

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Gem-Mars Swimming Pools Inc	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<div style="text-align: center; font-weight: bold; margin-bottom: 10px;">Exhibit A</div> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<div style="text-align: center; font-weight: bold; margin-bottom: 10px;">Exhibit B</div> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by §342(b) of the Bankruptcy Code. <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> X _____ Signature of Attorney for Debtor(s) </div> <div style="margin-left: 100px;"> _____ Date </div> </div>	
<div style="text-align: center; font-weight: bold; margin-bottom: 10px;">Exhibit C</div> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		<div style="text-align: center; font-weight: bold; margin-bottom: 10px;">Certification Concerning Debt Counseling by Individual/Joint Debtor(s)</div> <input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition. <input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)	
Information Regarding the Debtor (Check the Applicable Boxes) Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Statement by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Gem-Mars Swimming Pools Inc**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by an attorney)

 Date

Signature of Attorney

X /s/ David M Cantor _____
 Signature of Attorney for Debtor(s)

David M Cantor _____
 Printed Name of Attorney for Debtor(s)

Seiller Waterman LLC _____
 Firm Name

22nd Floor-Meidinger Tower
462 S 4th Street
Louisville, KY 40202

 Address

502-584-7400 _____
 Telephone Number

April 10, 2006 _____
 Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Lori Hubbard _____
 Signature of Authorized Individual

Lori Hubbard _____
 Printed Name of Authorized Individual

President _____
 Title of Authorized Individual

April 10, 2006 _____
 Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

☐ Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

 Address

X _____
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**MINUTES OF SPECIAL MEETING
OF
GEM-MAR SWIMMING POOLS, INC.**

A special meeting of the Board of Directors of Gem-Mar Swimming Pools, Inc. was held on March 24, 2006 at the offices of Seiller Waterman LLC. Present were Lori Ann Hubbard and Charles Fortney.

The chairperson of the company stated that the company was unable to pay its debts as they accrued. Upon motion duly made, and seconded, the following resolutions were unanimously carried:

RESOLVED, that the company file a voluntary petition for relief pursuant to Chapter 11 of 11 U.S.C. and that Lori Ann Hubbard, President is authorized to sign any and all documents and take whatever action is necessary to effectuate this resolution.

BE IT FURTHER RESOLVED that the company retain David M. Cantor and the firm of Seiller Waterman LLC to represent it in its bankruptcy proceeding.

There being no additional business to come before the members, the meeting was adjourned.

/s/ Lori Ann Hubbard

LORI ANN HUBBARD

Lori Ann Hubbard, President of the Debtor, Gem-Mar Swimming Pools, Inc. states under the penalty of perjury that the following documents do not exist:

1. Cash Flow Statement

The Debtor has filed with its petition for relief a "Statement of Revenue and Expenses" for the fiscal year ending October 31, 2005 and "Statement of Assets, Liabilities and Shareholders' Equity" as of February 28, 2006 and the Debtor's 2005 1120 tax return.

/s/ Lori Ann Hubbard
LORI ANN HUBBARD

Gem Mar Pools, Inc.
Louisville, Kentucky
STATEMENT OF ASSETS, LIABILITIES, AND
SHAREHOLDERS' EQUITY
INCOME TAX BASIS
As of February 28, 2006

ASSETS

CURRENT ASSETS

Petty Cash	\$ 580
Liberty National Bank	472
Tax Deposits	3,000
Accounts Receivable	2,803
Loan - Shareholder	4,648
Inventory	15,100
TOTAL CURRENT ASSETS	\$ 26,683

FIXED ASSETS

Auto & Truck	\$ 42,295
Equipment	8,801
Furniture & Fixtures	9,561
Accumulated Depreciation	(80,858)
TOTAL FIXED ASSETS	\$ (1)

TOTAL ASSETS	\$ 26,682
---------------------	------------------

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Current Portion	\$ 23,094
Accounts Payable	2,797
FICA Withholding Tax	44,815
Federal Withholding Tax	419
State Withholding Tax	11,656
City Withholding Tax	3,345
Accrued Unemployment Taxes	9,373
Notes Payable-Shareholder	55,117
TOTAL CURRENT LIABILITIES	\$ 150,616

LONG-TERM LIABILITIES

Notes Payable- Peacocks	\$ 58,364
Notes Payable - Wells Fargo	30,701
Less: Current Portion	(23,094)
TOTAL LONG -TERM LIABILITIES	\$ 65,971

SHAREHOLDERS' EQUITY

Capital Stock	\$ 3,000
Treasury Stock	(260,000)
Retained Earnings	71,482
Current Income (Loss)	(4,887)
TOTAL SHAREHOLDERS' EQUITY	\$ (189,905)

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 26,682
---	------------------

See Accountants' Compilation Report

Gem Mar Pools, Inc.
Louisville, Kentucky
STATEMENT OF REVENUE AND EXPENSES
INCOME TAX BASIS
For the fiscal year ended October 31, 2005

	<u>12 Months Ended October 31, 2005</u>	<u>Percent</u>
REVENUE	\$ 226,022	100.00
TOTAL COST OF SALES (SEE SCHEDULE)	<u>\$ 125,380</u>	<u>55.47</u>
GROSS PROFIT	\$ 100,642	44.53
OPERATING EXPENSES		
Auto and Truck Repair	\$ 1,472	0.65
Advertising	3,350	1.48
Bad Debts	3,579	1.58
Bank Charges	4,557	2.02
Donations	50	0.02
Dues and Subscriptions	343	0.15
Freight	418	0.18
Equipment Lease	1,078	0.48
Gas and Oil	4,975	2.20
Insurance	8,612	3.81
Miscellaneous	1,908	0.84
Office	2,772	1.23
Postage	444	0.20
Professional Fees	4,025	1.78
Repairs and Maintenance	3,917	1.73
Shop Supplies	899	0.40
Supplies	6,520	2.88
Taxes - Payroll	14,775	6.54
Taxes - Other	1,287	0.57
Telephone	3,383	1.50
Utilities	8,840	3.91
Wages	70,680	31.27
TOTAL OPERATING EXPENSES	<u>\$ 147,884</u>	<u>65.43</u>
INCOME (LOSS) FROM OPERATIONS	<u>\$ (47,242)</u>	<u>(20.90)</u>
TOTAL OTHER INCOME (EXPENSE) (SEE SCHEDULE)	<u>\$ (15,459)</u>	<u>(6.84)</u>
NET INCOME (LOSS) BEFORE TAXES	\$ (62,701)	(27.74)
NET INCOME (LOSS) AFTER TAXES	<u>\$ (62,701)</u>	<u>(27.74)</u>

See Accountants' Compilation Report

10033 01/23/2006 11:30 AM

Form **1120**Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2004 or tax year beginning **11/01/04**, ending **10/31/05**

OMB No. 1545-0123

2004

See separate instructions.

A Check if: 1 Consolidated return (attach Form 851) 2 Personal holding co (attach Sch. PH) 3 Personal service corp. (see instructions) 4 Schedule M-3 required (attach Sch. M-3)		Use IRS label. Otherwise, print or type.	Name Number, street, and room or suite no. If a P.O. box, see page 9 of instructions Gem Mar Pools, Inc. 1618 Lincoln Avenue Louisville KY 40213	City or town, state, and ZIP code 1618 Lincoln Avenue Louisville KY 40213	B Employer identification number 61-0603535	C Date incorporated 7/01/1963	D Total assets (see page 8 of instructions) \$ 34,599			
E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change										
Income	1a	Gross receipts/sales	232,124	b	Less returns & allowances	6,102	c	Bal	1c	226,022
	2	Cost of goods sold (Schedule A, line 8)					2		126,380	
	3	Gross profit. Subtract line 2 from line 1c					3		99,642	
	4	Dividends (Schedule C, line 19)					4			
	5	Interest					5			
	6	Gross rents					6			
	7	Gross royalties					7			
	8	Capital gain net income (attach Sch. D (Form 1120))					8			
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)					9			
	10	Other income (see page 11 of instructions-attach schedule)					10			
	11	Total income. Add lines 3 through 10					11		99,642	
Deductions (See instructions for limitations on deductions)	12	Compensation of officers (Schedule E, line 4)					12			
	13	Salaries and wages (less employment credits)					13		70,680	
	14	Repairs and maintenance					14		5,389	
	15	Bad debts					15		3,579	
	16	Rents					16			
	17	Taxes and licenses					17		16,062	
	18	Interest					18		15,459	
	19	Charitable contributions (see page 14 of instructions for 10% limitation)			See Stmt 1		19		0	
	20	Depreciation (attach Form 4562)			20	566	20			
	21	Less depreciation claimed on Schedule A and elsewhere on return			21a		21b		566	
	22	Depletion					22			
23	Advertising					23		3,350		
24	Pension, profit-sharing, etc., plans					24				
25	Employee benefit programs					25				
26	Other deductions (attach schedule)			See Stmt 2		26		47,208		
27	Total deductions. Add lines 12 through 26					27		162,293		
28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11					28		-62,651		
29	Less: a Net operating loss deduction (see page 16 of instructions)			29a		29b		29c		
	b Special deductions (Schedule C, line 20)									
Tax and Payments	30	Taxable income. Subtract line 29c from line 28 (see instructions if Schedule C, line 12, was completed)					30		-62,651	
	31	Total tax (Schedule J, line 11)					31		0	
	32	Payments: a 2003 overpayment credited to 2004	32a	3,000						
	b 2004 estimated tax payments	32b								
	c Less 2004 refund applied for on Form 4466	32c								
	d Bal	32d	3,000							
	e Tax deposited with Form 7004	32e								
	f Credit for tax paid on undistributed capital gains (attach Form 2439)	32f								
	g Credit for Federal tax on fuels (attach Form 4136). See instructions	32g					32h	3,000		
	33	Estimated tax penalty (see page 17 of instructions). Check if Form 2220 is attached					33			
	34	Tax due. If line 32h is smaller than the total of lines 31 and 33, enter amount owed					34			
35	Overpayment. If line 32h is larger than the total of lines 31 and 33, enter amount overpaid					35		3,000		
36	Enter amt. of line 35 you want: Credited to 2005 estimated tax	3,000	Refunded			36				
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.						May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	Signature of officer Lori Hubbard Date						Title President			
Paid Preparer's Use Only	Preparer's signature		Date		Check if self-employed		Preparer's SSN or PTIN			
	Goodman & Company, P.S.C. 10357 Linn Station Rd Louisville, KY 40223		1/23/06		<input type="checkbox"/>		220-40-4693			
	Firm's name (or yours if self-employed)		EIN		Phone no.					

Form **1120**Department of the Treasury
Internal Revenue Service**U.S. Corporation Income Tax Return**For calendar year 2004 or tax year beginning **11/01/04**, ending **10/31/05**

OMB No. 1545-0123

2004

▶ See separate instructions.

A Check if: 1 Consolidated return (attach Form 951) 2 Personal holding co. (attach Sch. PH) 3 Personal service corp. (see instructions) 4 Schedule M-3 required (attach Sch. M-3)		Use IRS label. Other- wise, print or type.	Name Number, street, and room or suite no. If a P.O. box, see page 9 of instructions. Gem Mar Pools, Inc. 1618 Lincoln Avenue Louisville KY 40213	City or town, state, and ZIP code 	B Employer identification number 61-0603535	C Date incorporated 7/01/1963	D Total assets (see page 8 of instructions) \$ 34,599
E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change							

Income	1a Gross receipts/sales	232,124	b Less returns & allowances	6,102	c Bal	1c	226,022	
	2 Cost of goods sold (Schedule A, line 8)					2	126,380	
	3 Gross profit Subtract line 2 from line 1c					3	99,642	
	4 Dividends (Schedule C, line 19)					4		
	5 Interest					5		
	6 Gross rents					6		
	7 Gross royalties					7		
	8 Capital gain net income (attach Sch. D (Form 1120))					8		
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)					9		
	10 Other income (see page 11 of instructions-attach schedule)					10		
	11 Total income. Add lines 3 through 10					11	99,642	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (Schedule E, line 4)					12		
	13 Salaries and wages (less employment credits)					13	70,680	
	14 Repairs and maintenance					14	5,389	
	15 Bad debts					15	3,579	
	16 Rents					16		
	17 Taxes and licenses					17	16,062	
	18 Interest					18	15,459	
	19 Charitable contributions (see page 14 of instructions for 10% limitation)					19	0	
	20 Depreciation (attach Form 4562)			See Stmt 1	20	566		
	21 Less depreciation claimed on Schedule A and elsewhere on return				21a		21b	566
	22 Depletion					22		
23 Advertising					23	3,350		
24 Pension, profit-sharing, etc., plans					24			
25 Employee benefit programs					25			
26 Other deductions (attach schedule)			See Stmt 2		26	47,208		
27 Total deductions. Add lines 12 through 26					27	162,293		
28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11					28	-62,651		
29 Less: a Net operating loss deduction (see page 16 of instructions)			29a					
b Special deductions (Schedule C, line 20)			29b			29c		
30 Taxable income. Subtract line 29c from line 28 (see instructions if Schedule C, line 12, was completed)					30	-62,651		
31 Total tax (Schedule J, line 11)					31	0		
32 Payments: a 2003 overpayment credited to 2004	32a	3,000						
b 2004 estimated tax payments	32b							
c Less 2004 refund applied for on Form 4466	32c							
d Tax deposited with Form 7004			d Bal	32d	3,000			
e Credit for tax paid on undistributed capital gains (attach Form 2439)				32e				
f Credit for Federal tax on fuels (attach Form 4136). See instructions				32f				
g Credit for Federal tax on fuels (attach Form 4136). See instructions				32g		32h	3,000	
33 Estimated tax penalty (see page 17 of instructions). Check if Form 2220 is attached					33			
34 Tax due. If line 32h is smaller than the total of lines 31 and 33, enter amount owed					34			
35 Overpayment. If line 32h is larger than the total of lines 31 and 33, enter amount overpaid					35	3,000		
36 Enter amt. of line 35 you want: Credited to 2005 estimated tax		3,000			Refunded	36		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ NoSignature of officer **Lori Hubbard**

Date

President

Title

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed ☐

Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP code

Goodman & Company, P.S.C.**10357 Linn Station Rd****Louisville, KY****40223**

EIN

Phone no

502-339-0342

rm 7004

v September 2003)

Department of the Treasury
Internal Revenue ServiceApplication for Automatic Extension of Time
To File Corporation Income Tax Return**FILE**

OMB No 1545-0233

Name of corporation

Gem Mar Pools, Inc.

Employer identification number
61-0603535

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)

1618 Lincoln Avenue

City or town, state, and ZIP code

Louisville

KY 40213

Check type of return to be filed:

<input type="checkbox"/> Form 990-C	<input type="checkbox"/> Form 1120-FSC	<input type="checkbox"/> Form 1120-PC	<input type="checkbox"/> Form 1120S
<input checked="" type="checkbox"/> Form 1120	<input type="checkbox"/> Form 1120-H	<input type="checkbox"/> Form 1120-POL	<input type="checkbox"/> Form 1120-SF
<input type="checkbox"/> Form 1120-A	<input type="checkbox"/> Form 1120-L	<input type="checkbox"/> Form 1120-REIT	
<input type="checkbox"/> Form 1120-F	<input type="checkbox"/> Form 1120-ND	<input type="checkbox"/> Form 1120-RIC	

Form 1120-F filers: Check here if the foreign corporation does not maintain an office or place of business in the United States ☐

I Request for Automatic Extension (see instructions)

a Extension date. I request an automatic 6-month (or, for certain corporations, 3-month) extension of time until 7/17/06 to file the income tax return of the corporation named above for ☐ calendar year 20 04 or ☒ tax year beginning 11/01/04 and ending 10/31/05

b Short tax year. If this tax year is for less than 12 months, check reason:

☐ Initial return ☐ Final return ☐ Change in accounting period ☐ Consolidated return to be filed

2 Members of an affiliated group of corporations filing a consolidated return (consolidated group) (see instructions).

Name and address of each member of the affiliated group

Employer identification number

Tentative tax (see instructions)

Payments and refundable credits: (see instructions)

a Overpayment credited from prior year	4a	3,000
b Estimated tax payments for the tax year	4b	
c Less refund for the tax year applied for on Form 4466	4c	

Bal ☐ 4d 3,000

e Credit for tax paid on undistributed capital gains (Form 2439)

f Credit for Federal tax on fuels (Form 4136)

5 Total. Add lines 4d through 4f (see instructions)

Balance due. Subtract line 5 from line 3. Deposit this amount using the Electronic Federal

Tax Payment System (EFTPS) or with a Federal Tax Deposit (FTD) Coupon (see instructions)

Signature. Under penalties of perjury, I declare that I have been authorized by the above-named corporation to make this application, and to the best of my knowledge and belief, the statements made are true, correct, and complete.

(Signature of officer or agent)

(Title)

1/17/06

(Date)

For Paperwork Reduction Act Notice, see instructions.

Form 7004 (Rev. 9-2003)

Form 1120 (2004) **Gem Mar Pools, Inc.****61-0603535**Page **2****Schedule A Cost of Goods Sold** (see page 17 of instructions)

1	Inventory at beginning of year	1	15,100
2	Purchases	2	77,355
3	Cost of labor	3	49,025
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	141,480
7	Inventory at end of year	7	15,100
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	126,380

9a Check all methods used for valuing closing inventory:

- (i) ☒ Cost as described in Regulations section 1.471-3
 (ii) ☐ Lower of cost or market as described in Regulations section 1.471-4
 (iii) ☐ Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c)**c** Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)**d** If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO**e** If property is produced or acquired for resale, do the rules of section 263A apply to the corporation?**f** Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanationYes ☐ No ☒Yes ☐ No ☒**Schedule C Dividends and Special Deductions** (see page 18 of instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations that are subject to the 70% deduction (other than debt-financed stock)	70	
2	Dividends from 20%-or-more-owned domestic corporations that are subject to the 80% deduction (other than debt-financed stock)	80	
3	Dividends on debt-financed stock of domestic and foreign corporations (section 246A)	see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities	42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities	48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs that are subject to the 70% deduction	70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs that are subject to the 80% deduction	80	
8	Dividends from wholly owned foreign subsidiaries subject to the 100% deduction (section 245(b))	100	
9	Total. Add lines 1 through 8. See page 19 of instructions for limitation		
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958	100	
11	Dividends from affiliated group members and certain FSCs that are subject to the 100% deduction	100	
12	Dividends from controlled foreign corporations subject to the 85% deduction (attach Form 8895)	85	
13	Other dividends from foreign corporations not included on lines 3, 6, 7, 8, or 11		
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)		
15	Foreign dividend gross-up (section 78)		
16	IC-DISC and former DISC dividends not included on lines 1, 2, or 3 (section 246(d))		
17	Other dividends		
18	Deduction for dividends paid on certain preferred stock of public utilities		
19	Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4		
20	Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b		

Schedule E Compensation of Officers (see instructions for page 1, line 12, on page 13 of instructions)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1) are \$500,000 or more.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of corporation stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
2	Total compensation of officers				
3	Compensation of officers claimed on Schedule A and elsewhere on return				
4	Subtract line 3 from line 2. Enter the result here and on page 1, line 12				

DAA

Form 1120 (2004)

Form 1120 (2004) **Gem Mar Pools, Inc.**

61-0603535

Page 3

Schedule J Tax Computation (see page 20 of instructions)

1	Check if the corporation is a member of a controlled group (see sections 1561 and 1563) Important: Members of a controlled group, see page 20 of instructions.	<input type="checkbox"/>	
2a	If the box on line 1 is checked, enter the corporation's share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):		
	(1) \$ (2) \$ (3) \$		
b	Enter the corporation's share of: (1) Additional 5% tax (not more than \$11,750) (2) Additional 3% tax (not more than \$100,000)		
3	Income tax Check if a qualified personal service corp. under section 448(d)(2) (see page 21)	<input type="checkbox"/>	3 0
4	Alternative minimum tax (attach Form 4626)		4
5	Add lines 3 and 4		5 0
6a	Foreign tax credit (attach Form 1118)		6a
b	Possessions tax credit (attach Form 5735)		6b
c	Check: <input type="checkbox"/> Nonconventional source fuel credit <input type="checkbox"/> QEV credit (att. Form 8834)		6c
d	General business credit. Check box(es) and indicate which forms are attached: <input type="checkbox"/> Form 3800 <input type="checkbox"/> Form(s) (specify) <input type="checkbox"/>		6d
e	Credit for prior year minimum tax (attach Form 8827)		6e
f	Qualified zone academy bond credit (attach Form 8860)		6f
7	Total credits. Add lines 6a through 6f		7
8	Subtract line 7 from line 5		8
9	Personal holding company tax (attach Schedule PH (Form 1120))		9
10	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)		10
11	Total tax. Add lines 8 through 10. Enter here and on page 1, line 31		11 0

Schedule K Other Information (see page 23 of instructions)

1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) <input type="checkbox"/>	Yes	No	7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of stock of the corporation entitled to vote or (b) the total value of all classes of stock of the corporation? If "Yes," enter: (a) Percentage owned <input type="checkbox"/> and (b) Owner's country <input type="checkbox"/>	Yes	No
2	See page 25 of the instructions and enter the: a Business activity code no. <input type="checkbox"/> 235900 b Business activity <input type="checkbox"/> Swimming Pool Sale c Product or service <input type="checkbox"/> Retail						
3	At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name and employer identification number (EIN), (b) percentage owned, and (c) taxable income or (loss) before NOL and special deductions of such corporation for the tax year ending with or within your tax year.		X	8	Check this box if the corporation issued publicly offered debt instruments with original issue discount <input type="checkbox"/> If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
4	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corp. <input type="checkbox"/>		X	9	Enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> \$ 0		
5	At the end of the tax year, did any individual, partnership, corporation, estate, or trust own, directly or indirectly, 50% or more of the corporation's voting stock? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing name and identifying number (Do not include any information already entered in 4 above.) Enter percentage owned <input type="checkbox"/> 100.000		X	10	Enter the number of shareholders at the end of the tax year (if 75 or fewer) <input type="checkbox"/> 2		
6	During this tax year, did the corp. pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316) If "Yes," file Form 5452, Corporate Report of Nondividend Distributions If this is a consolidated return, answer here for the parent corporation and on Form 851, Affiliations Schedule, for each subsidiary		X	11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here <input type="checkbox"/> If the corporation is filing a consolidated return, the statement required by Temporary Regulations section 1.1502-21T (b)(3)(i) or (ii) must be attached or the election will not be valid		
				12	Enter the available NOL carryover from prior tax years (Do not reduce it by any deduction on line 29a.) <input type="checkbox"/> \$ 31,374		
				13	Are the corporation's total receipts (line 1a plus lines 4 through 10 on page 1) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2 on page 4. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year <input type="checkbox"/> \$	X	

Note: If the corporation, at any time during the tax year, had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

JAA

Form 1120 (2004)

Form 1120 (2004) **Gem Mar Pools, Inc.****61-0603535**

Page 4

Note: The corporation is not required to complete Schedules L, M-1, and M-2 if Question 13 on Schedule K is answered "Yes."

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		200		-204
2a	Trade notes and accounts receivable	16,483		16,703	
b	Less allowance for bad debts		16,483		16,703
3	Inventories		15,100		15,100
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. sch.) Stmt 4		3,000		3,000
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach sch.)				
10a	Buildings and other depreciable assets	60,657		60,658	
b	Less accumulated depreciation	60,030	627	60,658	0
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
14	Other assets (attach sch.)				
15	Total assets		35,410		34,599
Liabilities and Shareholders' Equity					
16	Accounts payable		26,390		26,391
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities Stmt 5		47,341		72,038
19	Loans from shareholders		21,217		55,117
20	Mortgages, notes, bonds payable in 1 year or more		62,678		65,971
21	Other liabilities (attach schedule)				
22	Capital stock: a Preferred stock				
	b Common stock	3,600	3,600	3,600	3,600
23	Additional paid-in capital				
24	Retained earnings-Appropriated				
25	Retained earnings-Unappropriated		134,184		71,482
26	Adjustments to SH equity (att. sch.)				
27	Less cost of treasury stock		260,000		260,000
28	Total liabilities and shareholders' equity		35,410		34,599

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return (see page 24 of instructions)

1	Net income (loss) per books	-62,703	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$ 50		b	Charitable contributions \$	
c	Travel and entertainment \$				
	Stmt 6 2	52	9	Add lines 7 and 8	
6	Add lines 1 through 5	-62,651	10	Income (page 1, line 28)-line 6 less line 9	-62,651

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	134,184	5	Distributions: a Cash	
2	Net income (loss) per books	-62,703		b Stock	
3	Other increases (itemize):			c Property	
	Stmt 7 1		6	Other decreases (itemize): Stmt 8	
4	Add lines 1, 2, and 3	71,482	7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	71,482

DAA

Form 1120 (2004)

Form **4562****Depreciation and Amortization**

OMB No. 1545-0172

Department of the Treasury
Internal Revenue Service

(Including Information on Listed Property)

2004

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No. **67**

Name(s) shown on return

Identifying number
61-0603535**Gem Mar Pools, Inc.**

Business or activity to which this form relates

Regular Depreciation**Part I Election To Expense Certain Property Under Section 179****Note: If you have any listed property, complete Part V before you complete Part I.**

1	Maximum amount. See page 2 of the instructions for a higher limit for certain businesses	1	102,000
2	Total cost of section 179 property placed in service (see page 3 of the instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	410,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 3 of the instructions	5	
(a) Description of property		(b) Cost (business use only)	(c) Elected cost
6			
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2003 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2005. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14	Special depreciation allowance for qualified prop. (other than listed prop.) placed in service during the tax year (see pg. 3 of the instructions)	14	
15	Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16	Other depreciation (including ACRS) (see page 4 of the instructions)	16	

Part III MACRS Depreciation (Do not include listed property.) (See page 5 of the instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2004	17	566
18	If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B-Assets Placed in Service During 2004 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C-Assets Placed in Service During 2004 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs.		S/L	
c 40-year		40 yrs.	MM	S/L	

Part IV Summary (see page 8 of the instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations-see instr.	22	566
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2004)

DAA

There are no amounts for Page 2

Form 1120	NOL and Contribution Carryover Worksheet - Regular Tax		2004
For calendar year 2004 or tax year beginning 11/01/04		, ending 10/31/05	

Name Gem Mar Pools, Inc.	Employer Identification Number 61-0603535
------------------------------------	---

Preceding Taxable Year	Adj. To NOL Inc/(Loss) After Adj.	Prior Year		Current Year	Next Year
		NOL Utilized (Income Offset)	Carryovers	Income Offset By NOL Carryback/ Carryover NOL Utilized	Carryover
15th 10/31/90					
14th 10/31/91					
13th 10/31/92					
12th 10/31/93					
11th 10/31/94					
10th 10/31/95	15,509				
9th 10/31/96	39,728				
8th 10/31/97	18,908	-18,908			
7th 10/31/98	5,368	-5,368			
6th 10/31/99	-27,863	27,863			
5th 10/31/00	-6,072	1,173	4,899		4,899
4th 10/31/01	-7,581		7,581		7,581
3rd 10/31/02	4,760	-4,760			
2nd 10/31/03	-2,662		2,662		2,662
1st 10/31/04	-16,232		16,232		16,232
NOL Carryover Available To Current Year			31,374		
Current Year	0 -62,651				62,651
NOL Carryover Available To Next Year					94,025

Charitable Contributions		Prior Year		Current Year		Next Year
Preceding Tax Year	Excess Contributions	Utilized Or Reclassified to NOL	Carryover	Reclassified to NOL (Reg. Sec. 1.170A-1(c)(2))	Carryovers Utilized	Carryover
5th 10/31/00	250	26	224			
4th 10/31/01	100		100			100
3rd 10/31/02	250	250				
2nd 10/31/03	50		50			50
1st 10/31/04						
Charitable Contribution Carryover To Current Year			374			
Current Year		50				50
Charitable Contribution Carryover Available To Next Year						200

Form 1120	NOL and Contribution Carryover Worksheet - AMT	2004
For calendar year 2004 or tax year beginning 11/01/04 , ending 10/31/05		

Name

Employer Identification Number

Gem Mar Pools, Inc.**61-0603535**

Preceding Taxable Year	Adj. To NOL Inc/(Loss) After Adj.	Prior Year		Current Year	Next Year
		NOL Utilized (Income Offset)	Carryovers	Income Offset By NOL Carryback/ Carryover NOL Utilized	Carryover
15th 10/31/90					
14th 10/31/91					
13th 10/31/92					
12th 10/31/93					
11th 10/31/94					
10th 10/31/95	13,958				
9th 10/31/96	36,998				
8th 10/31/97	19,053	-19,053			
7th 10/31/98	4,846	-4,846			
6th 10/31/99	-26,811	26,811			
5th 10/31/00	-5,444	571	4,873		4,873
4th 10/31/01	-317 -7,297		7,297		7,297
3rd 10/31/02	3,800	-3,483			
2nd 10/31/03	-4,369		4,369		4,369
1st 10/31/04	-16,737		16,737		16,737
NOL Carryover Available To Current Year			33,276		
Current Year	0 -62,904				62,904
NOL Carryover Available To Next Year					96,180

Charitable Contributions		Prior Year		Current Year		Next Year
Preceding Tax Year	Excess Contributions	Utilized Or Reclassified to NOL	Carryover	Reclassified to NOL (Reg. Sec. 1.170A-11(c)(2))	Carryovers Utilized	Carryover
5th 10/31/00	250	102	148			
4th 10/31/01	100		100			100
3rd 10/31/02	215	215				
2nd 10/31/03	50		50			50
1st 10/31/04						
Charitable Contribution Carryover To Current Year			298			
Current Year	50					50
Charitable Contribution Carryover Available To Next Year						200

Form 1120	Carryover Worksheet		2004
For calendar year 2004 or tax year beginning 11/01/04 , ending 10/31/05			

Name **Gem Mar Pools, Inc.** Employer Identification Number **61-0603535**

Net Capital Loss		Prior Year		Current Year	Next Year
Preceding Tax Year	Net Capital Gain/(Loss)	Loss Utilized or C/B (Gains Offset)	Capital Loss Carryover	Gain Offset By Carryback/ Carryovers Utilized	Capital Loss Carryover
5th 10/31/00					
4th 10/31/01					
3rd 10/31/02					
2nd 10/31/03					
1st 10/31/04					
Capital Loss Carryover Available To Current Year			0		
Current Year			0		0
Capital Loss Carryover Available To Next Year					0

Section 1231 Losses		Prior Year		Current Year	Next Year
Preceding Tax Year	1231 Loss	Recaptured	Unrecaptured	Prior Losses Recaptured	Unrecaptured
5th 10/31/00					
4th 10/31/01					
3rd 10/31/02					
2nd 10/31/03					
1st 10/31/04					
1231 Losses Available for Recapture in Current Year			0		
Current Year			0		0
1231 Losses Available for Recapture in Next Year					0

General Business Credit		Prior Year		Current Year		Next Year
Preceding Tax Year	* Tax > Credits (Credits > than Tax)	(Tax Offset by C/B) Credits Utilized	Credit Carryover	Carryovers Utilized	Tax Offset by Carryback	Credit Carryover
15th 10/31/90						
14th 10/31/91						
13th 10/31/92						
12th 10/31/93						
11th 10/31/94						
10th 10/31/95	2,326					
9th 10/31/96	5,737					
8th 10/31/97	2,836					
7th 10/31/98	805					
6th 10/31/99						
5th 10/31/00						
4th 10/31/01						
3rd 10/31/02						
2nd 10/31/03						
1st 10/31/04						
General Business Credit Carryover To Current Year			0			
Current Year			0			0
General Business Credit Carryover Available To Next Year						0

* Tax is equal to Net Regular Tax less Tentative Minimum Tax

Federal Statements**Statement 1 - Form 1120, Page 1, Line 19 - Charitable Contributions**

Description	Amount
Donations	\$ 50
Carryover From Prior Years	\$ 50
	374
Total Contributions Available	424
Less Contributions Disallowed	424
Current Yr Deduction Allowed	\$ 0

Statement 2 - Form 1120, Page 1, Line 26 - Other Deductions

Description	Amount
Bank Charges	\$ 4,557
Freight	418
Equipment Lease	1,078
Gas and Oil	4,975
Insurance	8,612
Miscellaneous	1,584
Office	2,772
Postage	444
Professional Fees	4,025
Supplies	6,520
Telephone	3,383
Utilities	8,840
Total	\$ 47,208

10033 Gem Mar Pools, Inc.
61-0603535
FYE: 10/31/2005

Federal Statements

1/23/2006 11:30 AM

Statement 3 - Form 1120, Pg 3, Sch K, Question 5 - Did Entity Own 50% or More of Corp Stock?

<u>EIN/SSN</u>	<u>Name of Entity</u>	<u>Percent Owned</u>
		<u>100.000</u>
Total		<u>100.000</u>

10033 Gem Mar Pools, Inc.
61-0603535
FYE: 10/31/2005

Federal Statements

1/23/2006 11:30 AM

Statement 4 - Form 1120, Page 4, Schedule L, Line 6 - Other Current Assets

Description	Beginning of Year	End of Year
Prepaid Federal Income Tax	\$ 3,000	\$ 3,000
Total	\$ 3,000	\$ 3,000

Statement 5 - Form 1120, Page 4, Schedule L, Line 18 - Other Current Liabilities

Description	Beginning of Year	End of Year
Accrued License Tax	\$	\$
Federal Withholding Tax	37,394	48,875
State Withholding Tax	5,447	10,907
City Withholding Tax	638	3,022
Sales Tax Payable	285	40
Accrued Unemployment Taxes	3,577	9,194
Total	\$ 47,341	\$ 72,038

Statement 6 - Form 1120, Page 4, Schedule M-1, Line 5 - Expenses on Books Not on Return

Description	Amount
Rounding Adjustment	\$ 2
Total	\$ 2

Statement 7 - Form 1120, Page 4, Schedule M-2, line 3 - Other Increases

Description	Amount
rounding	\$ 1
Total	\$ 1

Statement 8 - Form 1120, Page 4, Schedule M-2, Line 6 - Other Decreases

Description	Amount
Rounding	\$
Total	\$ 0

10033 Gem Mar Pools, Inc.
61-0603535
FYE: 10/31/2005

01/23/2006 11:30 AM

Federal Asset Report **Form 1120, Page 1**

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Sec 168(k)	Basis for Depr	PerConv Meth	Prior	Current
Prior MACRS:										
13	Office Furniture	7/31/87	229				229	7 HY 200DB	229	0
14	Computer	7/31/89	1,004		X		0	5 HY 200DB	1,004	0
15	Office Furniture	2/28/90	99		X		0	7 HY 200DB	99	0
16	Computer Attachment	7/31/93	179				179	5 HY 200DB	179	0
31	Ford Truck	10/15/98	12,589				12,589	5 MQ200DB	12,589	0
32	Ford Truck	10/15/98	12,589				12,589	5 MQ200DB	12,589	0
34	U 88 GMC 3500	6/15/00	9,828				9,828	5 HY 200DB	9,262	566
48	Equipment	7/31/87	607				607	5 HY 200DB	607	0
49	Equipment	5/01/92	1,589				1,589	5 HY 200DB	1,589	0
			<u>38,713</u>				<u>37,610</u>		<u>38,147</u>	<u>566</u>
ACRS:										
8	Equipment	10/10/81	524				524	5 HY PRE	524	0
9	Equipment	10/10/83	1,874				1,874	5 HY PRE	1,874	0
10	Furniture	1/31/85	110				104	5 HY PRE	105	0
11	Computer	7/01/85	1,119				1,063	5 HY PRE	1,063	0
12	Filing Cabinet	6/30/86	133				133	5 HY PRE	133	0
46	Equipment	5/30/82	792				792	5 HY PRE	792	0
47	Equipment	1/31/86	282				282	5 HY PRE	282	0
	Total ACRS Depreciation		<u>4,834</u>				<u>4,772</u>		<u>4,773</u>	<u>0</u>
Other Depreciation:										
1	Adding Machine	10/10/64	304				304	10 YR S/L	304	0
2	Typewriter	3/26/65	545				545	10 YR S/L	545	0
3	Equipment	5/30/69	448				448	10 YR 150DB	448	0
4	Equipment	10/10/70	325				325	10 YR S/L	325	0
5	Equipment	10/10/72	2,200				2,200	10 YR S/L	2,200	0
6	Check Writer	10/10/75	72				72	10 YR S/L	72	0
7	Equipment	10/10/77	396				396	10 YR S/L	396	0
35	Rotary Hammer	10/10/65	271				271	10 YR S/L	271	0
36	Equipment	10/10/66	881				881	10 YR S/L	881	0
37	Equipment	10/10/68	803				803	10 YR S/L	803	0
38	Equipment	10/10/68	420				420	10 YR S/L	420	0
39	Equipment	10/10/70	1,242				1,242	10 YR S/L	1,242	0
40	Tractor	10/10/71	7,289				7,289	10 YR S/L	7,289	0
41	Equipment	10/10/73	194				194	8 YR S/L	194	0
42	Equipment	10/10/77	1,000				1,000	10 YR S/L	1,000	0
43	Truck Bins	10/10/78	342				342	10 YR S/L	342	0
44	Equipment	10/10/79	83				83	10 YR S/L	83	0
45	Equipment	10/10/80	295				295	10 YR S/L	295	0
	Total Other Depreciation		<u>17,110</u>				<u>17,110</u>		<u>17,110</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>21,944</u>				<u>21,882</u>		<u>21,883</u>	<u>0</u>
	Grand Totals		60,657				59,492		60,030	566
	Less: Dispositions		0				0		0	0
	Net Grand Totals		<u>60,657</u>				<u>59,492</u>		<u>60,030</u>	<u>566</u>

10033 Gem Mar Pools, Inc.

01/23/2006 11:30 AM

61-0603535

AMT Asset Report

FYE: 10/31/2005

Form 1120, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Sec 168(k)	Basis for Depr	PerConv Meth	Prior	Current
Prior MACRS:										
15	Office Furniture	2/28/90	99				99	7 HY 150DB	99	0
16	Computer Attachment	7/31/93	179				179	5 HY 150DB	179	0
31	Ford Truck	10/15/98	12,589				12,589	5 MQ 150DB	12,589	0
32	Ford Truck	10/15/98	12,589				12,589	5 MQ 150DB	12,589	0
34	U 88 GMC 3500	6/15/00	9,828				9,828	5 HY 150DB	9,009	819
49	Equipment	5/01/92	1,589				1,589	5 HY 150DB	1,589	0
			<u>36,873</u>				<u>36,873</u>		<u>36,054</u>	<u>819</u>
Other Depreciation:										
1	Adding Machine	10/10/64	0				0	0 HY	0	0
2	Typewriter	3/26/65	0				0	0 HY	0	0
3	Equipment	5/30/69	0				0	0 HY	0	0
4	Equipment	10/10/70	0				0	0 HY	0	0
5	Equipment	10/10/72	0				0	0 HY	0	0
6	Check Writer	10/10/75	0				0	0 HY	0	0
7	Equipment	10/10/77	0				0	0 HY	0	0
8	Equipment	10/10/81	0				0	0 HY	0	0
9	Equipment	10/10/83	0				0	0 HY	0	0
10	Furniture	1/31/85	0				0	0 HY	0	0
11	Computer	7/01/85	0				0	0 HY	0	0
12	Filing Cabinet	6/30/86	0				0	0 HY	0	0
13	Office Furniture	7/31/87	0				0	0 HY	0	0
14	Computer	7/31/89	0				0	0 HY	0	0
35	Rotary Hammer	10/10/65	0				0	0 HY	0	0
36	Equipment	10/10/66	0				0	0 HY	0	0
37	Equipment	10/10/68	0				0	0 HY	0	0
38	Equipment	10/10/68	0				0	0 HY	0	0
39	Equipment	10/10/70	0				0	0 HY	0	0
40	Tractor	10/10/71	0				0	0 HY	0	0
41	Equipment	10/10/73	0				0	0 HY	0	0
42	Equipment	10/10/77	0				0	0 HY	0	0
43	Truck Bins	10/10/78	0				0	0 HY	0	0
44	Equipment	10/10/79	0				0	0 HY	0	0
45	Equipment	10/10/80	0				0	0 HY	0	0
46	Equipment	5/30/82	0				0	0 HY	0	0
47	Equipment	1/31/86	0				0	0 HY	0	0
48	Equipment	7/31/87	0				0	0 HY	0	0
	Total Other Depreciation		<u>0</u>				<u>0</u>		<u>0</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>0</u>				<u>0</u>		<u>0</u>	<u>0</u>
	Grand Totals		36,873				36,873		36,054	819
	Less: Dispositions		<u>0</u>				<u>0</u>		<u>0</u>	<u>0</u>
	Net Grand Totals		<u>36,873</u>				<u>36,873</u>		<u>36,054</u>	<u>819</u>

10033 Gem Mar Pools, Inc
61-0603535
FYE: 10/31/2005

01/23/2006 11:30 AM

ACE Asset Report

Form 1120, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Sec 168(k)	Basis for Depr	PerConv	Meth	Prior	Current
Prior MACRS:											
13	Office Furniture	7/31/87	0				0	0	HY	0	0
14	Computer	7/31/89	0				0	0	HY	0	0
15	Office Furniture	2/28/90	88				88	6	YR S/L	88	0
16	Computer Attachment	7/31/93	179				179	5	HY S/L	179	0
31	Ford Truck	10/15/98	12,589				12,589	5	MQ150DB	12,589	0
32	Ford Truck	10/15/98	12,589				12,589	5	MQ150DB	12,589	0
34	U 88 GMC 3500	6/15/00	9,828				9,828	5	HY 150DB	9,009	819
48	Equipment	7/31/87	0				0	0	HY	0	0
49	Equipment	5/01/92	1,589				1,589	5	HY S/L	1,589	0
			<u>36,862</u>				<u>36,862</u>			<u>36,043</u>	<u>819</u>
ACRS:											
8	Equipment	10/10/81	0				0	0	HY	0	0
9	Equipment	10/10/83	0				0	0	HY	0	0
10	Furniture	1/31/85	0				0	0	HY	0	0
11	Computer	7/01/85	0				0	0	HY	0	0
12	Filing Cabinet	6/30/86	0				0	0	HY	0	0
46	Equipment	5/30/82	0				0	0	HY	0	0
47	Equipment	1/31/86	0				0	0	HY	0	0
	Total ACRS Depreciation		<u>0</u>				<u>0</u>			<u>0</u>	<u>0</u>
Other Depreciation:											
1	Adding Machine	10/10/64	304				304	10	YR S/L	304	0
2	Typewriter	3/26/65	545				545	10	YR S/L	545	0
3	Equipment	5/30/69	448				448	10	YR 150DB	448	0
4	Equipment	10/10/70	325				325	10	YR S/L	325	0
5	Equipment	10/10/72	2,200				2,200	10	YR S/L	2,200	0
6	Check Writer	10/10/75	72				72	10	YR S/L	72	0
7	Equipment	10/10/77	396				396	10	YR S/L	396	0
35	Rotary Hammer	10/10/65	271				271	10	YR S/L	271	0
36	Equipment	10/10/66	881				881	10	YR S/L	881	0
37	Equipment	10/10/68	803				803	10	YR S/L	803	0
38	Equipment	10/10/68	420				420	10	YR S/L	420	0
39	Equipment	10/10/70	1,242				1,242	10	YR S/L	1,242	0
40	Tractor	10/10/71	7,289				7,289	10	YR S/L	7,289	0
41	Equipment	10/10/73	194				194	8	YR S/L	194	0
42	Equipment	10/10/77	1,000				1,000	10	YR S/L	1,000	0
43	Truck Bins	10/10/78	342				342	10	YR S/L	342	0
44	Equipment	10/10/79	83				83	10	YR S/L	83	0
45	Equipment	10/10/80	295				295	10	YR S/L	295	0
	Total Other Depreciation		<u>17,110</u>				<u>17,110</u>			<u>17,110</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>17,110</u>				<u>17,110</u>			<u>17,110</u>	<u>0</u>
	Grand Totals		53,972				53,972			53,153	819
	Less: Dispositions		<u>0</u>				<u>0</u>			<u>0</u>	<u>0</u>
	Net Grand Totals		<u>53,972</u>				<u>53,972</u>			<u>53,153</u>	<u>819</u>

10033 Gem Mar Pools, Inc.

01/23/2006 11:30 AM

61-0603535

Depreciation Adjustment Report

FYE: 10/31/2005

All Business Activities

Form	Unit	Asset	Description	Tax	AMT	ACE	AMT Adjustments/ Preferences
MACRS Adjustments:							
Page 1	1	15	Office Furniture	0	0	0	0
Page 1	1	16	Computer Attachment	0	0	0	0
Page 1	1	31	Ford Truck	0	0	0	0
Page 1	1	32	Ford Truck	0	0	0	0
Page 1	1	34	U 88 GMC 3500	566	819	819	-253
Page 1	1	49	Equipment	0	0	0	0
				<u>566</u>	<u>819</u>	<u>819</u>	<u>-253</u>

Additional ACE Information for Other Assets:

Page 1	1	1	Adding Machine	0	0*	0	
Page 1	1	2	Typewriter	0	0*	0	
Page 1	1	3	Equipment	0	0*	0	
Page 1	1	4	Equipment	0	0*	0	
Page 1	1	5	Equipment	0	0*	0	
Page 1	1	6	Check Writer	0	0*	0	
Page 1	1	7	Equipment	0	0*	0	
Page 1	1	8	Equipment	0	0*	0 s	
Page 1	1	9	Equipment	0	0*	0 s	
Page 1	1	10	Furniture	0	0*	0 s	
Page 1	1	11	Computer	0	0*	0 s	
Page 1	1	12	Filing Cabinet	0	0*	0 s	
Page 1	1	13	Office Furniture	0	0*	0 s	
Page 1	1	14	Computer	0	0*	0 s	
Page 1	1	35	Rotary Hammer	0	0*	0	
Page 1	1	36	Equipment	0	0*	0	
Page 1	1	37	Equipment	0	0*	0	
Page 1	1	38	Equipment	0	0*	0	
Page 1	1	39	Equipment	0	0*	0	
Page 1	1	40	Tractor	0	0*	0	
Page 1	1	41	Equipment	0	0*	0	
Page 1	1	42	Equipment	0	0*	0	
Page 1	1	43	Truck Bins	0	0*	0	
Page 1	1	44	Equipment	0	0*	0	
Page 1	1	45	Equipment	0	0*	0 s	
Page 1	1	46	Equipment	0	0*	0 s	
Page 1	1	47	Equipment	0	0*	0 s	
Page 1	1	48	Equipment	0	0*	0 s	
				<u>0</u>	<u>0</u>	<u>0 s</u>	

Totals for ACE Depreciation Adjustment:

AMT Depreciation Addback

819

ACE Depreciation Expense

819 s

* - This asset has no values in AMT column, assume AMT = Tax Value
s - Substituted applicable AMT or Tax data when ACE column is blank

10033 Gem Mar Pools, Inc.

01/23/2006 11:30 AM

61-0603535

Future Depreciation Report**FYE: 10/31/06**

FYE: 10/31/2005

Form 1120, Page 1

Asset	Description	Date In Service	Cost	Tax	AMT	ACE
Prior MACRS:						
13	Office Furniture	7/31/87	229	0	0	0
14	Computer	7/31/89	1,004	0	0	0
15	Office Furniture	2/28/90	99	0	0	0
16	Computer Attachment	7/31/93	179	0	0	0
31	Ford Truck	10/15/98	12,589	0	0	0
32	Ford Truck	10/15/98	12,589	0	0	0
34	U 88 GMC 3500	6/15/00	9,828	0	0	0
48	Equipment	7/31/87	607	0	0	0
49	Equipment	5/01/92	1,589	0	0	0
			<u>38,713</u>	<u>0</u>	<u>0</u>	<u>0</u>
ACRS:						
8	Equipment	10/10/81	524	0	0	0
9	Equipment	10/10/83	1,874	0	0	0
10	Furniture	1/31/85	110	0	0	0
11	Computer	7/01/85	1,119	0	0	0
12	Filing Cabinet	6/30/86	133	0	0	0
46	Equipment	5/30/82	792	0	0	0
47	Equipment	1/31/86	282	0	0	0
	Total ACRS Depreciation		<u>4,834</u>	<u>0</u>	<u>0</u>	<u>0</u>
Other Depreciation:						
1	Adding Machine	10/10/64	304	0	0	0
2	Typewriter	3/26/65	545	0	0	0
3	Equipment	5/30/69	448	0	0	0
4	Equipment	10/10/70	325	0	0	0
5	Equipment	10/10/72	2,200	0	0	0
6	Check Writer	10/10/75	72	0	0	0
7	Equipment	10/10/77	396	0	0	0
35	Rotary Hammer	10/10/65	271	0	0	0
36	Equipment	10/10/66	881	0	0	0
37	Equipment	10/10/68	803	0	0	0
38	Equipment	10/10/68	420	0	0	0
39	Equipment	10/10/70	1,242	0	0	0
40	Tractor	10/10/71	7,289	0	0	0
41	Equipment	10/10/73	194	0	0	0
42	Equipment	10/10/77	1,000	0	0	0
43	Truck Bins	10/10/78	342	0	0	0
44	Equipment	10/10/79	83	0	0	0
45	Equipment	10/10/80	295	0	0	0
	Total Other Depreciation		<u>17,110</u>	<u>0</u>	<u>0</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>21,944</u>	<u>0</u>	<u>0</u>	<u>0</u>
	Grand Totals		<u>60,657</u>	<u>0</u>	<u>0</u>	<u>0</u>

Form 1120		Two Year Comparison Worksheet Page 1		2003 & 2004		
Name Gem Mar Pools, Inc.			Employer Identification Number 61-0603535			
		2003	2004	Differences		
Income	Gross profit percentage		44.0851	44.0851		
	Gross receipts less returns and allowances		226,022	226,022		
	Cost of goods sold	15,100	126,380	111,280		
	Gross profit	-15,100	99,642	114,742		
	Dividends					
	Interest					
	Gross rents					
	Gross royalties					
	Capital gain net income from Schedule D					
	Net gain or (loss) from Form 4797					
Other income						
	Total Income	-15,100	99,642	114,742		
Deductions	Compensation of officers					
	Salaries and wages less employment credits		70,680	70,680		
	Repairs and maintenance		5,389	5,389		
	Bad debts		3,579	3,579		
	Rents					
	Taxes and licenses		16,062	16,062		
	Interest		15,459	15,459		
	Charitable contributions					
	Depreciation	1,132	566	-566		
	Depletion					
	Advertising		3,350	3,350		
	Pension, profit-sharing, etc., plans					
	Employee benefit programs					
	Other deductions		47,208	47,208		
	Total deductions	1,132	162,293	161,161		
	Taxable income before NOL & special deductions	-16,232	-62,651	-46,419		
	Net operating loss					
	Special deductions					
Tax and Payments	Taxable income	-16,232	-62,651	-46,419		
	Income tax	0	0	0		
	Alternative minimum tax					
	Foreign tax credit					
	Possessions tax credit					
	Nonconventional source fuel/QEV credit					
	General business credit					
	Credit for prior minimum tax					
	Qualified zone academy bond credit					
	Personal holding company tax					
	Other taxes					
		Total tax (including additional taxes)	0	0	0	
	Prior yr overpymt credited to current yr	3,000	3,000			
	Current yr estimated tax pymts					
	Refund applied for on Form 4466					
	Tax deposited with Form 7004					
	Credit from Form 2439					
	Credit for Federal tax on fuels					
	Backup withholding					
		Total payments and credits	3,000	3,000		
	Tax due (overpayment)	-3,000	-3,000	0		
Estimated tax penalty from Form 2220						
Penalties and interest						
	Net tax due (overpayment)	-3,000	-3,000	0		
	Amt of overpymt credited to next yr's estimated tax	3,000	3,000			
	Amount of overpayment refunded					

Form 1120	Two Year Comparison Worksheet Page 2	2003 & 2004
------------------	---	------------------------

Name

Gem Mar Pools, Inc.

Employer Identification Number

61-0603535

		2003	2004	Differences
Sch L	Beginning assets	55,868	35,410	-20,458
	Beginning liabilities and equity	55,868	35,410	-20,458
	Ending assets	1,424	34,599	33,175
	Ending liabilities and equity	149,156	34,599	-114,557
Sch M-1	Net income per books	-16,608	-62,703	-46,095
	Federal income tax			
	Excess of capital losses over capital gains			
	Taxable income not on books			
	Book expenses not deducted	376	52	-324
	Income on books not on return			
	Return deductions not on books			
Sch M-2	Income per return	-16,232	-62,651	-46,419
	Beginning of year balance	165,764	134,184	-31,580
	Net income (loss) per books	-16,608	-62,703	-46,095
	Other increases		1	1
	Cash distributions			
	Stock distributions			
	Property distributions			
	Other decreases			
	Balance at end of year	149,156	71,482	-77,674

10033 Gem Mar Pools, Inc.
61-0603535
FYE: 10/31/2005

Federal Statements

1/23/2006 11:30 AM

Form 1120, Page 1, Line 1a - Gross Receipts

Description	Amount
Sales	\$ 232,124
Total	\$ 232,124

Returns and Allowances

Description	Amount
Returns and Allowances	\$ 6,102
Total	\$ 6,102

Bad Debts

Description	Amount
Bad Debts	\$ 3,579
Total	\$ 3,579

Form 1120, Page 1, Line 17 - Taxes and Licenses

Description	Amount
Taxes - Payroll	\$ 14,775
Taxes - Other	1,287
Total	\$ 16,062

Form 1120, Page 1, Line 18 - Interest

Description	Amount
Interest Expense	\$ 15,459
Total	\$ 15,459

10033 Gem Mar Pools, Inc.
61-0603535
FYE: 10/31/2005

Federal Statements

1/23/2006 11:30 AM

Form 1120, Page 4, Schedule L, Line 2a - Trade Notes and Accounts Receivable

Description	Beginning of Year	End of Year
Accounts Receivable	\$ 16,483	\$ 16,703
Total	\$ 16,483	\$ 16,703

Form 1120, Page 4, Schedule L, Line 3 - Inventories

Description	Beginning of Year	End of Year
Inventory	\$ 15,100	\$ 15,100
Total	\$ 15,100	\$ 15,100

Form 1120, Page 4, Schedule L, Line 19 - Loans from Shareholders

Description	Beginning of Year	End of Year
Notes Payable-Shareholder	\$ 21,217	\$ 55,117
Total	\$ 21,217	\$ 55,117

Form 1120, P4, Sch L, Line 20 - Mortgage, Notes, Bonds Pay in One Year or More

Description	Beginning of Year	End of Year
Notes Payable- Peacocks	\$ 85,772	\$ 58,364
Notes Payable - Wells Fargo		30,701
Less: Current Portion	-23,094	-23,094
Total	\$ 62,678	\$ 65,971

Form 1120, Page 4, Schedule L, Line 27 - Cost of Treasury Stock

Description	Beginning of Year	End of Year
Treasury Stock	\$ 260,000	\$ 260,000
Total	\$ 260,000	\$ 260,000

United States Bankruptcy Court
Western District of Kentucky

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.
2. The following financial data is the latest available information and refers to debtor's condition on **3/20/2006**.

a. Total assets	\$ <u>39,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>164,231.02</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares of common stock	<u>0</u>	<u>2</u>

Comments, if any:

3. Brief description of debtor's business:
Installation and maintenance of in-ground pools
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Lori Ann Hubbard
Charles Fortney

United States Bankruptcy Court Western District of Kentucky

In re **Gem-Mars Swimming Pools Inc**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, 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).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Internal Revenue Service POB 21126 Philadelphia, PA 19114	Internal Revenue Service POB 21126 Philadelphia, PA 19114			50,220.49
Kentucky Revenue Cabinet 200 Fair Oaks POB 1074 Frankfort, KY 40602	Kentucky Revenue Cabinet 200 Fair Oaks POB 1074 Frankfort, KY 40602			30,000.00
Wells Fargo c/o John Cummins Esq 9435 Waterstone Blvd Ste 270 Cincinnati, OH 45249	Wells Fargo c/o John Cummins Esq 9435 Waterstone Blvd Ste 270 Cincinnati, OH 45249			29,332.65
Milton Peacock 3006 Meadow View Circle Louisville, KY 40220	Milton Peacock 3006 Meadow View Circle Louisville, KY 40220	All assets (subordinate to Stock Yards Bank)	Disputed	54,000.00 (39,000.00 secured)
BellSouth Advertising POB 105024 Atlanta, GA 30348-5024	BellSouth Advertising POB 105024 Atlanta, GA 30348-5024			9,062.80
Clayton & Lambert c/o Frank Yudkin Esq The First Trust Centre 200 S 5th St Ste 700N Louisville, KY 40202	Clayton & Lambert c/o Frank Yudkin Esq The First Trust Centre Louisville, KY 40202			6,350.00
Louisville/Jefferson County Revenue Commission (Sinking Fund) POB 35410 Louisville, KY 40232-5410	Louisville/Jefferson County Revenue Commission (Sinking Fund) Louisville, KY 40232-5410			5,258.96
Arch Chemicals Inc POB 751822 Charlotte, NC 28275-1822	Arch Chemicals Inc POB 751822 Charlotte, NC 28275-1822			3,564.99
Kelly Technical Coatings Inc POB 3726 Louisville, KY 40201	Kelly Technical Coatings Inc POB 3726 Louisville, KY 40201			2,408.20
Meyco Pool Covers 1225 Walt Whitman Rd Melville, NY 11747	Meyco Pool Covers 1225 Walt Whitman Rd Melville, NY 11747			2,053.40

In re **Gem-Mars Swimming Pools Inc**

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Miami Products & Chemical Co POB 486 Dayton, OH 45401	Miami Products & Chemical Co POB 486 Dayton, OH 45401			1,979.53

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **April 10, 2006**Signature **/s/ Lori Hubbard**
Lori Hubbard
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Kentucky

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Charles Fortney			50%
Lori Ann Hubbard			50%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **April 10, 2006**

Signature **/s/ Lori Hubbard**
Lori Hubbard
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

United States Bankruptcy Court
Western District of Kentucky

In re **Gem-Mars Swimming Pools Inc**

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any 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; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$19,100.00	Sales/Services 2006 YTD
\$274,031.00	Sales/Services 2005
\$314,036.00	Sales/Service 2004

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 years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

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

- ☒ 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 (*) 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None	b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Bank of America	Dec 22 2005 Jan 26 2006 Feb 24 2006	\$870.00	\$0.00
Chase Card Services	Jan 9 2006 Feb 8 2006 March 14 2006	\$1,036.00	\$0.00
Emsco KY	Jan 4 2006 Feb 13 2006	\$1,586.13	\$0.00
Milton Peacock	Jan 5 & 30 2006 Feb 21 2006 March 14 2006	\$4,648.11	\$54,000.00
Motorists Mutual Ins	March 15 2006	\$1,119.62	\$0.00
Clayton & Lambert		\$4,300.00	\$6,350.00

None

- ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None

- ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Clayton & Lambert v Gem-Mars Pools	Collection	Jefferson Circuit Court	Judgment
Wells Fargo v Gem-Mars Pools	Collection	Jefferson Circuit Court	

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

Clayton & Lambert

DATE OF SEIZURE

**Feb 3 Feb 13 & Feb
17 2006**

DESCRIPTION AND VALUE OF
PROPERTY

\$3,700.00

5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION AND VALUE OF
PROPERTY

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIAN

NAME AND LOCATION
OF COURT
CASE TITLE & NUMBER

DATE OF
ORDER

DESCRIPTION AND VALUE OF
PROPERTY

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE
OF PROPERTY

**Tools
\$500**

DESCRIPTION OF CIRCUMSTANCES AND, IF
LOSS WAS COVERED IN WHOLE OR IN PART
BY INSURANCE, GIVE PARTICULARS

**Stolen
Insured covered**

DATE OF LOSS

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
David M Cantor 462 S 4th St Ste 2200 Louisville, KY 40202		Retainer - \$ _____

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	---

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

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	---------------------------------------

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Charles Fortney	1988 GMC truck	1618 Lincoln Park Louisville KY

15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOC. SEC. NO./ COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

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

NAME AND ADDRESS	DATES SERVICES RENDERED
William H Goodman CPA	

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	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

None

- ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
William H Goodman CPA	

None

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

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
March 5 2006	Lori Ann Hubbard	\$10,000.00 Cost

- 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.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
March 5 2006	Lori Ann Hubbard

21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Charles Fortney	VP	50%
Lori Ann Hubbard	President	50%

22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Lori Ann Hubbard	Salary	\$27,775.00
Charles Fortney	Salary	\$21,850.00

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 10, 2006 Signature /s/ Lori Hubbard
Lori Hubbard
President

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

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

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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 cotenant, 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 is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." 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 hold 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."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

0 continuation sheets attached to the Schedule of Real Property

Sub-Total >0.00(Total of this page)

Total >0.00

(Report also on Summary of Schedules)

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

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. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

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."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current 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.		Checking acct	-	2,500.00
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.		General liability	-	Unknown
		Workers comp	-	Unknown
		Auto insurance	-	Unknown
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **2,500.00**
(Total of this page)

 2 continuation sheets attached to the Schedule of Personal Property

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(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			
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 nonnegotiable instruments.	X			
16. Accounts receivable.	A/R		-	5,000.00
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 - 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			

Sub-Total > **5,000.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
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.		Client list	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1999 Ford Ranger	-	3,500.00
		1999 Ford Ranger	-	3,500.00
		1993 Ford Ranger	-	1,500.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment and furnishings	-	3,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Bobcat & misc tools	-	10,000.00
30. Inventory.		Inventory	-	10,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	31,500.00
(Total of this page)	
Total >	39,000.00

Sheet **2** of **2** continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. 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 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). 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 a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." 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 all claims listed on 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 secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No.							
Milton Peacock 3006 Meadow View Circle Louisville, KY 40220		Lien All assets (subordinate to Stock Yards Bank)			X		
		Value \$ 39,000.00				54,000.00	15,000.00
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						54,000.00	
Total (Report on Summary of Schedules)						54,000.00	

0 continuation sheets attached

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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).

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 a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". 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 "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

☐ 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).

☐ **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 \$10,000* 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 \$4,925* 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 \$2,225* 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, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					
Account No.								
Internal Revenue Service POB 21126 Philadelphia, PA 19114		-					50,220.49	50,220.49
Account No.								
Kentucky Revenue Cabinet 200 Fair Oaks POB 1074 Frankfort, KY 40602		-					30,000.00	30,000.00
Account No.								
Louisville/Jefferson County Revenue Commission (Sinking Fund) POB 35410 Louisville, KY 40232-5410		-					5,258.96	5,258.96
Account No.								
Account No.								
Subtotal (Total of this page)							85,479.45	85,479.45
Total (Report on Summary of Schedules)							85,479.45	85,479.45

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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). 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 a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

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 all claims listed on 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.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Arch Chemicals Inc POB 751822 Charlotte, NC 28275-1822		-				3,564.99
Account No.						
BellSouth Advertising POB 105024 Atlanta, GA 30348-5024		-				9,062.80
Account No.						
Clayton & Lambert c/o Frank Yudkin Esq The First Trust Centre 200 S 5th St Ste 700N Louisville, KY 40202		-				6,350.00
Account No.						
Kelly Technical Coatings Inc POB 3726 Louisville, KY 40201		-				2,408.20
Subtotal (Total of this page)						21,385.99

1 continuation sheets attached

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Meyco Pool Covers 1225 Walt Whitman Rd Melville, NY 11747	-					2,053.40
Account No.						
Miami Products & Chemical Co POB 486 Dayton, OH 45401	-					1,979.53
Account No.						
Wells Fargo c/o John Cummins Esq 9435 Waterstone Blvd Ste 270 Cincinnati, OH 45249	-					29,332.65
Account No.						
Account No.						
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						33,365.58
						Total (Report on Summary of Schedules)
						54,751.57

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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).

☐ Check this box if debtor has no executory contracts or 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.
Milton Peacock	Real estate lease

In re **Gem-Mars Swimming Pools Inc**

Case No. _____

Debtor

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 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 the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. 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. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

United States Bankruptcy Court
Western District of Kentucky

In re **Gem-Mars Swimming Pools Inc**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. 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. Individual debtors must also complete the "Statistical Summary of Certain Liabilities."

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	39,000.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		54,000.00	
E - Creditors Holding Unsecured Priority Claims	Yes	2		85,479.45	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		54,751.57	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		11			
Total Assets			39,000.00		
Total Liabilities				194,231.02	

**United States Bankruptcy Court
Western District of Kentucky**

In re **Gem-Mars Swimming Pools Inc**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **12** sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 10, 2006**

Signature **/s/ Lori Hubbard**

**Lori Hubbard
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Arch Chemicals Inc
POB 751822
Charlotte NC 28275-1822

BellSouth Advertising
POB 105024
Atlanta GA 30348-5024

Clayton & Lambert
c/o Frank Yudkin Esq
The First Trust Centre
200 S 5th St Ste 700N
Louisville KY 40202

Internal Revenue Service
POB 21126
Philadelphia PA 19114

Kelly Technical Coatings Inc
POB 3726
Louisville KY 40201

Kentucky Revenue Cabinet
200 Fair Oaks
POB 1074
Frankfort KY 40602

Louisville/Jefferson County
Revenue Commission
(Sinking Fund)
POB 35410
Louisville KY 40232-5410

Meyco Pool Covers
1225 Walt Whitman Rd
Melville NY 11747

Miami Products & Chemical Co
POB 486
Dayton OH 45401

Milton Peacock
3006 Meadow View Circle
Louisville KY 40220

US Attorneys Office
For: IRS
10th Floor
510 W Broadway
Louisville KY 40202

Wells Fargo
c/o John Cummins Esq
9435 Waterstone Blvd Ste 270
Cincinnati OH 45249

**United States Bankruptcy Court
Western District of Kentucky**

In re **Gem-Mars Swimming Pools Inc**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Gem-Mars Swimming Pools Inc** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

April 10, 2006

Date

/s/ David M Cantor

David M Cantor

Signature of Attorney or Litigant

Counsel for **Gem-Mars Swimming Pools Inc**

Seiller Waterman LLC

22nd Floor-Meidinger Tower

462 S 4th Street

Louisville, KY 40202

502-584-7400