

**STATEMENT OF FINANCIAL AFFAIRS**  
**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

**Chapter 11**

**In re: Hocker Oxmoor, LLC**  
Debtor.

**Case Number: 09-12166**

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

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

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**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 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).

**See attachment 1 of the Statement of Financial Affairs**

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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, or operation of the debtor's business during the **two year** immediately preceding the commencement of this case. Give particular 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).

**See attachment 2 of the Statement of Financial Affairs**



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### 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 if the aggregate value of all property that constitutes or is affected by such transfer is not 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 creditor 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.)

None  *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. 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.)

**See attachment 3b of the Statement of Financial Affairs**

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.)

**See Attachment 3c of the Statement of Financial Affairs for GGP Limited Partnership**

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### 4. Suits, 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.)

**See attachment 4a of the Statement of Financial Affairs**

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.)

**In the ordinary course of business, the Debtors may be obligated to withhold amounts from the paychecks of various regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estate and, accordingly, are not responsive to this question. Moreover, out of concerns for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishment in response to this question.**

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**5. Repossessions, foreclosures, and returns**

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

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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.)

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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.)

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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.)

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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.)

**See attachment 8 of the Statement of Financial Affairs**

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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, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

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**10. Other transfers**

None  
 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.)

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

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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.)

**See attachment 11 of the Statement of Financial Affairs**

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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.)

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**13. Setoffs**

None  
 List all setoffs made by any creditor, including a bank, against debts 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 either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**In the ordinary course of its business prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), Debtors routinely agreed to (and continue to agree to) provide rent credits or other setoffs to tenants under real property leases as a result of tenant overpayments of non-rent items, tenant improvement allowances and other matters. Given the high number and normal course nature of these setoffs, the Debtors have not reflected these setoffs under Question 13.**

**On April 2, 2009, U.S. Bank National Association (“U.S. Bank”) notified GGP Limited Partnership (“GGPLP”) of an event of default under the parties’ standard form master agreement promulgated by the International Swap and Derivatives Association, Inc. (“ISDA”) dated as of July 31, 2008 (the “ISDA Master Agreement”). U.S. Bank then froze a portion of the funds in a general deposit account (“Deposit Account”) that GGPLP maintained at U.S. Bank. The following day U.S. Bank declared \$3,627,764.24 due and owing under the ISDA Master Agreement and withdrew and set off that amount from the Deposit Account. GGPLP and the Debtors reserve all rights in connection with the setoff and the withdrawal of funds from the Deposit Account at U.S. Bank.**

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**14. Property held for another person**

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

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**15. Prior address of debtor**

None  
 If the debtor has moved within the **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.

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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 this 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.

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**17. Environmental Information**

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, of 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.

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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.

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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.

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None  
 c. List all judicial or administrative proceedings, including settlements or order, 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.

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**18. Nature, location, and names of business**

None  
 a. *If the debtor is an individual,* list the names, addresses and 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, partnership, sole proprietorship, or was a self-employed professional within the **six-years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the **six-years** immediately preceding the commencement of this case

*If the debtor is a partnership,* list the names, addresses and 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 securities, within the **six-years** immediately preceding the commencement of this case.

*If the debtor is a corporation,* list the names, addresses and 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 securities, within the **six-years** immediately preceding the commencement of this case.

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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.

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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 the **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 sold proprietor or otherwise 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 the 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.)*

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**19. Books, records and financial statements**

None

a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

**Edmund Hoyt, Chief Financial Officer from 10/03/08 to present.**  
**Bernard Freibaum, Chief Financial Officer from 10/18/93 to 10/03/08.**

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None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

**NAME AND ADDRESS**  
**Deloitte & Touche LLP – Chicago, IL**

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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.

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None

d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

**General Growth files reports with the SEC (collectively, the 'SEC Filings') which contain consolidated financial information relating to General Growth and its affiliates. Because the SEC Filings are of public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtors or other sources. In addition, Debtors provide reporting information to lenders as required by their individual loan agreements, which information may include financial statements of the Debtors.**

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**20. Inventories**

None

a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

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None

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

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**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.

**See attachment 21a of the Statement of Financial Affairs**

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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 of more of the voting or equity securities of the corporation.

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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.

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None

b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

**See attachment 22b of the Statement of Financial Affairs**

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**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.

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**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 the **six-years** immediately preceding the commencement of this case.

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**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 this case.

**1. Income from employment or operation of business.**

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<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$13,413,409
12/31/2008 Annual Gross Revenue	\$14,135,427
3/31/2009 YTD Gross Revenue	\$3,454,165



**2. Income other than from employment or operation of business.**

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<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$488,422	\$342,187	\$48,287

Specific Notes

Types of "other" income include, without limitation, gain/loss on disposition of assets, finance interests income, royalty revenue, vending income, sponsorship income, and advertising venues and sales

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
A SONIC GUARD, INC.	745 SOUTH 6TH STREET, DEPT. 94021	LOUISVILLE, KY 40203	2/20/2009	10309342	\$1,146	
<b>TOTAL</b>						<b>\$1,146</b>
ABATEMENT SOLUTIONS TECHNOLOGI	118 ROCHESTER DRIVE	LOUISVILLE, KY 40214	2/20/2009	10309343	\$1,590	
<b>TOTAL</b>						<b>\$1,590</b>
ADVANCED TURF SOLUTIONS	12840 FORD DRIVE	FISHERS, IN 46038	2/13/2009	10307993	\$474	
ADVANCED TURF SOLUTIONS	12840 FORD DRIVE	FISHERS, IN 46038	2/13/2009	10307993	\$1,798	
<b>TOTAL</b>						<b>\$2,271</b>
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/2/2009	10304987	\$12	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	3/3/2009	10311018	\$31	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/20/2009	10309344	\$42	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/20/2009	10309344	\$64	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	4/10/2009	10317639	\$116	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	4/6/2009	10315519	\$138	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/2/2009	10304987	\$150	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/20/2009	10309344	\$228	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	4/6/2009	10315519	\$264	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/20/2009	10309344	\$378	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/10/2009	10306674	\$2,159	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	2/20/2009	10309344	\$9,895	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	4/6/2009	10315519	\$9,895	
AIR X CHANGE TECHNOLOGIES	13125 MIDDLETOWN INDUSTRIAL BLVD	LOUISVILLE, KY 40223	1/27/2009	10303380	\$9,895	
<b>TOTAL</b>						<b>\$33,266</b>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/12/2009	7180892	\$5	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182846	\$281	

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$550	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180286	\$617	
<b>TOTAL</b>						<b>\$1,452</b>
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	2/4/2009	10305920	\$47	
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	3/25/2009	10314359	\$204	
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	4/3/2009	10314917	\$785	
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	3/26/2009	10313872	\$812	
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	2/4/2009	10305920	\$1,341	
AT&T	P.O. BOX 105262	ATLANTA, GA 30348-5262	3/25/2009	10314359	\$1,965	
<b>TOTAL</b>						<b>\$5,153</b>
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$1,173	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$1,318	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$1,368	
<b>TOTAL</b>						<b>\$3,859</b>
AVAYA, INC.	PO BOX 5125	CAROL STREAM, IL 60197-5125	2/10/2009	10307134	\$476	
AVAYA, INC.	PO BOX 5125	CAROL STREAM, IL 60197-5125	4/15/2009	10318346	\$476	
<b>TOTAL</b>						<b>\$952</b>
CANDYRIFIC	ROB AUERBACH 3738 LEXINGTON ROAD	LOUISVILLE, KY 40207	2/27/2009	10309614	\$1,000	
CANDYRIFIC	ROB AUERBACH 3738 LEXINGTON ROAD	LOUISVILLE, KY 40207	2/27/2009	10309614	\$3,000	
<b>TOTAL</b>						<b>\$4,000</b>
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	1/30/2009	10303381	\$355	
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	1/30/2009	10303381	\$364	
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	1/30/2009	10303381	\$376	
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	2/13/2009	10307994	\$2,355	
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	4/14/2009	10317640	\$2,548	
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	1/30/2009	10303983	\$3,408	

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
CAP ELECTRIC COMPANY, INC.	11900 PLANTSIDE DRIVE	LOUISVILLE, KY 40299	2/25/2009	10309345	\$7,426	
<b>TOTAL</b>						<b>\$16,832</b>
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182846	\$602	
<b>TOTAL</b>						<b>\$602</b>
DAUENHAUER PLUMBING	3416 ROBARDS COURT	LOUISVILLE, KY 40218	3/23/2009	7181496	\$249	
DAUENHAUER PLUMBING	3416 ROBARDS COURT	LOUISVILLE, KY 40218	3/19/2009	7181349	\$475	
<b>TOTAL</b>						<b>\$724</b>
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	2/6/2009	7179310	\$126	
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	3/12/2009	7180892	\$495	
<b>TOTAL</b>						<b>\$621</b>
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	4/15/2009	7182846	\$142	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/12/2009	7180892	\$142	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/19/2009	7179949	\$177	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	1/23/2009	7178710	\$285	
<b>TOTAL</b>						<b>\$746</b>
GOLD SEAL PEST CONTROL	717 EAST MARKET STREET	LOUISVILLE, KY 40202	3/23/2009	10314360	\$900	
<b>TOTAL</b>						<b>\$900</b>
GONZALES CONSTRUCTORS, LLC	2724 STAGE COACH RD	SCOTTSBURG, IN 47170	1/20/2009	10301945	\$1,825	
GONZALES CONSTRUCTORS, LLC	2724 STAGE COACH RD	SCOTTSBURG, IN 47170	2/17/2009	10307997	\$1,997	
GONZALES CONSTRUCTORS, LLC	2724 STAGE COACH RD	SCOTTSBURG, IN 47170	3/19/2009	10313209	\$12,698	
GONZALES CONSTRUCTORS, LLC	2724 STAGE COACH RD	SCOTTSBURG, IN 47170	1/29/2009	10301343	\$114,281	
<b>TOTAL</b>						<b>\$130,801</b>
GUTTER MAGICIAN, THE	TAMMY C. OSTROW 11481 BLANKENBAKER ACCESS RD. STE 104	LOUISVILLE, KY 40299	4/8/2009	10315789	\$1,000	
<b>TOTAL</b>						<b>\$1,000</b>
HATMAN	2700 HIKES LANE ATTN: DENNIS FRANK	LOUISVILLE, KY 40218	4/8/2009	10315790	\$1,000	
<b>TOTAL</b>						<b>\$1,000</b>
HCL INC	1520 ALGONQUIN PKWY	LOUISVILLE, KY 40210	3/23/2009	10314361	\$785	
<b>TOTAL</b>						<b>\$785</b>

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316876	(\$329)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/18/2009	10308483	\$78	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307345	\$367	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	1/22/2009	10302815	\$680	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307345	\$6,000	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/10/2009	10313123	\$6,200	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316876	\$6,200	
<b>TOTAL</b>						<b>\$19,196</b>
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/2/2009	10316759	\$2	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	10309715	\$21	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	10309714	\$37	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/2/2009	10316760	\$45	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/7/2009	10316877	\$51	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	10309713	\$61	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/7/2009	10317059	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/11/2009	10307347	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	10313411	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/9/2009	10313124	\$6,349	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/2/2009	10316758	\$6,529	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/6/2009	10317060	\$6,646	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	10309712	\$6,648	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314761	\$6,660	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314762	\$6,660	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	10313412	\$6,664	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/11/2009	10307346	\$6,899	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/2/2009	10311879	\$7,001	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	1/26/2009	10303677	\$7,246	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/17/2009	10308484	\$7,247	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	1/20/2009	10302816	\$7,315	

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/2/2009	10305680	\$7,381	
<b>TOTAL</b>						<b>\$89,836</b>
KAVANAUGH'S PAINT & BODY SHOP	1376 BELMAR DRIVE	LOUISVILLE, KY 40213	2/23/2009	10309346	\$956	
<b>TOTAL</b>						<b>\$956</b>
KINGSBURY CONCRETE CONSTRUCTIO	P.O. BOX 326	CRESTWOOD, KY 40014	3/3/2009	10311658	\$1,150	
KINGSBURY CONCRETE CONSTRUCTIO	P.O. BOX 326	CRESTWOOD, KY 40014	1/21/2009	10302520	\$1,395	
KINGSBURY CONCRETE CONSTRUCTIO	P.O. BOX 326	CRESTWOOD, KY 40014	2/25/2009	10309964	\$1,665	
KINGSBURY CONCRETE CONSTRUCTIO	P.O. BOX 326	CRESTWOOD, KY 40014	1/21/2009	10302520	\$3,000	
KINGSBURY CONCRETE CONSTRUCTIO	P.O. BOX 326	CRESTWOOD, KY 40014	2/27/2009	10311020	\$15,545	
<b>TOTAL</b>						<b>\$22,755</b>
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/19/2009	10308485	\$47	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/4/2009	10311880	\$90	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/19/2009	10308485	\$94	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/19/2009	10308485	\$102	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/2/2009	10303678	\$118	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/2/2009	10303678	\$157	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/2/2009	10303678	\$186	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317061	\$279	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317061	\$559	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/19/2009	10308485	\$873	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/13/2009	10307348	\$1,979	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/4/2009	10311021	\$1,979	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313125	\$1,979	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316761	\$1,979	
<b>TOTAL</b>						<b>\$10,421</b>
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$6	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$14	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$17	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$17	

Case Number: 09-12166

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$30	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$33	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$42	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$44	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$44	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$49	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$50	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$51	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$51	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$60	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$66	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$80	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$85	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$90	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$96	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$150	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$150	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$242	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$350	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$360	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$435	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$446	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$500	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$625	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$666	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$1,000	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$2,906	
L & F DESIGN BUILD LLC	737 SOUTH 3RD STREET	LOUISVILLE, KY 40202	1/30/2009	10303984	\$3,024	
<b>TOTAL</b>						<b>\$11,779</b>

Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
LAWSON PRODUCTS, INC	2689 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/9/2009	10306676	\$347	
LAWSON PRODUCTS, INC	2689 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/3/2009	10315520	\$392	
<b>TOTAL</b>						<b>\$738</b>
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/8/2009	7182166	\$91	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179949	\$292	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/23/2009	7181496	\$374	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/12/2009	7180892	\$383	
<b>TOTAL</b>						<b>\$1,140</b>
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	2/13/2009	10307999	\$2,675	
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	4/6/2009	10315521	\$2,690	
<b>TOTAL</b>						<b>\$5,365</b>
MICRO ANALYTICS, INC.	3310 C GILMORE	LOUISVILLE, KY 40213	3/25/2009	10314362	\$553	
MICRO ANALYTICS, INC.	3310 C GILMORE	LOUISVILLE, KY 40213	4/7/2009	10315522	\$553	
MICRO ANALYTICS, INC.	3310 C GILMORE	LOUISVILLE, KY 40213	2/4/2009	10304992	\$645	
MICRO ANALYTICS, INC.	3310 C GILMORE	LOUISVILLE, KY 40213	2/17/2009	10308000	\$645	
MICRO ANALYTICS, INC.	3310 C GILMORE	LOUISVILLE, KY 40213	4/14/2009	10317642	\$1,400	
<b>TOTAL</b>						<b>\$3,795</b>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	(\$33)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182846	\$90	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181496	\$104	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$125	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$152	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$152	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$154	
<b>TOTAL</b>						<b>\$743</b>
OSEGUERA & ASSOCIATES LLP	4354 TOWN CENTER BLVD, STE 114-55	EL DORADO HILLS, CA 95762	1/21/2009	10301946	\$650	
<b>TOTAL</b>						<b>\$650</b>
PREMIER SKIN CARE	5420 JAEGAR ROAD	NAPLES, FL 34109	4/14/2009	10315791	\$1,610	



Case Number: 09-12166

## 3b Net payments made to creditors within the past 90 days.

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<b>TOTAL</b>						<b>\$1,610</b>
S & J LIGHTING LENSE SUPPLY	2316 WATTERSON TRAIL	LOUISVILLE, KY 40299-2534	1/22/2009	10301948	\$229	
S & J LIGHTING LENSE SUPPLY	2316 WATTERSON TRAIL	LOUISVILLE, KY 40299-2534	1/22/2009	10301948	\$1,079	
<b>TOTAL</b>						<b>\$1,308</b>
SERVICE MANAGEMENT SYSTEMS, IN	PO BOX 643768	CINCINNATI, OH 45264-3768	4/6/2009	10316762	\$35,811	
SERVICE MANAGEMENT SYSTEMS, IN	PO BOX 643768	CINCINNATI, OH 45264-3768	2/4/2009	10305681	\$38,433	
SERVICE MANAGEMENT SYSTEMS, IN	PO BOX 643768	CINCINNATI, OH 45264-3768	3/11/2009	10313126	\$39,754	
SERVICE MANAGEMENT SYSTEMS, IN	PO BOX 643768	CINCINNATI, OH 45264-3768	2/11/2009	10307349	\$44,805	
<b>TOTAL</b>						<b>\$158,803</b>
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/3/2009	10305682	\$212	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/18/2009	10308486	\$589	
<b>TOTAL</b>						<b>\$801</b>
SWEEP ALL, INC.	P.O. BOX 436051	LOUISVILLE, KY 40253	1/30/2009	10304995	\$20	
SWEEP ALL, INC.	P.O. BOX 436051	LOUISVILLE, KY 40253	1/30/2009	10304995	\$162	
SWEEP ALL, INC.	P.O. BOX 436051	LOUISVILLE, KY 40253	1/30/2009	10304995	\$1,053	
SWEEP ALL, INC.	P.O. BOX 436051	LOUISVILLE, KY 40253	3/2/2009	10311024	\$1,053	
<b>TOTAL</b>						<b>\$2,288</b>
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	1/27/2009	10303875	\$2,531	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	4/3/2009	10316344	\$2,531	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	3/20/2009	10314363	\$2,531	
<b>TOTAL</b>						<b>\$7,593</b>
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	4/6/2009	10315523	\$4,386	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	2/3/2009	10305921	\$4,462	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	4/6/2009	10316345	\$4,494	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	4/6/2009	10316345	\$4,628	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	2/2/2009	10304997	\$4,686	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	3/2/2009	10311025	\$4,771	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	4/14/2009	10318348	\$4,864	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	2/2/2009	10304997	\$5,377	

Case Number: 09-12166

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	2/2/2009	10304997	\$5,873	
WASTE MANAGEMENT	PO BOX 4648	CAROL STREAM, IL 60197	2/3/2009	10305921	\$7,206	
<b>TOTAL</b>						<b>\$50,747</b>
ZERO COMPANY, THE	4110 CLIFTON AVENUE	CINCINNATI, OH 45232	1/27/2009	10303383	\$504	
ZERO COMPANY, THE	4110 CLIFTON AVENUE	CINCINNATI, OH 45232	1/27/2009	10303383	\$518	
<b>TOTAL</b>						<b>\$1,022</b>
<b>TOTAL</b>					<b>\$599,246</b>	

Specific Notes

The dates set forth in the "Date of Payment" column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an "ACH" payment; or (iii) the clearance date for a check or money order. In addition to the payments disclosed in response to this Question, the Debtors engaged in numerous transactions, including payments and other transfers, with their Debtor and non-Debtor affiliates on a daily basis. Given the significant volume and ordinary course nature of such transactions, the Debtors may not have listed all such transactions in response to this Question 3(b).

**4a. Suits and Administrative Proceedings - Debtor as Plaintiff**

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<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
HOCKER OXMOOR, LLC V A-PASS WEIKEL DBA EDUCATIONAL SYSTEMS, INC.	08-CI-012057	DIVISION 9, JEFFERSON CIRCUIT COURT

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If a Debtor entity does not appear as a named party in a particular line item on this Statement of Financial Affairs it is because that Debtor is named under the full case name rather than the abbreviated case caption set forth on this Schedule. If multiple Debtors are parties in a given proceeding, that proceeding will be listed on Attachment 4(a) of the Statement for each Debtor named. Attachment 4(a)(i) lists those suits where the Debtor is a Plaintiff; Attachment 4(a)(ii) lists those suits where the Debtor is a Defendant.

**4a(ii). Suits and Administrative Proceedings - Debtor as Defendant**

<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
HOCKER OXMOOR, LLC V Q ON THE GRILL, LLC, TRACEY SLATES	08-CI-07905	DIVISION 9, JEFFERSON CIRCUIT COURT; KENTUCKY
LOWRY R. WATKINS, JR, INDIVIDUALLY AND DERIVATIVELY ON BEHALF OF THE NORA IASIGI BULLITT TRUST AND BEARGRASS CORP V. D. TALMAGE HOCKER; HOCKER OXMOOR LLC; HOCKER OXMOOR PARTNERS, LLC; HOCKER PARTNERS I, INC.; DAVID HOCKER & ASSOCIATES, INC.; BEARGRASS COR	08-CI-002548	JEFFERSON COUNTY CIRCUIT COURT DIVISION TWO, KENTUCKY; KENTUCKY

**Specific Notes**

8. Losses

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<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
9/14/2008	MALL PROPERTY DAMAGED BY HURRICANE IKE	\$7,293	TBD
	<b>TOTAL</b>	<u>\$7,293</u>	

Specific Notes

**11. Closed Financial Accounts**

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<u>Bank</u>	<u>Bank Address</u>	<u>City, State Zip</u>	<u>Account Number</u>	<u>Description</u>	<u>Close Date</u>
US BANK	135 S. LASALLE STREET	CHICAGO, IL 60603	104775016165	ANALYZED CHECKING (80/1L)	7/9/2008

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**Specific Notes**

Despite their reasonable efforts to identify all bank accounts of the Debtors closed within one year of the Petition Date, due to the large number of bank accounts maintained by the Debtors, it is possible that certain bank accounts in addition to the accounts listed herein were closed during the one year period prior to the Petition Date.

**21b. Current Officers, Directors and Stockholders holding 5% or more of the voting or equity securities**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
CHARLES H. CREMENS	MANAGER (INDEPENDENT)	230 CEDAR STREET	CHATHAM, MA 02633
JOHN V. HOWARD	MANAGER (INDEPENDENT)	545 THERESA DRIVE	BOULDER, CO 80303

**Specific Notes**

Stockholders that own, control, or hold 5 percent or more of the voting or equity securities of Debtor named above can be found on the organizational chart on Exhibit B-13.

22b. Former Partners, Officers, Directors and Shareholders (Hold 5% or more)

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
SUZANNE M. HAY	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808

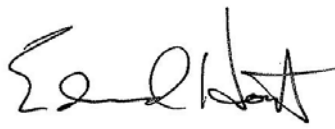


**DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS**

I, authorized signatory of this debtor entity, 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.

HOCKER OXMOOR, LLC

**Date:** August 26, 2009

**By:**   
EDMUND HOYT, Authorized Signatory

*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.*