50
Mark A. Fox	7/1/2013	ATM use fee	\$2.50
Mark A. Fox	7/1/2013	NY restaurant	\$308.03
Mark A. Fox	7/1/2013	NY restaurant	\$156.00
Mark A. Fox	7/1/2013	University Animal	\$135.00
Mark A. Fox	7/1/2013	NY hotel	\$111.32
Mark A. Fox	7/1/2013	NY restaurant	\$108.96
Mark A. Fox	7/1/2013	NY restaurant	\$79.88
Mark A. Fox	7/1/2013	NY taxi	\$11.55
Mark A. Fox	7/1/2013	NY taxi	\$11.12
Mark A. Fox	7/1/2013	NY taxi	\$10.25
Mark A. Fox	7/1/2013	NY restaurant	\$6.62
Mark A. Fox	7/2/2013	NY restaurant	\$192.71
Mark A. Fox	7/2/2013	NY restaurant	\$69.54
Mark A. Fox	7/5/2013	University Animal	\$612.00
Mark A. Fox	7/5/2013	NY restaurant	\$119.07
Mark A. Fox	7/5/2013	NY taxi	\$9.10
Mark A. Fox	7/5/2013	NY parking	\$3.50
			Total
			\$14,207.84