

October 22, 2009 and the Prepetition Agent would release funds from the sweep account to the Debtors' other accounts to pay the payments indicated in the 13-week cash flow forecast; and (iv) the Standstill would expire on November 16, 2009, unless earlier terminated by the Prepetition Agent. The Standstill has since been extended on five (5) occasions and was scheduled to expire on December 18, 2009 at 5:00 p.m. Eastern time. Indeed, since October 25, 2009, the Debtors have effectively been operating under a cash collateral budget. Notwithstanding the Standstill and good faith efforts, the Debtors were unable to reach an agreement with the Prepetition Agent, the Prepetition Lenders, AEA and Gridiron regarding an out of court workout.

24. Faced with these difficult and sudden developments, the Debtors' boards of directors determined that the best course for the Debtors was to file petitions in chapter 11 to obtain the benefits of the Bankruptcy Code, including the automatic stay.

Relief Requested

25. By this Motion, the Debtors request, pursuant to sections 105, 361, and 363 of the Bankruptcy Code and Fed. R. Bankr. P. 2002, 4001, and 9014, that the Court (a) authorize the Debtors' use of Cash Collateral and grant of adequate protection to the Prepetition Agent (on behalf of the Prepetition Lenders) (i) on an emergency basis, and (ii) on a final basis, and (b) schedule a Final Hearing pursuant to Bankruptcy Rule 4001.

26. Currently, the Debtors have no unencumbered funds. Absent authorization from the Court to use the Cash Collateral, the Debtors will have to cease manufacturing operations and furlough or terminate the approximate 174 employees. A cessation of the Debtors' manufacturing operations would quickly lead to an inability for the Debtors to fulfill customer orders, would cause an immediate loss of customers, and would harm the Debtors' equipment and facilities,

permanently damaging the Debtors' going-concern value and, in turn, the Prepetition Agent's collateral. Accordingly, loss of access to Cash Collateral will quickly destroy the Debtors' value as a going concern and make a successful reorganization in these cases impossible.

27. For the above reasons, the Debtors require the use of Cash Collateral for the maintenance and preservation of their property, the operation of their business and the payment of expenses attendant thereto, and the payment of the costs and expenses of administering their chapter 11 cases.

28. The Debtors hereby request authority to use Cash Collateral for working capital and other general operating purposes, and to pay the costs and expenses of administering the Debtors' chapter 11 cases, all in compliance with the proposed 19 week Budget, a copy of which is attached hereto as Exhibit "A" (the "Budget"). The Debtors submit the Budget is adequate, considering all available assets, to pay administrative expenses due or accruing during the period covered by the Budget. Notwithstanding the foregoing, the Debtors reserve the right to submit subsequent monthly budgets (the "Subsequent Budgets") to the Prepetition Agent, the Assistant United States Trustee for this District, any committee appointed in this case and any party in interest who so requests budgets for each month the Debtors are using Cash Collateral by the fifteenth (15th) day of the month preceding the month for which the Subsequent Budget applies. To the extent the Debtors submit Subsequent Budgets, rather than relying on the Budget, the Debtors will be authorized to use Cash Collateral in accordance with the Subsequent Budget unless the Prepetition Agent notifies the Debtors' counsel in writing of its objection to any Subsequent Budget within five (5) business days of receiving the Subsequent Budget. In the event the Prepetition Agent notifies the Debtors' counsel in writing of its objection to a Subsequent Budget, the Debtors shall not use Cash Collateral during the period covered by the

Subsequent Budget without express authorization from the Court or the Prepetition Agent's withdrawal of such objection and, if such an objection is made and is not resolved consensually, the Debtors may request an emergency hearing with the Court in order to resolve any such objection by the Prepetition Agent. Moreover, any party in interest who has requested a Subsequent Budget may object to the Debtors' use of the Cash Collateral provided for in such Subsequent Budget by filing a written objection and request for emergency hearing with the Court within five (5) business days of receiving any Subsequent Budget.

29. As of the filing of this Motion, the Prepetition Agent has not consented to the Interim Order.

Basis for Relief

I. The Use of Cash Collateral is Warranted and Should Be Approved

30. Under section 363(c)(2) of the Bankruptcy Code, a debtor may not use "cash collateral" unless:

(A) each entity that has an interest in such collateral consents; or

(B) the court, after notice and a hearing, authorizes such use, sale, or lease in accordance with the provisions of [section 363].

11 U.S.C. § 363(c)(2). Use of cash collateral is authorized if the holders of interests in such cash collateral are provided adequate protection for such interests. 11 U.S.C. § 363(e). Here, as set forth in detail below, the Debtors have provided sufficient adequate protection for the Prepetition Agent.

31. As discussed above, the Debtors require the immediate use of Cash Collateral to maintain their businesses and preserve their going concern value. Absent use of the Cash Collateral, the Debtors will cease operations, destroying the Debtors' going-concern value to the detriment of the Debtors, their estates, and their creditors. Use of the Cash Collateral is,

therefore, critical to preserve and maintain the Debtors' estates and the possibility for a successful reorganization in these chapter 11 cases.

II. The Proposed Adequate Protection

32. The Prepetition Agent is entitled to receive adequate protection to the extent of any diminution in value of its interest in the Debtors' interest in the Prepetition Collateral (including Cash Collateral) resulting from the Debtors' use of Cash Collateral, the Debtors' use, sale, or lease of Prepetition Collateral, and the imposition of the automatic stay (collectively, the "Diminution in Value") pursuant to sections 361, 362, and 363 of the Bankruptcy Code, but only to the extent of the Prepetition Agent's valid, binding, enforceable, non-avoidable, and perfected liens in the Prepetition Collateral.

33. Pursuant to the proposed Interim Order, as adequate protection, the Prepetition Agent (on behalf of itself and the Prepetition Lenders) will receive the Proposed Adequate Protection described above, which consists in summary form of:

- (a) Replacement liens in substantially all of the Debtors' assets, other than Avoidance Actions; and
- (b) A superpriority claim pursuant to sections 503(b) and 507(b) of the Bankruptcy Code.

34. Further, as set forth in detail below, the Prepetition Agent is protected by the low risk of Diminution in Value due to the Debtors' positive cash-flow operations and the enhanced value of the Debtors' assets as a going concern over their value in a liquidation if use of Cash Collateral is not granted.

III. The Proposed Adequate Protection Should Be Approved

35. Section 363(e) of the Bankruptcy Code provides that:

on request of an entity that has an interest in property used . . . or proposed to be used . . . by the [debtor in possession], the court, with or without a hearing, shall prohibit or condition such use . . . as is necessary to provide adequate protection of such interest.

11 U.S.C. § 363(e). The Bankruptcy Code does not define “adequate protection.” Section 361 of the Bankruptcy Code, however, contains a non-exhaustive list of acceptable forms of adequate protection, including cash payments, additional liens, replacement liens, and the “indubitable equivalent of such entity’s interest in such property.” 11 U.S.C. § 361. The “indubitable equivalent” alternative “is regarded as a catch all, allowing courts discretion in fashioning the protection provided to a secured party.” Resolution Trust Corp. v. Swedeland Dev. Group, Inc. (In re Swedeland Dev. Group, Inc.), 12 F.3d 552, 564 (3d Cir. 1994).

36. Courts determine adequate protection for purposes of the Bankruptcy Code “on a case-by-case basis.” Id. The purpose of adequate protection “is to ensure that the creditor receives the value for which he bargained prebankruptcy.” Id. (quoting MBank Dallas, N.A. v. O’Connor (In re O’Connor), 808 F.2d 1393, 1396 (10th Cir. 1987)); In re 495 Cent. Park Ave. Corp., 136 B.R. 626, 631 (Bankr. S.D.N.Y. 1992) (“The goal of adequate protection is to safeguard the secured creditor from diminution in the value of its interest”).

37. In determining the appropriate level of adequate protection, courts examine the risk to the secured creditor’s collateral from the debtor’s proposed use. See Martin v. United States (In re Martin), 761 F.2d 472, 476-77 (8th Cir. 1985) (stating that the court, among other things, must necessarily “identify the risks to the secured creditor’s value resulting from the debtor’s request for use of cash collateral”). Where the debtor can show that continued operations are stable and will pose no serious danger to the value in the collateral, courts have required a lower level of adequate protection. See, e.g., In re Pursuit Athletic Footware, Inc. v. Save Power Ltd., 193 B.R. 713, 716-18 (Bankr. D. Del. 1996) (holding that the secured lender

was adequately protected by the grant of replacement liens where the debtor showed that it was operating profitably postpetition); In re Dynaco Corp., 162 B.R. 389, 394-95 (D.N.H. 1993) (holding that there would be no need for any additional adequate protection in the form of “new money” if the debtors could “make a solid showing that their continued operation of their business during the relevant period will pose no serious danger of a [decline in the collateral]”).

38. Further, adequate protection may be found to be present if use of cash collateral is necessary to maintain a debtor’s value as a going concern, thereby enhancing the value of the debtor’s assets. See, e.g., In re Stein, 19 B.R. 458, 460 (Bankr. E.D. Pa. 1982) (permitting the debtor to use cash collateral of an undersecured creditor to meet operational expenses where the value of the security was enhanced by the continued operation of the business); In re Hubbard Power & Light, 202 B.R. 680, 684-85 (Bankr. E.D.N.Y. 1996) (holding secured creditor adequately protected for priming loan by anticipated increase in value of the debtor’s property due to use of loans proceeds); 495 Cent. Park Ave., 136 B.R. at 631-32 (same).

39. This inquiry is performed by comparing (a) the value of the debtor’s assets as a going concern, after factoring in the risk of the debtor failing to achieve this value, versus (b) the debtor’s value in a liquidation. See, e.g., Hubbard Power, 202 B.R. at 685 (comparing value of debtor’s primary asset prior to use of loan proceeds for clean up versus value following clean up and resumption of debtor’s business operations); 495 Cent. Park Ave., 136 B.R. at 631 (“[T]o determine whether [the secured creditor] is adequately protected, the court must consider whether the value of the debtor’s property will increase as a result of the renovations funded by the proposed financing.”)

40. Thus, the appropriate inquiry is to evaluate the risk of Diminution in Value due to ongoing operations. Alternatively, the Court can compare the Debtors’ going concern value if

use of Cash Collateral is allowed against the liquidation value that would be realized if no relief is granted. In this case, the Proposed Adequate Protection is sufficient because (a) the risk of Diminution in Value due to continuing operations is low, as the Debtors' business is stable and operationally cash-flow positive, and (b) the Debtors' going concern value, based on reasonable estimates, will far exceed the Debtors' value in a liquidation.

41. Based on the Interim Order, the low risk of Diminution in Value, and the Debtors' value as a going concern, the Prepetition Lenders are adequately protected. Granting the relief requested in the Motion will enhance the value of the Debtors' assets significantly, due to the preservation of the Debtors' going concern value over its value in a liquidation. Further, to the extent there is Diminution in Value, the Interim Order protects the Prepetition Lenders by providing superpriority claims and replacement liens on all of the Debtors' assets (other than Avoidance Actions)—such as postpetition inventory and receivables—that would otherwise not be subject to the Prepetition Agent's prepetition liens.

42. For the foregoing reasons, and based on the evidence the Debtors will present at the hearing, the Proposed Adequate Protection is fair and reasonable and satisfies the requirements of section 363(c)(2) of the Bankruptcy Code.

IV. The Interim Approval Should Be Granted

43. Bankruptcy Rule 4001(b) provides that a final hearing on a motion to use cash collateral may not be commenced earlier than 15 days after the service of such motion. Fed. R. Bankr. P. 4001(b). Upon request, however, the Court is empowered to conduct a preliminary expedited hearing on the motion and authorize the use of cash collateral to the extent necessary to avoid immediate and irreparable harm to a debtor's estate pending a final hearing. Id.

44. Pursuant to Bankruptcy Rule 4001(b), the Debtors request the Court to conduct an emergency preliminary hearing on the Motion and (a) authorize the Debtors to use the Cash Collateral of the Prepetition Agent in order to (i) maintain and finance the Debtors' ongoing operations, and (ii) avoid immediate and irreparable harm and prejudice to the Debtors' estates and all parties in interest, and (b) schedule a Final Hearing on the relief requested herein, and at such final hearing authorize the Debtors' use of Cash Collateral consistent with and for the duration of the Budget, except as modified by a Subsequent Budget.

Notice

45. No trustee, examiner, or creditors' committee has been appointed in the Debtors' chapter 11 cases. Notice of this Motion has been provided to: (i) the Assistant United States Trustee for this District; (ii) counsel to the Prepetition Agent; (iii) counsel to AEA; (iv) counsel to Gridiron; (v) the creditors holding the 20 largest unsecured claims against each of the Debtors' estates; and (vii) any known holders of liens in any of the Debtors' assets, including the Prepetition Lenders. In light of the nature of the relief requested, the Debtors submit that no other or further notice need be provided.

Notice of Final Hearing

46. The Debtors also respectfully request the Court to schedule a Final Hearing and authorize the Debtors to serve notice of the entry of the Interim Order and of the Final Hearing, together with a copy of the signed Interim Order and the Motion (if not previously served on a party), on (a) the parties given notice of this Motion; (b) any party which has filed prior to the date of entry of the Interim Order a request for notices with the Court; and (c) counsel for any committee appointed pursuant to section 1102 of the Bankruptcy Code. The Debtors request that

the Court approve such notice of the Further Hearing as sufficient notice under Bankruptcy Rule 4001.

No Prior Request

47. No prior request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request this Court to enter an order: (i) authorizing use of cash collateral, (ii) granting adequate protection, (iii) scheduling a final hearing, and (iv) granting such other and further relief as is just and proper.

DATED at Tulsa, Oklahoma, this 18th day of December, 2009.

Respectfully submitted,

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***Proposed Attorneys for the Debtors
and Debtors in Possession***

Variables are highlighted in this color
Ramsey Industries, Inc.
19 Week Cash Flow - DIP
(\$'s in thousands)

Weekly Net REVENUE/Invoicing (net of est. Inter Co.)

	11	12	13	14	15	16	17	18	19	For
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	19 Wks
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Post Filing
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	Total
\$	167	197	364	228	561	145	178	201	590	\$ 5,426
	161	216	277	343	335	193	254	368	375	\$ 5,460
	96	116	109	154	167	80	133	173	279	\$ 3,070
\$	424	529	750	725	1,063	418	565	742	1,244	\$ 13,956

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	1,517	1,431	1,431	1,431	1,431	1,431	1,431	1,431	1,431	\$ 13,956
	1,431	1,431	1,431	1,431	1,431	1,431	1,431	1,431	1,431	\$ 13,956
	86	0	0	0	0	0	0	0	0	\$ 0
	(86)	0	0	0	0	0	0	0	0	\$ 0

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
47.3%	47.3%	47.3%	47.3%	47.3%	47.3%	47.3%	47.3%	47.3%	47.3%	47.3%
15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
6,838	6,892	7,013	6,790	7,056	6,995	6,929	6,712	7,143	7,143	6,838

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,353	4,285	3,952	3,828	3,987	4,171	3,895	2,838	2,863	\$ 4,718

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	627	462	616	935	784	467	618	946	799	\$ 13,553
	13	13	13	13	13	13	13	13	13	247
\$	640	475	629	948	797	480	631	959	812	\$ 13,800

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	398	286	435	276	257	300	333	383	388	\$ 6,409
	136	96	158	87	193	100	126	126	145	100
	45	45	45	45	45	45	45	45	45	2,427
	2	2	2	2	2	2	2	2	2	855
	330	330	330	330	330	330	330	330	330	2,833
	6	5	6	5	6	5	6	5	5	204
	30	40	30	30	30	34	34	35	35	595
	20	20	20	20	20	20	20	20	20	1,266
	27	27	27	27	27	27	27	27	27	476
	45	45	45	45	45	45	45	45	45	160
	45	45	45	45	45	45	45	45	45	151
	45	45	45	45	45	45	45	45	45	355
	45	45	45	45	45	45	45	45	45	272
	45	45	45	45	45	45	45	45	45	5
	45	45	45	45	45	45	45	45	45	14,906

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	(69)	(329)	(124)	173	184	(336)	(193)	33	(24)	\$ (1,106)

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

	11	12	13	14	15	16	17	18	19	Total
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
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\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
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\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010	4/19/2010	4/26/2010	
\$	4,285	3,952	3,828	4,000	4,171	3,835	3,638	2,871	2,839	\$ 3,370

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	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	Wk Starting	
	3/1/2010	3/8/2010	3/15/2010	3/22/2010	3/29/2010	4/5/2010	4/12/2010			