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8 UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
9 OAKLAND DIVISION
10

11 In re:) Case No. 05-49454-RN-7
12 PLAN COMPLIANCE GROUP, LTD.,) Chapter 7
13 Debtor.)
14)
15)
16)

17 DEBTOR'S SCHEDULES AND
18 STATEMENT OF FINANCIAL AFFAIRS
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NOTE TO DEBTOR'S VOLUNTARY PETITION, SCHEDULES AND STATEMENTS

The information contained in the Debtor's voluntary Chapter 7 petition, creditor list verification and the following schedules and statements has been obtained, exclusively, from the Debtor's business books and records. The information therein set forth represents all of the information available which is responsive to the items in the Schedules and Statements. Francis W. Reimers, whose signature appears thereon, is or may soon be the subject of a criminal investigation by the Office of the District Attorney in Contra Costa County, California and/or the United States Attorney for the Northern District of California. Pending conclusion of the said criminal investigation(s) and prosecution, if any, Mr. Reimers refuses to provide any testimonial information otherwise required on the grounds of the privilege accorded him under the 5th and 14th amendments to the United States Constitution and any and all other related privileges.

United States Bankruptcy Court Northern District of California

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454

Chapter 7

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	4	\$ 500,000.00		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 0.00	
E - Creditors Holding Unsecured Priority Claims	YES	4		\$ 104,163.81	
F - Creditors Holding Unsecured Nonpriority Claims	YES	10		\$ 3,173,895.68	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		24	\$ 500,000.00	\$ 3,278,059.49	

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(If known)

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				
Total			0.00	

(Report also on Summary of Schedules.)

In re Plan Compliance Group, Ltd.

Case No. 05-49454

Debtor

(If known)

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	H U S B A N D, W I F E, J O I N T O R C O M M U N I T Y	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.	X			
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.		Hartford Insurance Policies: 57BDDAH0053, 57SBAFM8747, DDDFGS644 Hartford		Unknown
10. Annuities. Itemize and name each issuer.	X			

In re Plan Compliance Group, Ltd.

Case No. 05-49454

Debtor

(If known)

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 non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlement 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 of Real Property.	X			
20. Contingent and noncontingent interests in estate or 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 of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

In re Plan Compliance Group, Ltd.

Case No. 05-49454

Debtor

(If known)

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
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) in customer lists or similar compilations provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. 25. Automobiles, trucks, trailers, and other vehicles and accessories.	X	Kabota tractor 660 Logan Lane Danville, CA Kabota all terrain vehicle Green Valley Tractor ATTN: Roni Loni (707) 425-8933		Unknown Unknown
26. Boats, motors, and accessories. 27. Aircraft and accessories. 28. Office equipment, furnishings, and supplies.	X X	Various computers and other office-related equipment and furnishings (see attached detailed list). 1850 Mt. Diablo Blvd., 470 Walnut Creek, CA 94596		Unknown
29. Machinery, fixtures, equipment, and supplies used in business. 30. Inventory. 31. Animals. 32. Crops - growing or harvested. Give particulars.	X X X X			

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(If known)

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
33. Farming equipment and implements. 34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X	Software 1850 Mt. Diablo Blvd., 470 Walnut Creek, CA 94596		500,000.00

0 continuation sheets attached Total \$ 500,000.00

(Include amounts from any continuation
 sheets attached. Report total also on
 Summary of Schedules.)

Schedule B Personal Property

#44 Computers

IBM Thinkpad docking station # 2878990DBL5
 Micron Pentium Pro Dual 260 MERFB2#3156
 Micron Millennium 2725940-0001
 Dell Dimension 4600 00045 456-143-508
 Dell Precision 650 025231
 Dell Dimension 4100 559601
 Dell Dimension 8250 00043447114 970
 Dell Dimension 340 00019 065 643 730
 Dell Dimension 8250 00045 425 080 585
 Dell Dimension 8250 00045 418 219 774
 Dell Optiplex GX280 6B87661
 IBM workpad c3 15860256 xA P63360
 Compaq pocket pc 1PAA 4609 DW 36Y OAK
 Dell Inspiron 07899029300375

Keyboards and mice

Logitech cordless elite mc341301584
 Micron 41953872
 Dell quick key
 Dell TH-04N454-371-33R 4689
 Dell CN-07N242-7616-37N-9649
 Dell CN-07N242-7616 3BL-1679
 Dell TH 025 P66 37171 248 4085
 Microsoft 83718 OEM 2810584 27022
 Micron 91581971
 Dell CN07N242 388422043498
 Dell TH 025 P66 37171 173 2641
 Dell CN 054628 7616 48W OKFZ
 Micron 02B41021
 Logitech cordless 1 touch met 02904762
 Logitech dinova LZ442500170
 Logitech Bluetooth wireless hub LZB4250 2504
 Logitech mx900 Bluetooth optical mouse 852011-0000
 Logitech LNA31701220
 Dell 6NA31701220 LN44976687
 Logitech cordless mouse and keyboard receiver LZC03051331

#4

^{# mice}
Keyboards cont'd

IBM 23-015285
 Dell LZ E39610090
 Dell LZ A24586273
 Wacom 46607437
 Logitech cordless m&T 13200390
 Dell TH 02R400 37171 303 1735
 IBM 0000 8480
 Logitech mx900 LZ E41450598
 Logitech wireless hub LZ B41452548
 microsoft Base optical 69657492 1548 656 50429
 microsoft wheel mouse 56180
 Logitech mx700 cordless LZ E24603446
 Logitech cordless mouse receiver LZ B24558441
 Targus 0312018229
 micron Intellimouse 00467652
 microsoft wheel mouse 0701517-00000
 microsoft 00227866
 Logitech cordless mouse & ~~keypad~~ keyboard receiver 906P0077
 Logitech cordless mouseman optical 851480000

Printer/Fax/scanner/copier

HP Laserjet 4 JPDF005677
 Epson Stylus Photo 960 EP0Y007058
 HP Scan 8250 CN58KT0067
 Canon I70 XADU53554
 HP Deskjet 5550 MY2A81W0W7
 HP Deskjet 790 CX1 MY08J180P7
 HP Laserjet 4000 USMB335760
 HP officejet 630 Fax copy MY9BNG10.M8
 HP Laserjet 8100 DN H0553A
 Canon 6130F NVS02352
 HP 610 copy Print Fax C5316A U57BEC442C
 Fax HP Laserjet 3015 CNBM254312
 HP Deskjet 6540 C8963A
 HP Scanjet automatic document feeder C7710A
 HP Fax 1000 CN51CA0T05

#4 Server Modem Hubs

Belkin Port Hub C40 1572693
 Belkin Port Hub FSU224
 2wire Homeportal 1000w 4200 00057 604
 Western Digital Hard Disk WD-WMA8C3508615
 IBM Deskstar Hard ~~Drive~~ Drive TH 0903DD12667 19462N7
 Iomega SAZ XD3V5163MC
 Linksys DSL Router Wireless G2711122364
 Diamond Supra Express 56K 2082760026393
 Netgear FS516 Ethernet switch F556E08021317
 Geist mg Relocatable Power Tap A70412-1236
 Sonic wall solo 3 modems 0040101360DD
 00401075E7F
~~Cisco systems~~
 Cisco systems 1700 Router JMK0738R887
 Netgear Gigabit Ethernet switch JG16147DB000502
 HP Procurve Switch
 APC server rack
 Dell Power Edge 2650
 Dell Power Edge 2850
 Iomega NAS P405
 Dell Power Edge 4600
 Dell Power Edge 2500
 Belkin console
 Linksys Wireless Router w/ switch G271122365
 Wacom 4G2005100

Monitors

Dell UltraSharp MX09J3C747605330A45U
 Dell 15"
~~View~~ View Sonic Graphic Series G810 2171582680
 Sony LED SDM-H5740
 Samsung Sync master 912W 1510239
 Dell 15" CN05W540 44633 36N 0000
 Sony 17" SDM H5740 6011196
 Sony 17" SDM H5940 6008860
 Micron 447E 15" 9514612717
 Sony 17" SDM H5740 9941797
 Dell Trinitron 17" MX08376T4774100005147
 View sonic Professional Series PT770 J67200000
 Dell 17" CN05W540 44633 329 1625 +

A4 Monitors

Samsung Syncmaster 570V CN194CRT100171W

Phones → Continued over

Panasonic TDA 100 system

- KX-T630 41A5C001989
- KX-T7230 5FA1~~FA~~D013773
- KX-T7230 5GA1F016211
- KX-T7453 2BB1A066270
- KX-T7453 2BB1A066267
- KX-T7453 3FCU5060137

~~XXXX~~

- KX-T630 4CBUB004282
- KX-T7431
- KX-T453 3GBU060733
- KX-T453 2LBUA007142
- KX-TK630 41A5C002307
- KX-T453 3CBUA048375
- KX-T7630 41A5C002675
- KX-T453 3CBUA048407
- KX-T7630 41A5C001687
- KX-T7230 8KCUF093434

Radio Shack 900 MHz Cordless 244379

Panasonic TVSS0. voice processing system 0H4VD0006262

Speakers

Harmanardon

- CN02320V-477810C800227
- CN02320V-4778100T1315
- CN02320V-4778100T1414
- CN02320V4778100T1414

Uninterrupted Power Supply

9 APC Back UPS

DVE/T 10-009931

Labtech LCS-1014 61118X3

VCR

Sony SLV-N60 0193607

Camera lenses

- Canon EF 17-35 1.28 #40075
- Canon EF 70-200 1.2.8 #062283

Typewriter

IBM Wheelwriter 1500 11PD043

#4 Phone contd

Panasonic KXT-7230	SFAID014051
	51BIF019666
	SLIF020771
KXT920	4E1A001198
KX-T7453	3CUA048497
KX-T7453	
KV-T7453	3C8UA048373

DVD

Integr DVD DSR-7.3

Schedule B → continued over 2

- #29 ~~#28~~ Canon P200 - DA adding machine 2177278
- panasonic AS302NW electric stapler 156395
- ~~Felco instruments FI 3045 II 220154~~
- Texas instruments TI-5045 II adding machine 0004554
- Stanley electric stapler 103562-11/00
- Fellows power shredd P575 07S 990310 R104 00071708
- Acco model 440 hole punch
- postage scale
- Dewalt stereo DW911
- ap-pm collars
- 3B2 binding system Image maker 2000 JW00307
- mouse screen
- Miele S1771 Power house Vacuum
- 7 power strips
- Brother P-touch label maker C0J407826
- Wierner 8' Fiberglass ladder
- Hand truck
- Dolly
- 6 powerstrips
- Dewalt DW920 112622
- Fellows ~~A~~ DMISC shredder 050203 EA 0076330
- step stool
- Binders
- Discs
- 7 Reams Ho 20lb copy paper

Schedule @ # 28 - cont'd - over

- 10 leather conference chairs
- 89 cloth office chairs
- 4 blue cloth conference chairs
- 2 cloth reception chairs
- 1 leather desk chair
- 4 cloth chairs
- 4' round table wood
- Large U desk wood
- 7' wood conference table
- L Desk wood
- U desk wood
- 3 1/2 round table
- 2 6' wood book shelves
- 3 wood L desks
- 6' x 3' book shelf wood
- U Desk wood
- Large wood L Desk
- metal typewriter table
- 3' round table wood
- 4 large Dry Erase Boards
- 3 desk lamps
- Sharp CV-P07FX A/C system
- ~~Werner 8' glass table~~
- Liberty safe (Washington Series 6' x 4' Fire Proof
- ~~to~~
- Linco ceramic heater 103804175167
- Sanyo mini fridge 950962776
- Kenmore mini fridge 041102662
- Samsung microwave 7103A02967R
- Accountant
- ~~Drum~~
- Linom Quartz Clock
- Spherosphere Atomic radio clock
- 3 Atomic clocks
- Celestron telescope
- 2 cubicle partitions
- 21 plastic/metal paper holders - over

Schedule B # 27

- 12 reams ~~Hammermill~~ 8.5 x 11 bond paper
- 5 reams #10 paper
- Canon C20 toner
- pens
- Tap 10 dispensers
- Buttons
- Accuprint time recorder 007794255
- Brown coffee maker single
- Peelouze electronic postage meter
- 10 staplers
- HP Laserjet 2A print cartridge
- HP Laserjet 8A print cartridge

Schedule B

22

proprietary software: enables collection, tracking and disbursement of funds for employee benefits, such as retirement funds or otherwise, includes online enrollment and secure file transfer of sensitive data between employers, the TPA and providers

24

database full of social security numbers and personal information of employees whose benefits Plan Compliance group administered.

16

unknown

1

unknown ... close to 0

3

unknown

#28

- Two drawer 36" wood file cabinet
- Two drawer wood file cabinet
- Two drawer 36" wood file cabinet
- Hon 3 1/2' x 3' metal Two drawer file cabinet
- Hon 3' x 2' metal Two drawer cabinet
- 6 Hon 3' x 3' metal 3 drawer cabinets
- Hon 3' x 2' metal 2 drawer cabinet
- Hon 4 1/2' x 3' metal 3 drawer cabinet
- Blue 3' x 3' metal 3 drawer cabinet
- 2 Hon 6' x 3' 2 door metal cabinets

#9

Hartford Insurance

Policy # 57 BDDA ~~4053~~ ⁴⁰⁵³ Employee Dishonesty
Policy # 57 SBAFM8747 Business owners
Bond No. DDD FG 5444

In re Plan Compliance Group, Ltd.

Case No. 05-49454

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2):
- 11 U.S.C. § 522(b)(3):

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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." 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, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					

0 continuation sheets attached

Subtotal ▶ (Total of this page)	\$ 0.00
Total ▶ (Use only on last page)	\$ 0.00

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(if known)

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 subsection of the Bankruptcy Code described below which assigns the priority, such as "Sec. 507(a)(4)."

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." Do not include the name or address of a minor child in this schedule. 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. On the last sheet of this Schedule E, report the total of all claims entitled to priority under § 507(a)(1) and § 507(a)(8) in the box labeled "Total of Claims Entitled to Priority under §§ 507(a)(1) and (a)(8)" and report separately the total of all other claims in the box labeled "Total of ALL Claims Entitled to Priority." Report these totals also on the Summary of Schedules.

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)(2).

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 \$4,925* per person earned within 90 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)(3).

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)(4).

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(if known)

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)(5).

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)(6).

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.

2 continuation sheets attached

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet) **Sec. 507(a)(8)**

TYPE OF PRIORITY (Example: "Sec. 507(a)(1)")

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBITOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY		AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
			CONTINGENT	UNLIQUIDATED DISPUTED		
ACCOUNT NO. 427-3497-0 Employment Development Department Bankruptcy Unit - MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001		Incurred: 09/30/2003 - 03/31/2005 Payroll Tax			10,710.07	10,710.07
ACCOUNT NO. 2009944000 Franchise Tax Board State of California P.O. Box 942857 Sacramento, CA 94257-2021		Incurred: 2003 and 2004 Income Tax			79,094.94	79,094.94
ACCOUNT NO. 2009944000 Franchise Tax Board State of California Special Procedures P.O. Box 2952 Sacramento, CA 95812-2952					Notice Only	Notice Only
ACCOUNT NO. 88-0357902 Internal Revenue Service Special Procedures Section 1301 Clay Street, Stop 1400S Oakland, CA 94612-5210		Incurred: 2003 Income/Payroll Tax			14,169.37	14,169.72
ACCOUNT NO. 88-0357902 Internal Revenue Service Special Procedures Section 1301 Clay Street, Stop 1400S Oakland, CA 94612-5210		Incurred: 2004 Income/Payroll Tax			Unknown	Unknown

Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors
Holding Priority Claims

Subtotal > \$ 103,974.38
(Total of this page)
Total > \$

(Use only on last page of the completed Schedule E.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet) Sec. 507(a)(8)

TYPE OF PRIORITY (Example: "Sec. 507(a)(1)")

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBITOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
ACCOUNT NO. 1-8888-0357902-0 Texas Franchise Tax 111 E. 17th St. Austin, TX 78744						189.43	0.00
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							

Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors
Holding Priority Claims

Subtotal	➤	\$ 189.43
(Total of this page)		
Total	➤	\$ 104,163.81

(Use only on last page of the completed Schedule E.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,

Case No. 05-49454

Debtor

(If known)

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. Proc. 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 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, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 3732-709250-12005 American Express Box 0001 Los Angeles, CA 90096-0001		Incurred: Dec. 2, 2005				2,832.51
ACCOUNT NO. 1000924375 Aspen Publishers, Inc. P.O. Box 911 Frederick, MD 21705-0911		Incurred: Nov. 15, 2005				186.03
ACCOUNT NO. Baskin & Hosford P.C. 300 E. Main, Suite 908 El Paso, TX 79901-1379 ATTN: Larry A. Baskin						Notice Only
ACCOUNT NO. Ins. Lic. No. OCO3931 California Department of Insurance P.O. Box 311 Sacramento, CA 95812		Incurred: July 31, 2005				144.00

9 continuation sheets attached

Subtotal >	\$ 3,162.54
(Total of this page)	
Total >	\$
(Use only on last page)	

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Central Pacific Bank c/o Devens, Nakano, et al. 1600 Central Pacific Plaza 220 South King Street Honolulu, HI 96813		Incurred: Nov. 28, 2005		X		2,780.46
ACCOUNT NO. Clovis Unified School District 1450 Herndon Avenue Clovis, CA 93611-0567 ATTN: Michael Johnston		Incurred: Nov. 28, 2005				159,466.02
ACCOUNT NO. Colliers Monroe Friedlander Management, Inc. P.O. Box 257 Honolulu, HI 96809						Unknown
ACCOUNT NO. Plan 1 Complete Business Systems 111 Rickenbacher Circle Livermore, CA 94551		Incurred: Nov. 29, 2005				120.00
ACCOUNT NO. Department of Education State Of Hawaii Employee Benefits Section 1270 Queen Emma Street Room 804 Honolulu, HI 96813						Unknown

Sheet no. 1 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 162,366.48
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. DS Waters of America P.O. Box 515326 Los Angeles, CA 90051-6626						166.84
ACCOUNT NO. East Bridgewater Township Office of the Town Treasurer/Collector East Bridgewater, MA 02333						Unknown
ACCOUNT NO. Envoy Plan Service Bob Hornaday 901 Calle Amanecer Ste 200 San Clemente, CA 92673						Unknown
ACCOUNT NO. 500022890 FP Mailing Solutions Dept. 4272 Carol Stream, IL 60122-4272		Incurred: Sept. 30, 2005				125.04
ACCOUNT NO. 500022890 Francotyp-Postalia P.O. Box 4272 Carol Stream, IL 60122-4272		Incurred: Sept. 7, 2005				25.17

Sheet no. 2 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	\$ 317.05
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Friendswood Independent School District 302 Laurel Dr. Friendswood, TX 77546						Unknown
ACCOUNT NO. Friendswood Independent School District c/o Feldman & Rogers LLP 5718 Westheimer, Suite 1200 Houston, TX 77057 ATTN: Jeffrey L. Rogers		Incurred: Nov. 15, 2005				Unknown
ACCOUNT NO. Geyer International 434 Venado Dr. Santa Barbara, CA 93111		Incurred: Dec. 15, 2005				6,320.00
ACCOUNT NO. Hale Area Schools 200 W. Main Street Hale, MI 48739						Unknown
ACCOUNT NO. 57 41471326 Hartford Insurance P.O. Box 2907 Hartford, CT 06104-2907 ATTN: Isu Massie, Agent		Incurred: Dec. 5, 2005				953.32

Sheet no. 3 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 7,273.32
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Hawaii Department of Education 2444 Dole Street Bachman Hall Honolulu, HI 96822 ATTN: Ruth I. Tsujimura		Incurred: Dec. 1, 2005		X		2,300,000.00
ACCOUNT NO. Group No. 95368 Hawaii Medical Service Association P.O. Box 29330 Honolulu, HI 96820-1730		Incurred: Oct. 21, 2005				1,592.40
ACCOUNT NO. 221546 1092223894 07 Hawaiian Telecom P.O. Box 9688 Mission Hills, CA 91346		Incurred: Oct. 21, 2005				417.54
ACCOUNT NO. 0031013.0001 Haynes Boone LLP P.O. Box 841399 Dallas, TX 75284-1399 ATTN: Greta Cowart		Incurred: Sept. 22, 2005				44.00
ACCOUNT NO. Interworks Software, Inc. 2440 Stanwell Dr., Suite A Concord, CA 94520 ATTN: Dave Mosby						17,000.00

Sheet no. 4 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 2,319,053.94
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Iosco R.E.S.A 27 N. Rempert Rd. Tawas City, MI 48763						Unknown
ACCOUNT NO. 000098365-6000 Kaiser Permanente File Number 73030 P.O. Box 60000 San Francisco, CA 94160		Incurred: Nov. 25, 2005				17,028.00
ACCOUNT NO. Michael D. Cooper Wendel, Rosen, Black & Dean, LLP 1111 Broadway, 24th Floor Oakland, CA 94607						Notice Only
ACCOUNT NO. Plan ID No. 12044 Plan Administrators, Inc. P.O. Box 60 De Pere, WI 54115-0060		Incurred: Nov. 1, 2005				950.00
ACCOUNT NO. Plano Independent School District 2700 West 15th Plano, TX 75075						Unknown

Sheet no. 5 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 17,978.00
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Plano Independent School District c/o Sedgwick, Detert, Moran & Arnold LLP One Market Plaza, Steuart Tower, 8th Fl. San Francisco, CA 94105 ATTN: Gal Kavanaugh		Incurred: Nov. 9, 2005			X	378,993.05
ACCOUNT NO. Ryan Reimers 3451 Moraga Blvd. Lafayette, CA 94549						Notice Only
ACCOUNT NO. 1825CJ Safegaard Business Systems P.O. Box 88043 Chicago, IL 60680-1043 ATTN: David Pletz		Incurred: Nov. 19, 2005				161.51
ACCOUNT NO. Corp. ID 185396 SBC ATTN: Control Desk P.O. Box 5077 Des Plaines, IL 60017-5077		Incurred: Dec. 4, 2005 Invoice BAN: 807583935				834.99
ACCOUNT NO. Shartsis Friese LLP One Maritime Plaza, 18th Floor San Francisco, CA 94111 ATTN: Tracy Salisbury						Notice Only

Sheet no. 6 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 379,989.55
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Sierra Pacific Properties, Inc. Gateway Centre 3890 Railroad Avenue Pittsburg, CA 94565						Unknown
ACCOUNT NO. Socorro Independent School District 12300 Eastlake Drive El Paso, TX 79928-5400 ATTN: Mary Benham		Incurred: Oct. 21, 2005				280,873.00
ACCOUNT NO. 723147315 Sprint P.O. Box 541023 Los Angeles, CA 90054-1023		Incurred: Nov. 16, 2005				557.31
ACCOUNT NO. 6219634318 Sprint P.O. Box 541023 Los Angeles, CA 90054-1023		Incurred: Nov. 16, 2005				427.26
ACCOUNT NO. 1533301-03 State Compensation Insurance Fund P.O. Box 7980 San Francisco, CA 94120-7980		Incurred: June 3, 2005				69.84

Sheet no. 7 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$	281,927.41
(Total of this page)		
Total	\$	

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Tawas Area Schools Attn: Nancy Biebly 245 West M-55 Tawas City, MI 48763						Unknown
ACCOUNT NO. UNI Printing 2355 Verna Court San Leandro, CA 94577		Incurred: Sept. 12, 2005				815.62
ACCOUNT NO. University of Hawaii 2240 Campus Road Honolulu, hi 96822-2246						Unknown
ACCOUNT NO. F75653 UPS P.O. Box 894820 Los Angeles, CA 90189		Incurred: Dec. 3, 2005				594.23
ACCOUNT NO. Verizon P.O. Box 920041 Dallas, TX 75392-0041		Incurred: Dec. 3, 2005				417.54

Sheet no. 8 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal	\$ 1,827.39
(Total of this page)	
Total	\$

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.,
Debtor

Case No. 05-49454
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. Washtenaw Independent School District 1819 S. Wagner Rd. P.O. Box 1406 Ann Arbor, MI 48106						Unknown
ACCOUNT NO. Whittemore Prescott Area Schools Superintendents Office P.O. Box 250 870 Prescott Rd. Whittemore, MI 48770						Unknown
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						

Sheet no. 9 of 9 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal ▶ (Total of this page)	\$ 0.00
Total ▶	\$ 3,173,895.68

(Use only on last page of the completed Schedule F.)

(Report total also on Summary of Schedules)

In re Plan Compliance Group, Ltd.

Case No. _____

Debtor

(if known)

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." 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.
Central Pacific Bank c/o Devens, Nakano, et al. 1600 Central Pacific Plaza 220 South King Street Honolulu, HI 96813	Two year office lease commencing Nov. 1, 2002 through Oct. 31, 2004, month-to-month thereafter 220 S. King Street, Ste. 1230 Honolulu, HI Lease on nonresidential real property
Sierra Pacific Properties, Inc. Gateway Centre 3890 Railroad Avenue Pittsburg, CA 94565	Six year office lease commencing April 2005. 1850 Mt. Diablo, Ste. 640 Walnut Creek, CA Lease on nonresidential real property
Clovis Unified School District 1450 Herndon Avenue Clovis, CA 93611-0567 ATTN: Michael Johnston	
University of Hawaii 2240 Campus Road Honolulu, hi 96822-2246	
Department of Education State Of Hawaii Employee Benefits Section 1270 Queen Emma Street Room 804 Honolulu, HI 96813	
Plano Independent School District 2700 West 15th Plano, TX 75075	
Washtenaw Independent School District 1819 S. Wagner Rd. P.O. Box 1406 Ann Arbor, MI 48106	

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Page)

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.
Tawas Area Schools Attn: Nancy Bieibly 245 West M-55 Tawas City, MI 48763	
Friendswood Independent School District 302 Laurel Dr. Friendswood, TX 77546	
Socorro Independent School District 12300 Eastlake Drive El Paso, TX 79928-5400 ATTN: Mary Benham	
East Bridgewater Township Office of the Town Treasurer/Collector East Bridgewater, MA 02333	
Whittemore Prescott Area Schools Superintendents Office P.O. Box 250 870 Prescott Rd. Whittemore, MI 48770	
Hale Area Schools 200 W. Main Street Hale, MI 48739	
Envoy Plan Service Bob Hornaday 901 Calle Amanecer Ste 200 San Clemente, CA 92673	
Iosco R.E.S.A 27 N. Rempert Rd. Tawas City, MI 48763	

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(if known)

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." 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

Official Form 6-Decl.
(12/05)

In re Plan Compliance Group, Ltd.
Debtor

Case No. 05-49454
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief. *(Total shown on summary page plus 1.)*

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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(c), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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 by that section.

Printed or Typed Name of Bankruptcy Petition Preparer _____

Social Security No. _____
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address _____

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

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 signed 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.

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

[the President] of the Plan Compliance Group, Ltd. [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Plan Compliance Group, Ltd. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 25 sheets, and that they are true and correct to the best of my knowledge, information, and belief. *(Total shown on summary page plus 1.)*

Date December 29, 2005

Signature: Francis W. Reimers
/s/ Francis W. Reimers

January 26, 2006

FRANCIS W. REIMERS

[Print or type name of individual signing on behalf of debtor.]

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

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.

Bankruptcy 2005 § 1091, 2006, New Hope Software, Inc., ver. 4.0, 1-698 - 21538

UNITED STATES BANKRUPTCY COURT
Northern District of California

In Re Plan Compliance Group, Ltd.

Case No. 05-49454
(if known)

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

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 asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case 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 and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

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

DATES OF
PAYMENTS

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
Central Pacific Bank dba Central Pacific Plaza v. Plan Compliance Group, Francis W. Reimers Civil Case No. IRC05-1-6788	Complaint for Assumpsit, Summary Possession, Landlord/Tenant, Damages	In The District Court of the First Circuit, Honolulu Division, State of Hawaii	Pending
Plano Independent School District v. Compliance Group, Francis W. Reimers No. C-05-02305	Complaint for Money	Superior Court State of California, County of Contra Costa	Pending
Department of Education State of Hawaii v. Compliance Group, Francis W. Reimers No. C-05-02485	Complaint for Money	Superior Court State of California, County of Contra Costa	Pending

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	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and Receiverships

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

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a 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
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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
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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.

None

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
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11. Closed financial accounts

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by 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
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12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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
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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
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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
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15. Prior address of debtor

None



If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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 Sites

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

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.

None



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

None



NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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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, partnership, sole proprietorship, 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 the 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 the 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 the six years immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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.

None



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

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

19. Books, record and financial statements

None a. List all bookkeepers and accountants who within the six 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

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

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

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)

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

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

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, and 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 distribution by a corporation

None If the debtor is a partnership or a 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

24. Tax Consolidation Group

None



If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period 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 the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

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 ~~December 29, 2005~~
January 26, 2006

Signature *Francis W. Reimers*
/s/ Francis W. Reimers
FRANCIS W. REIMERS,
President

Print Name and Title

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

cap Software, Inc., reg. #03-638 - 31331

CERTIFICATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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.

Printed or Typed Name of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110(c).)

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

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.

0 continuation sheets attached

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