

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

NEW GOODY'S GIFTCO, LLC

Debtor.

Case No. 09-10128

Chapter 11

SCHEDULES OF ASSETS AND LIABILITIES

NEW GOODY'S GIFTCO, LLC (the "Debtor") hereby submits its Schedules of Assets and Liabilities pursuant to 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007.

Declaration

I, David G. Peek, declare under penalty of perjury that I have reviewed the information contained in these Schedules of Assets and Liabilities (the "Schedules"), and subject to the general notes regarding the Schedules and my reliance on the Debtor's personnel involved in the preparation of these Schedules, that they are true and correct to the best of my knowledge, information and belief.

Dated: March 16, 2009

/s/ David G. Peek

Signature

David G. Peek

Name

Manager And An Authorized Officer

Title

**UNITED STATES BANKRUPTCY COURT
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Case No.: 09-10128

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	ASSETS	LIABILITIES
A. Real Property	Yes	\$0.00	
B. Personal Property	Yes	\$11,634,041.77	
C. Property Claimed As Exempt	No		
D. Creditors Holding Secured Claims	Yes		\$61,650,692.58
E. Creditors Holding Unsecured Priority Claims	Yes		\$0.00
F. Creditors Holding Unsecured Nonpriority Claims	Yes		\$10,755,051.51
G. Executory Contracts and Unexpired Leases	Yes		
H. Codebtors	Yes		
I. Current Income of Individual Debtor(s)	No		
J. Current Expenditures of Individual Debtor(s)	No		
TOTALS		\$11,634,041.77	\$72,405,744.09

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SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or holds a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

See Attached

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SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount of Secured Claim
-None-			
TOTAL SCHEDULE A:			
TOTAL DEBTOR:			

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SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

See Attached

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SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SEE EXHIBIT-B2	\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		
11. Interest in an education IRA as defined in 26 U.S.C. § 503(b) (1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		

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SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		SEE EXHIBIT-B16	\$11,634,041.77
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A of Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		

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SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41a)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crop - growing or harvested. Give particulars.	X		
33. Farm equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
TOTAL:			\$11,634,041.77

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**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B2**

Asset Id	Description	Location	Net Book Value
448	CHECKING ACCOUNT	LASALLE BANK N.A. 540 W MADISON, SUITE #1621 CHICAGO, IL 60661	\$0.00
TOTAL:			<u>\$0.00</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B16

Asset Id	Description	Location	Net Book Value
554	INTERCOMPANY RECEIVABLES	MULTIPLE ACCOUNTS 400 GOODY'S LANE KNOXVILLE, TN 37922	\$11,634,041.77
TOTAL:			<u>\$11,634,041.77</u>

Asset value is as of 12/31/08

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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

See Attached

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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred, Nature of Lien, and Description and Value of Property Subject to Lien	Contingent			Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
		Unliquidated	Disputed	Co-Debtor		
Sub Schedule: SECURED CREDITORS						
1903 ONSHORE SPV LLC (GORDON BROTHERS) 101 HUNTINGTON AVE, 10TH FL BOSTON MA 02199 Creditor: 82338 - SD	TERM B LOANS DATED AS OF JANUARY 16, 2008 LIENS ON ALL ASSETS			X	\$10,000,000.00	UNKNOWN
GE COMMERCIAL FINANCE, AS AGENT 500 WEST MONROE STREET CHICAGO IL 60661 Creditor: 94533 - SD	REVOLVING CREDIT FACILITY AND LETTERS OF CREDIT AS FOLLOWS: REVOLVER AMOUNT: \$555,267.00 LETTERS OF CREDIT: \$15,490,294.69 LIENS ON ALL ASSETS			X	\$16,045,561.69	UNKNOWN
PGDYS LENDING LLC, AS AGENT ATTN MATTHEW HOFFMAN, ESQ 623 FIFTH AVENUE, 32ND FLOOR NEW YORK NY 10022 Creditor: 82340 - SD	TRANCHE D TERM LOAN AND SECURITY AGREEMENT DATED AS OF OCTOBER 20, 2008 LIENS ON SUBSTANTIALLY ALL ASSETS			X	\$15,504,019.75	UNKNOWN
PGDYS LENDING LLC, AS AGENT ATTN MATTHEW HOFFMAN, ESQ 623 FIFTH AVENUE, 32ND FLOOR NEW YORK NY 10022 Creditor: 82339 - SD	TRANCHE C TERM LOAN AND SECURITY AGREEMENT DATED AS OF OCTOBER 20, 2008 LIENS ON SUBSTANTIALLY ALL ASSETS			X	\$20,101,111.14	UNKNOWN
TOTAL SUB SCHEDULE: SECURED CREDITORS					\$61,650,692.58	UNKNOWN
TOTAL SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS:					\$61,650,692.58	UNKNOWN

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedules. Individual debtors with primarily consumer debts who filed a case under chapter 7 or 13 report this total also on the Statistical Summary of Certain Liability and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedules. Individual debtors with primarily consumer debts who filed a case under chapter 7 report this total also on the Statistical Summary of Certain Liability and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the Debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of Credit in an Involuntary Case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

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[] **Wages, Salaries, and Commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950.00* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

[] **Contributions to Employee Benefit Plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

[] **Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

[] **Deposits by Individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

[] **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

[] **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

[] **Claims for Death or Personal Injury While Debtor was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed in this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

See Attached

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: GIFT CARD HOLDERS					
GIFT CARD HOLDERS Creditor: 115705 - 85	GIFT CARD HOLDERS AS OF 12/31/08				\$10,755,051.51
TOTAL SUB SCHEDULE: GIFT CARD HOLDERS					\$10,755,051.51
TOTAL SCHEDULE F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS:					\$10,755,051.51

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests.

State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

SCHEDULE G NOTES

THE BUSINESSES OF THE DEBTORS ARE COMPLEX. WHILE REASONABLE BEST EFFORTS HAVE BEEN MADE TO ENSURE THE ACCURACY OF SCHEDULE G, INADVERTENT ERRORS OR OMISSIONS MAY HAVE OCCURRED. THE DEBTORS HEREBY RESERVE ALL THEIR RIGHTS TO DISPUTE THE VALIDITY, STATUS OR ENFORCEABILITY OF ANY CONTRACTS, AGREEMENTS OR LEASES SET FORTH IN SCHEDULE G AND TO AMEND OR SUPPLEMENT SUCH SCHEDULE AS NECESSARY. ADDITIONALLY, THE PLACING OF A CONTRACT OR LEASE ONTO THIS SCHEDULE SHALL NOT BE DEEMED AN ADMISSION THAT SUCH CONTRACT IS AN EXECUTORY CONTRACT OR UNEXPIRED LEASE, OR THAT IT IS NECESSARILY A BINDING, VALID AND ENFORCEABLE CONTRACT.

See Attached

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Schedule G - Executory Contracts and Unexpired Leases

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
Sub Schedule:	CONTRACTS

VALUELINK
ATTN: MONA CORNEJO
6200 SOUTH QUEBEC STREET
GREENWOOD VILLAGE CO 80111
Creditor: 70957

PRODUCT AND SERVICE AGREEMENT

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SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers.

If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr.P. 1007(m).

SCHEDULE H NOTE

See Attached

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SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers.

Name and Address of Creditor	Name and Address of Codebtor
1903 ONSHORE SPV LLC (GORDON BROTHERS) 101 HUNTINGTON AVE, 10TH FL BOSTON, MA 02199	GOODY'S LLC AND AFFILIATED SUBSIDIARIES* 400 GOODY'S LANE KNOXVILLE TN 37922
GE COMMERCIAL FINANCE, AS AGENT 500 WEST MONROE STREET CHICAGO, IL 60661	GOODY'S LLC AND AFFILIATED SUBSIDIARIES* 400 GOODY'S LANE KNOXVILLE TN 37922
PGDYS LENDING LLC, AS AGENT ATTN MATTHEW HOFFMAN, ESQ 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022	GOODY'S LLC AND AFFILIATED SUBSIDIARIES* 400 GOODY'S LANE KNOXVILLE TN 37922
PGDYS LENDING LLC, AS AGENT ATTN MATTHEW HOFFMAN, ESQ 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022	GOODY'S LLC AND AFFILIATED SUBSIDIARIES* 400 GOODY'S LANE KNOXVILLE TN 37922

*Prior to the Petition Date, Goody's LLC and all of the other Debtors entered into the following credit agreements:

i) Term B Loan dated as of October 20, 2008; ii) Tranche C Term Loan and Security Agreement dated as of October 20, 2008; iii) Tranche D Term Loan and Security Agreement dated as of October 20, 2008; and iv) Revolving Credit Facility, (collectively, the "Credit Agreements").

The obligations under the Credit Agreements are joint and several obligations of all the Debtors. See below for a list of all borrowers:

Goody's, LLC; New SYDOOG LLC; New Trebor of TN, LLC; New GOFAMCLO, LLC; New Goody's Giftco, LLC; New Goody's MS, L.P.; New GFCTX, L.P.; New Goody's IN, L.P.; New GFCTN, L.P.; New GFCEGA, L.P.; New Goody's ARDC, L.P.; New Goody's Retail MS, L.P.; New Goody's Holding TN, LLC; and New Goody's TNDC, L.P.