B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT District of Delaware

PROOF OF CLAIM

Name of Debtor: GI JOE'S HOLDING CORP and GI JOE'S, INC

Case Number: 09-10713 and 09-10714

NOTE: *This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property): Yakima Products, Inc

Name and address where notices should be sent:

15025 SW Koll Pkwy
Beaverton OR 97006

Telephone number: (971) 249-7500

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number:_____ (*If known*)

Filed on:_____

Name and address where payment should be sent (if different from above):

Telephone number:

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: $ 185,567.33

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: Goods Sold & Unearned Growth Credit
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: 3965

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property:$_____ **Annual Interest Rate**___%

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: $_____ **Basis for perfection:** _____

Amount of Secured Claim: $_____ **Amount Unsecured: $** 185,567.33

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (*See definition of "redacted" on reverse side.*)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

RECEIVED
JUN 04 2009
BMC GROUP

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

☐ Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).

☐ Up to $2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(__).

Amount entitled to priority:

$_____

**Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

Date: 5/11/09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Sandi Lennehan Sandi Lennehan Controller

FOR COURT USE ONLY

FILED
APR 29 AM 11:35

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

bmc

GI Joe's Holding Corp.
01615

YAKIMA

United States Bankruptcy Court
District of Delaware

May 28, 2009

Re: Proof of Claim – GI Joe's Holding Corp and GI Joes, Inc. (Case Numbers 09-10713 & 09-10714)

To Whom It May Concern –

Please allow this letter to serve as supplemental documentation regarding the Proof of Claim of Yakima Products, Inc. (Yakima) against the bankruptcy filing of GI Joe's Holding Corp and GI Joe's, Inc., Case Numbers 09-10713 and 09-10714. Yakima is claiming $185,567.33 for unpaid invoices for product to the debtor, as well as the partial return of an unearned credit that had been issued to the debtor on 1/27/09 in the gross amount of $100,000. This credit represented a prepayment for a 2-year commitment on the part of the debtor to grow their business with Yakima by $500,000 per year from 1/1/09-12/31/10.

Given the 3/4/09 bankruptcy filing of the debtor and failure to uphold the growth commitment to Yakima, this credit is unearned by the debtor and as such, cannot be offset against Yakima's receivable from debtor for product shipped. Yakima has granted $3,870 of the gross $100,000 2-year credit, for "earnings" against the first two periods of the debtor's commitment (January & February 2009), based on seasonal volumes. The intention of this letter is to make it known that while the debtor may have submitted outstanding payables to Yakima for less than Yakima's claim, the $100,000 credit was a prepayment for sales growth, to be executed by the debtor and was thus, unearned by the debtor at their bankruptcy filing date.

The attached summary of invoices and credits details the above.

Thank you for your time.

Sandi Lennehan

Sandi Lennehan
Corporate Controller

15025 SW KOLL PKWY, BEAVERTON, OREGON 97006 USA 971/249-7500 971/249-7750 fax

CREDIT MEMO ORDER

CREDIT DEPT. USE ONLY!!!
Order #: 1920350
CR Memo #: 2023709
Credit to G/L: _____

DATE: 1/23/09

CUST #: 3965
PO #: —
*ORDER #: —
*INVOICE #: —
SITE: —
OUTSIDE REP: Liz / House

PREPARED BY: Liz Szulczewski
SHOP NAME: Joe's, Sports+outdoors
ADDRESS: _____

* If you are not referencing an invoice or order number you must include any supporting documents (emails, ECT) for why credit is being issued.

Reason for credit: OEE, SHORT SHIP, MISSHIP, DAMAGE, OTHER: (circle one or more)

Store Remodel Program - CM of 100K to be applied to account and support a 2-year growth plan of $1mm. ($500K/year)

Items being returned: YES _____ NO _____ RA# _____

QUANTITY	ITEM #	PRICE	VOLUME DISCOUNT	TOTAL
	TC 48			

Subtotal: $100,000.00
Restock fee: _____
Freight: _____
Other _____ : _____

Total Amount of Credit: 100,000.00

Entered By: VKS
Date Entered: 1/27

Approvals
Sandi Lennehan _____
Liz Szulczewski _____
Ron Ten Berge _____ 1/23/09
Sandi Lennehan 1/27/09

YAKIMA JOE'S
Sports, Outdoor & More

2009-2010 Business Plan

Current Program

- 6% off wholesale prices (off invoice)
- 2% Marketing Funds (off Invoice)

Incremental Program

- Credit Memo: $100,000
- This is a one-time support fund for Joe's store remodel program
- Explore the potential to build SMU's for hitch bike rack, Ski Mount and Cargo Box – Pricing and details to follow

Volume

The following net sales volume levels must be achieved on Yakima Products (to include ½ Rack and Roll Trailer purchases):

2008	2009	2010
1,721,598	$2,256,732	$2,756,732

Joe's Support

- Expand Yakima product distribution in all stores/categories
- Merchandise Rack and Roll trailers in appropriate stores
- Achieve volume targets as noted above
- Participate in Yakima's national promotional events
- Commit to cross-merchandising (bike, boat, camp) during heavy selling months (May –Aug)

Terms and Conditions

- Yakima will provide this credit memo in January 2009 with the following agreements
- One-time credit memo, on top of current support
- Joes agrees to grow Yakima volume $1MM in net sales over 2 years (2009 and 2010), $500K each year.
- If volume level outlined above is not achieved each year, Joe's agrees to reduced support levels on the base program to offset the incremental support already paid. For example: If $400K of growth takes place in 2009, Yakima would be owed $10,000 in support funding. This would be taken from either the base wholesale discount or marketing support funding.

Joe's Sports, Outdoors & More	***Yakima Products***
_____	_____
BG Eilertson	Liz Szulczewski
Date: _____	Date: _____

Liz Szulczewski

From: BG Eilertson [bg@joessports.com]
Sent: Friday, January 23, 2009 5:16 PM
To: Liz Szulczewski
Cc: Steve Storey; Ron Ten Berge; Ron Menconi
Subject: RE: Yakima Business Plan - for your review

I agree to the terms of the agreement.

Thanks

B.G. Eilertson
Merchandise Manager

503-570-1315 Direct
503-682-7200 FAX
www.JoesSports.com

9805 Boeckman Rd. Wilsonville, OR 97070

From: Liz Szulczewski [mailto:Liz.Szulczewski@yakima.com]
Sent: Friday, January 23, 2009 5:05 PM
To: BG Eilertson
Cc: Steve Storey; Ron Ten Berge; Ron Menconi
Subject: RE: Yakima Business Plan - for your review

BG,
Attached is the revised agreement allowing ½ RackandRoll Trailer purchases to be included in the 09 and 10 targets of $500k each year.

Please fax back to me at 971-249-7753 or send your approval via email with the document.

Thanks, Liz

Liz Szulczewski
Regional Sales Director - West
***YAKIMA* Products Inc.**
15025 SW Koll Pkwy., Beaverton, OR 97006
p: 971.249.7543 | f:971.249.7753 | liz.szulczewski@yakima.com

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From: BG Eilertson [mailto:bg@joessports.com]
Sent: Friday, January 23, 2009 4:19 PM
To: Liz Szulczewski
Cc: Steve Storey; Ron Ten Berge; Ron Menconi
Subject: RE: Yakima Business Plan - for your review

3965 G.I. JOES

T	Reference	Order	PO	Inv Date	Check	Trms	Due Date	Amount	Other	Total Due	Current	1-30	31-60	61-90	> 90
I	1953382	1847000	526764	01/18/08		15F	03/18/08	21,191.28	2,516.00	23,707.28					191.84
P					492445		03/11/08	(19,854.28)	(2,516.00)	(22,370.28)					
P					1975864A		05/16/08	(1,145.16)		(1,145.16)					
I	1973592	1868426	552225	05/06/08		15F	07/05/08	2,977.32	677.00	3,654.32					1,951.00
P					500236		06/30/08	(1,008.25)	(677.00)	(1,685.25)					
A					501664		03/20/09	(18.07)		(18.07)					
I	1997628	1891635	571138	08/04/08		15F	10/03/08	18,720.63	2,633.00	21,353.63					1,693.81
P					506351		09/29/08	(17,026.82)	(2,633.00)	(19,659.82)					
I	2005911	1901227	580102	09/10/08		15F	11/09/08	30,744.13	993.00	31,737.13					133.09
P					508443		10/27/08	(20,819.61)	(993.00)	(21,812.61)					
P					2029441		03/04/09	(9,791.43)		(9,791.43)					
I	2007354	1901084	579736	09/17/08		15F	11/16/08	268.99	12.44	281.43					87.51
P					509069		11/17/08	(181.48)	(12.44)	(193.92)					
I	2008235	1899747	577984	09/23/08		15F	11/22/08	24,245.98	3,650.00	27,895.98					3,650.00
P					513101		01/26/09	(24,245.98)		(24,245.98)					
I	2008335	1899747	577984	09/24/08		15F	11/23/08	26,696.38	10,216.00	36,912.38					10,216.00
P					513101		01/26/09	(26,696.38)		(26,696.38)					
I	2008792	1899747	577984	09/26/08		15F	11/25/08	25,734.64	2,724.00	28,458.64					2,724.00
P					513101		01/26/09	(25,734.64)		(25,734.64)					
I	2008882	1899747	577984	09/26/08		15F	11/25/08	22,425.69	3,042.00	25,467.69					3,042.00
P					513101		01/26/09	(22,425.69)		(22,425.69)					
I	2009104	1899747	577984	09/29/08		15F	11/28/08	22,053.53	7,338.00	29,391.53					7,338.00
P					513101		01/26/09	(22,053.53)		(22,053.53)					
I	2009554	1899747	577984	10/01/08		15F	11/30/08	20,358.52	2,996.00	23,354.52					2,996.00
P					513101		01/26/09	(20,358.52)		(20,358.52)					
I	2009874	1899747	577984	10/03/08		15F	12/02/08	26,306.71	2,800.00	29,106.71					2,800.00
P					513101		01/26/09	(26,280.97)		(26,280.97)					
P					2023384		01/26/09	(25.74)		(25.74)					
I	2010023	1899747	577984	10/06/08		15F	12/05/08	12,834.16	725.00	13,559.16					725.00
P					513101		01/26/09	(12,808.42)		(12,808.42)					
P					2023384		01/26/09	(25.74)		(25.74)					
I	2014579	1909919	590766	11/11/08		15F	01/10/09	101.33	12.85	114.18				12.85	
P					513101		01/26/09	(101.33)		(101.33)					
I	2014580	1909924	590761	11/11/08		15F	01/10/09	101.33	14.59	115.92				14.59	
P					513101		01/26/09	(101.33)		(101.33)					
I	2014774	1910656	591717	11/12/08		15F	01/11/09	108.70	16.03	124.73				16.03	
P					513101		01/26/09	-108.70		-108.70					
I	2014775	1910657	591715	11/12/08		15F	01/11/09	790.39	37.87	828.26				37.87	
P					513101		01/26/09	(790.39)		(790.39)					
I	2014776	1910658	591713	11/12/08		15F	01/11/09	309.52	21.87	331.39				21.87	
P					513101		01/26/09	(309.52)		(309.52)					
I	2014777	1910659	591712	11/12/08		15F	01/11/09	417.30	7.16	424.46				7.16	
P					513101		01/26/09	(417.30)		(417.30)					
I	2014778	1910660	591711	11/12/08		15F	01/11/09	176.87	16.38	193.25				16.38	
P					513101		01/26/09	(176.87)		(176.87)					
I	2014779	1910661	591708	11/12/08		15F	01/11/09	503.90	22.95	526.85				22.95	

3965 G.I. JOES

T	Reference	Order	PO	Inv Date	Check	Trms	Due Date	Amount	Other	Total Due	Current	1-30	31-60	61-90	> 90
P					513101		01/26/09	(503.90)		(503.90)					
I	2014780	1910662	591705	11/12/08		15F	01/11/09	121.60	5.82	127.42				5.82	
P					513101		01/26/09	(121.60)		(121.60)					
I	2014781	1910663	591702	11/12/08		15F	01/11/09	107.78	5.46	113.24				5.46	
P					513101		01/26/09	(107.78)		(107.78)					
I	2014782	1910664	591699	11/12/08		15F	01/11/09	400.72	23.69	424.41				23.69	
P					513101		01/26/09	(400.72)		(400.72)					
I	2014783	1910665	591687	11/12/08		15F	01/11/09	106.86	5.82	112.68				5.82	
P					513101		01/26/09	(106.86)		(106.86)					
I	2014784	1910666	591686	11/12/08		15F	01/11/09	114.23	5.46	119.69				5.46	
P					513101		01/26/09	(114.23)		(114.23)					
I	2014785	1910667	591685	11/12/08		15F	01/11/09	188.85	11.74	200.59				11.74	
P					513101		01/26/09	(188.85)		(188.85)					
I	2014786	1910668	591684	11/12/08		15F	01/11/09	594.17	19.99	614.16				19.99	
P					513101		01/26/09	(594.17)		(594.17)					
I	2014787	1910669	591683	11/12/08		15F	01/11/09	204.51	5.53	210.04				5.53	
P					513101		01/26/09	(204.51)		(204.51)					
I	2014788	1910670	591682	11/12/08		15F	01/11/09	108.70	5.82	114.52				5.82	
P					513101		01/26/09	(108.70)		(108.70)					
I	2014789	1910671	591681	11/12/08		15F	01/11/09	162.13	5.53	167.66				5.53	
P					513101		01/26/09	(162.13)		(162.13)					
I	2014790	1910672	591680	11/12/08		15F	01/11/09	115.15	5.82	120.97				5.82	
P					513101		01/26/09	(115.15)		(115.15)					
I	2014791	1910673	591679	11/12/08		15F	01/11/09	97.65	5.11	102.76				5.11	
P					513101		01/26/09	(97.65)		(97.65)					
I	2014792	1910674	591678	11/12/08		15F	01/11/09	234.91	18.15	253.06				18.15	
P					513101		01/26/09	(234.91)		(234.91)					
I	2014933	1910948	590797	11/13/08		15F	01/12/09	23.95	5.46	29.41				29.41	
I	2015034	1911154	592157	11/14/08		15F	01/13/09	2.76	4.68	7.44				4.68	
P					513101		01/26/09	(2.76)		(2.76)					
I	2015915	1911707	592692	11/20/08		15F	01/19/09	551.80	6.24	558.04				558.04	
I	2017164	1913006	594625	12/03/08		15F	02/01/09	112.39	5.76	118.15			118.15		
I	2017165	1913007	594624	12/03/08		15F	02/01/09	110.54	5.62	116.16			116.16		
I	2017166	1913008	594623	12/03/08		15F	02/01/09	125.28	8.96	134.24			134.24		
I	2017167	1913009	594622	12/03/08		15F	02/01/09	213.72	11.60	225.32			225.32		
I	2017168	1913010	594621	12/03/08		15F	02/01/09	121.60	5.74	127.34			127.34		
I	2017169	1913011	594620	12/03/08		15F	02/01/09	141.86	11.12	152.98			152.98		
I	2017170	1913012	594619	12/03/08		15F	02/01/09	257.01	17.56	274.57			274.57		
I	2017171	1913013	594618	12/03/08		15F	02/01/09	167.66	6.01	173.67			173.67		
I	2017172	1913014	594617	12/03/08		15F	02/01/09	127.13	5.92	133.05			133.05		
I	2017173	1913015	594616	12/03/08		15F	02/01/09	194.37	5.92	200.29			200.29		
I	2017174	1913016	594615	12/03/08		15F	02/01/09	436.65	100.00	536.65			536.65		
I	2017175	1913017	594614	12/03/08		15F	02/01/09	144.63	5.38	150.01			150.01		
I	2017176	1913018	594612	12/03/08		15F	02/01/09	188.85	6.15	195.00			195.00		
I	2017177	1913244	594750	12/03/08		15F	02/01/09	1.62	4.61	6.23			6.23		
I	2017351	1913017	594614	12/04/08		15F	02/02/09	18.42	6.42	24.84			24.84		

3965 G.I. JOES

T	Reference	Order	PO	Inv Date	Check	Trms	Due Date	Amount	Other	Total Due	Current	1-30	31-60	61-90	> 90
I	2017554	1913254	594483	12/05/08		15F	02/03/09	3,725.33	285.00	4,010.33			4,010.33		
I	2017960	1914133	595318	12/10/08		15F	02/08/09	18.42	5.38	23.80			23.80		
I	2019867	1915914	596792	12/30/08		15F	02/28/09	18.42	4.61	23.03		23.03			
I	2019868	1915942	596793	12/30/08		15F	02/28/09	6.45	4.61	11.06		11.06			
I	2019869	1916025	596907	12/30/08		15F	02/28/09	4.61	4.61	9.22		9.22			
I	2019870	1916150	596921	12/30/08		15F	02/28/09	104.10	6.01	110.11		110.11			
I	2020281	1910476	589694	12/31/08		15F	03/01/09	23,938.98	1,568.00	25,506.98		25,506.98			
I	2021773	1916995	597449	01/13/09		15F	03/14/09	472.44	5.64	478.08		478.08			
I	2021774	1916996	597446	01/13/09		15F	03/14/09	561.93	40.96	602.89		602.89			
I	2021775	1916997	597443	01/13/09		15F	03/14/09	656.35	19.15	675.50		675.50			
I	2021776	1916998	597440	01/13/09		15F	03/14/09	803.15	22.63	825.78		825.78			
I	2021777	1916999	597437	01/13/09		15F	03/14/09	472.58	6.19	478.77		478.77			
I	2021778	1917000	597435	01/13/09		15F	03/14/09	393.35	22.23	415.58		415.58			
I	2021779	1917001	597432	01/13/09		15F	03/14/09	665.11	32.80	697.91		697.91			
I	2021780	1917002	597429	01/13/09		15F	03/14/09	119.76	5.54	125.30		125.30			
I	2021781	1917003	597426	01/13/09		15F	03/14/09	1,178.21	38.35	1,216.56		1,216.56			
I	2021782	1917004	597423	01/13/09		15F	03/14/09	358.35	21.61	379.96		379.96			
I	2021783	1917005	597420	01/13/09		15F	03/14/09	319.66	6.47	326.13		326.13			
I	2021784	1917006	597417	01/13/09		15F	03/14/09	480.87	21.65	502.52		502.52			
I	2021785	1917007	597414	01/13/09		15F	03/14/09	846.58	30.57	877.15		877.15			
I	2021786	1917008	597411	01/13/09		15F	03/14/09	852.11	25.21	877.32		877.32			
I	2021787	1917010	597405	01/13/09		15F	03/14/09	393.35	18.40	411.75		411.75			
I	2021788	1917011	597402	01/13/09		15F	03/14/09	1,190.97	100.00	1,290.97		1,290.97			
I	2021789	1917012	597400	01/13/09		15F	03/14/09	943.56	10.73	954.29		954.29			
I	2021790	1917013	597398	01/13/09		15F	03/14/09	342.69	5.66	348.35		348.35			
I	2021791	1917014	597396	01/13/09		15F	03/14/09	473.50	13.25	486.75		486.75			
I	2021792	1917015	597393	01/13/09		15F	03/14/09	939.42	42.28	981.70		981.70			
I	2021793	1917016	597390	01/13/09		15F	03/14/09	898.17	23.19	921.36		921.36			
I	2021794	1917017	597387	01/13/09		15F	03/14/09	1,102.54	33.98	1,136.52		1,136.52			
I	2021795	1917018	597384	01/13/09		15F	03/14/09	486.39	37.00	523.39		523.39			
I	2021796	1917019	597381	01/13/09		15F	03/14/09	631.02	6.19	637.21		637.21			
I	2021797	1917020	597378	01/13/09		15F	03/14/09	137.26	5.77	143.03		143.03			
I	2021798	1917021	597375	01/13/09		15F	03/14/09	581.28	33.05	614.33		614.33			
I	2021799	1917023	597369	01/13/09		15F	03/14/09	313.21	15.42	328.63		328.63			
I	2021997	1918043	598483	01/14/09		15F	03/15/09	15.66	5.28	20.94		20.94			
I	2021998	1918045	598482	01/14/09		15F	03/15/09	84.75	5.90	90.65		90.65			
I	2021999	1918103	598517	01/14/09		15F	03/15/09	68.17	10.56	78.73		78.73			
I	2022000	1918104	598516	01/14/09		15F	03/15/09	80.14	5.35	85.49		85.49			
I	2022001	1918105	598515	01/14/09		15F	03/15/09	177.79	15.84	193.63		193.63			
I	2022002	1918106	598514	01/14/09		15F	03/15/09	124.36	10.63	134.99		134.99			
I	2022003	1918107	598513	01/14/09		15F	03/15/09	410.65	5.90	416.55		416.55			
I	2022004	1918108	598512	01/14/09		15F	03/15/09	149.23	10.94	160.17		160.17			
I	2022005	1918109	598511	01/14/09		15F	03/15/09	102.25	5.28	107.53		107.53			
I	2022006	1918110	598510	01/14/09		15F	03/15/09	42.38	5.81	48.19		48.19			
I	2022007	1918111	598509	01/14/09		15F	03/15/09	217.20	5.64	222.84		222.84			
I	2022008	1918112	598508	01/14/09		15F	03/15/09	161.21	11.31	172.52		172.52			

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T.	Reference	Order	PO	Inv Date	Check	Trms	Due Date	Amount	Other	Total Due	Current	1-30	31-60	61-90	> 90
I	2022009	1918113	598507	01/14/09		15F	03/15/09	113.31	10.22	123.53		123.53			
I	2022010	1918114	598506	01/14/09		15F	03/15/09	301.23	21.92	323.15		323.15			
I	2022011	1918115	598505	01/14/09		15F	03/15/09	182.40	5.51	187.91		187.91			
I	2022012	1918116	598504	01/14/09		15F	03/15/09	111.47	10.56	122.03		122.03			
I	2022013	1918117	598503	01/14/09		15F	03/15/09	93.96	5.28	99.24		99.24			
I	2022014	1918118	598502	01/14/09		15F	03/15/09	128.05	5.64	133.69		133.69			
I	2022015	1918119	598501	01/14/09		15F	03/15/09	116.07	5.28	121.35		121.35			
I	2022016	1918120	598500	01/14/09		15F	03/15/09	98.57	5.28	103.85		103.85			
I	2022017	1918121	598499	01/14/09		15F	03/15/09	533.37	8.56	541.93		541.93			
I	2022018	1918122	598498	01/14/09		15F	03/15/09	228.46	21.43	249.89		249.89			
I	2022019	1918123	598497	01/14/09		15F	03/15/09	52.51	4.94	57.45		57.45			
I	2022020	1918124	598496	01/14/09		15F	03/15/09	149.23	16.95	166.18		166.18			
I	2022021	1918125	598495	01/14/09		15F	03/15/09	274.52	17.16	291.68		291.68			
I	2022022	1918126	598494	01/14/09		15F	03/15/09	74.16	4.94	79.10		79.10			
I	2022023	1918127	598493	01/14/09		15F	03/15/09	180.56	5.67	186.23		186.23			
I	2022024	1918128	598492	01/14/09		15F	03/15/09	101.33	15.71	117.04		117.04			
I	2022025	1918129	598491	01/14/09		15F	03/15/09	138.18	4.94	143.12		143.12			
I	2022026	1918130	598490	01/14/09		15F	03/15/09	87.51	5.28	92.79		92.79			
I	2022027	1918131	598489	01/14/09		15F	03/15/09	69.09	4.79	73.88		73.88			
I	2022028	1918132	598488	01/14/09		15F	03/15/09	267.15	22.28	289.43		289.43			
I	2022221	1916997	597443	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022222	1916999	597437	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022223	1917000	597435	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022224	1917001	597432	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022225	1917004	597423	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022226	1917007	597414	01/15/09		15F	03/16/09	62.64	4.94	67.58		67.58			
I	2022227	1917008	597411	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022228	1917009	597408	01/15/09		15F	03/16/09	1,168.54	42.57	1,211.11		1,211.11			
I	2022229	1917011	597402	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022230	1917012	597400	01/15/09		15F	03/16/09	25.79	4.79	30.58		30.58			
I	2022231	1917014	597396	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022232	1917015	597393	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022233	1917016	597390	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022234	1917018	597384	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022235	1917019	597381	01/15/09		15F	03/16/09	36.85	4.94	41.79		41.79			
I	2022236	1917022	597372	01/15/09		15F	03/16/09	663.26	23.68	686.94		686.94			
I	2022237	1917024	597366	01/15/09		15F	03/16/09	900.01	25.60	925.61		925.61			
I	2022238	1918110	598510	01/15/09		15F	03/16/09	82.91	5.28	88.19		88.19			
I	2022472	1916994	597159	01/16/09		15F	03/17/09	25,953.89	1,024.00	26,977.89		26,977.89			
I	2022473	1918103	598517	01/16/09		15F	03/17/09	39.61	5.90	45.51		45.51			
I	2022474	1918104	598516	01/16/09		15F	03/17/09	60.80	5.54	66.34		66.34			
I	2022475	1918105	598515	01/16/09		15F	03/17/09	42.38	5.67	48.05		48.05			
I	2022476	1918108	598512	01/16/09		15F	03/17/09	42.38	5.67	48.05		48.05			
I	2022477	1918111	598509	01/16/09		15F	03/17/09	21.19	5.64	26.83		26.83			
I	2022478	1918113	598507	01/16/09		15F	03/17/09	21.19	5.64	26.83		26.83			
I	2022479	1918118	598502	01/16/09		15F	03/17/09	42.38	5.67	48.05		48.05			

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T	Reference	Order	PO	Inv Date	Check	Trms	Due Date	Amount	Other	Total Due	Current	1-30	31-60	61-90	> 90
I	2022480	1918121	598499	01/16/09		15F	03/17/09	36.85	4.94	41.79		41.79			
I	2022481	1918126	598494	01/16/09		15F	03/17/09	63.56	5.51	69.07		69.07			
I	2022482	1918127	598493	01/16/09		15F	03/17/09	42.38	5.67	48.05		48.05			
I	2022483	1918129	598491	01/16/09		15F	03/17/09	39.61	5.90	45.51		45.51			
I	2022799	1918123	598497	01/20/09		15F	03/21/09	36.85	4.94	41.79		41.79			
I	2022800	1918131	598489	01/20/09		15F	03/21/09	21.19	5.64	26.83		26.83			
I	2022801	1918989	599575	01/20/09		15F	03/21/09	105.02	5.67	110.69		110.69			
I	2022802	1918990	599573	01/20/09		15F	03/21/09	137.26	5.28	142.54		142.54			
I	2022803	1918991	599571	01/20/09		15F	03/21/09	155.68	10.92	166.60		166.60			
I	2022804	1918992	599569	01/20/09		15F	03/21/09	213.72	5.35	219.07		219.07			
I	2022805	1918993	599567	01/20/09		15F	03/21/09	394.73	19.86	414.59		414.59			
I	2022806	1918994	599565	01/20/09		15F	03/21/09	118.83	5.81	124.64		124.64			
I	2022807	1918995	599563	01/20/09		15F	03/21/09	123.44	10.63	134.07		134.07			
I	2022808	1918996	599561	01/20/09		15F	03/21/09	125.28	5.64	130.92		130.92			
I	2022809	1918997	599529	01/20/09		15F	03/21/09	146.93	5.35	152.28		152.28			
I	2022810	1918998	599527	01/20/09		15F	03/21/09	222.93	6.47	229.40		229.40			
I	2022811	1918999	599525	01/20/09		15F	03/21/09	169.50	5.54	175.04		175.04			
I	2022812	1919000	599523	01/20/09		15F	03/21/09	100.41	4.94	105.35		105.35			
I	2022813	1919001	599521	01/20/09		15F	03/21/09	129.89	11.26	141.15		141.15			
I	2022814	1919002	599520	01/20/09		15F	03/21/09	183.32	10.58	193.90		193.90			
I	2022815	1919003	599519	01/20/09		15F	03/21/09	116.07	5.90	121.97		121.97			
I	2022816	1919004	599518	01/20/09		15F	03/21/09	124.36	5.64	130.00		130.00			
I	2022817	1919005	599517	01/20/09		15F	03/21/09	89.36	5.28	94.64		94.64			
I	2022818	1919006	599516	01/20/09		15F	03/21/09	116.99	10.63	127.62		127.62			
I	2022819	1919007	599515	01/20/09		15F	03/21/09	104.10	5.28	109.38		109.38			
I	2022820	1919008	599514	01/20/09		15F	03/21/09	153.84	5.90	159.74		159.74			
I	2022821	1919009	599513	01/20/09		15F	03/21/09	206.35	11.54	217.89		217.89			
I	2022822	1919010	599512	01/20/09		15F	03/21/09	100.41	10.07	110.48		110.48			
I	2022823	1919011	599511	01/20/09		15F	03/21/09	180.56	11.80	192.36		192.36			
I	2022824	1919012	599510	01/20/09		15F	03/21/09	366.64	6.19	372.83		372.83			
I	2022825	1919013	599509	01/20/09		15F	03/21/09	625.49	19.49	644.98		644.98			
I	2022826	1919014	599508	01/20/09		15F	03/21/09	249.65	17.29	266.94		266.94			
I	2022827	1919015	599507	01/20/09		15F	03/21/09	215.56	17.34	232.90		232.90			
I	2022828	1919016	599506	01/20/09		15F	03/21/09	132.65	11.57	144.22		144.22			
I	2022829	1919017	599505	01/20/09		15F	03/21/09	183.32	16.85	200.17		200.17			
I	2022830	1919018	599504	01/20/09		15F	03/21/09	282.81	16.95	299.76		299.76			
I	2022972	1919370	600083	01/21/09		15F	03/22/09	74.62	5.54	80.16		80.16			
I	2023192	1919369	600082	01/22/09		15F	03/23/09	27.64	5.64	33.28		33.28			
I	2023709	1920352	Cr Rmdl	01/27/09		35	02/26/09	(100,000.00)		(100,000.00)		(100,000.00)			
I	2023825	1919005	599517	01/27/09		15F	03/28/09	15.66	4.79	20.45	20.45				
I	2023826	1919667	600076	01/27/09		15F	03/28/09	29,837.67	1,077.00	30,914.67	30,914.67				
I	2023995	1916994	597159	01/28/09		15F	03/29/09	281.89	131.57	413.46	413.46				
I	2024687	1920985	601053	02/03/09		15	04/04/09	1,857.14	100.00	1,957.14	1,957.14				
I	2024688	1920987	601150	02/03/09		15	04/04/09	191.61	5.81	197.42	197.42				
I	2024689	1920988	601149	02/03/09		15	04/04/09	101.33	5.46	106.79	106.79				
I	2024690	1920989	601148	02/03/09		15	04/04/09	195.29	5.81	201.10	201.10				

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I	2024691	1920990	601147	02/03/09		15	04/04/09	538.90	31.80	570.70	570.70				
I	2024692	1920991	601146	02/03/09		15	04/04/09	259.78	22.38	282.16	282.16				
I	2024693	1920992	601145	02/03/09		15	04/04/09	187.92	15.73	203.65	203.65				
I	2024694	1920993	601144	02/03/09		15	04/04/09	289.26	10.67	299.93	299.93				
I	2024695	1920994	601143	02/03/09		15	04/04/09	123.44	9.92	133.36	133.36				
I	2024696	1920995	601142	02/03/09		15	04/04/09	221.09	11.27	232.36	232.36				
I	2024697	1920996	601141	02/03/09		15	04/04/09	98.57	10.07	108.64	108.64				
I	2024698	1920997	601140	02/03/09		15	04/04/09	119.76	10.48	130.24	130.24				
I	2024699	1920998	601139	02/03/09		15	04/04/09	64.48	5.81	70.29	70.29				
I	2024700	1920999	601138	02/03/09		15	04/04/09	558.71	9.16	567.87	567.87				
I	2024701	1921000	601137	02/03/09		15	04/04/09	162.13	11.36	173.49	173.49				
I	2024702	1921002	601135	02/03/09		15	04/04/09	112.39	9.92	122.31	122.31				
I	2024703	1921004	601133	02/03/09		15	04/04/09	155.68	11.45	167.13	167.13				
I	2024704	1921005	601132	02/03/09		15	04/04/09	394.27	9.16	403.43	403.43				
I	2024705	1921006	601131	02/03/09		15	04/04/09	295.24	5.80	301.04	301.04				
I	2024706	1921007	601130	02/03/09		15	04/04/09	526.93	17.00	543.93	543.93				
I	2024707	1921008	601129	02/03/09		15	04/04/09	178.71	5.55	184.26	184.26				
I	2024708	1921010	601118	02/03/09		15	04/04/09	220.17	11.10	231.27	231.27				
I	2024709	1921011	601117	02/03/09		15	04/04/09	134.50	5.55	140.05	140.05				
I	2024710	1921012	601116	02/03/09		15	04/04/09	126.20	11.01	137.21	137.21				
I	2024711	1921013	601115	02/03/09		15	04/04/09	145.55	10.83	156.38	156.38				
I	2024712	1921014	601114	02/03/09		15	04/04/09	260.70	14.01	274.71	274.71				
I	2024713	1921015	601113	02/03/09		15	04/04/09	715.77	45.45	761.22	761.22				
I	2024714	1921118	601164	02/03/09		15	04/04/09	36.85	4.87	41.72	41.72				
I	2025358	1921001	601136	02/04/09		15	04/05/09	272.68	5.69	278.37	278.37				
I	2025359	1921003	601134	02/04/09		15	04/05/09	186.08	5.69	191.77	191.77				
I	2025360	1921009	601119	02/04/09		15	04/05/09	502.98	19.07	522.05	522.05				
I	2026306	1919667	600076	02/06/09		15F	04/07/09	751.70	180.00	931.70	931.70				
I	2026307	1920985	601053	02/06/09		15	04/07/09	1,326.53	100.00	1,426.53	1,426.53				
I	2026809	1922461	601300	02/09/09		15	04/10/09	14,215.96	2,262.00	16,477.96	16,477.96				
I	2026969	1923575	601770	02/10/09		15	04/11/09	254.25	18.93	273.18	273.18				
I	2027507	1924334	602007	02/16/09		15	04/17/09	103.17	5.28	108.45	108.45				
I	2027692	1924602	602209	02/17/09		15	04/18/09	93.04	11.59	104.63	104.63				
I	2035494	w1926119	824753	04/07/09		35	04/07/09	(870.53)		(870.53)	(870.53)				
I	2037237	w1933365	Credit PI	04/15/09		35	04/15/09	(277.28)		(277.28)	(277.28)				
	Unearned 2-year (2009-2010) Growth Credit							96,130.00		96,130.00	96,130.00				
								142,942.91	**42,624.42**	**185,567.33**	**155,345.21**	**(14,794.53)**	**6,602.63**	**865.77**	**37,548.25**