THE STATE OF SOUTH CAROLINA
In the Supreme Court

APPEAL FROM SPARTANBURG COUNTY
Court of Common Pleas

J. Mark Hayes, II, Circuit Court Judge

Appellate Case No. 2022-000285
Unpublished Opinion No. 2022-UP-022

RECEIVED
Nov 28 2022
S.C. SUPREME COURT

H. Hughes Andrews, …….....Respondent,

v.

Quentin S. Broom, Jr, …….....Petitioner.

APPENDIX
VOLUME V

Rodney F. Pillsbury (SC Bar: 13067)
Pillsbury Law Firm, LCC
301 Rutherford St.
Greenville, SC 29609
Phone: (864) 241-9828
Fax: (864) 772-3418
Email: rodney@pillsburyfirm.law

Attorney for Petitioner

Other Counsel of Record:

Matthew Terry Richardson (SC Bar: 15647)
Wyche, P.A.
P O Box 12247
Columbia, SC 29211
Phone: (803) 254-6542
Fax: (803) 254-6544
Email: mrichardson@wyche.com

James Edward Cox, Jr. (SC Bar: 103886)
Wyche, P.A.
P O Box 728
Greenville, SC 29602
Phone: (864) 242-8212
Fax: (864) 298-3940
Email: jcox@wyche.com

Whitney Boykin Harrison (SC Bar: 100111)
McGowan Hood Felder & Phillips, LLC
1517 Hampton Street
Columbia, SC 29201
Phone: (803)779-0100
Fax: (803) 787-0750
Email: wharrison@mcgowanhood.com

Attorneys for Respondent

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THE STATE OF SOUTH CAROLINA
IN THE COURT OF APPEALS

RECEIVED
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SC Court of Appeals

APPEAL FROM SPARTANBURG COUNTY
Court of Common Pleas

The Hon. J. Mark Hayes, II, Circuit Court Judge

Appellate Case No. 2018-002223

H. Hugh Andrews ..... Respondent,

v.

Quentin S. Broom, Jr., ...Appellant.

CORRECTED RECORD ON APPEAL

Rodney F. Pillsbury
Pillsbury Law Firm, LLC
301 Rutherford St.
Greenville, SC 29609
(864) 241-9823
Attorney for Respondent

Matthew T. Richardson
James E. Cox, Jr.
Wyche, P.A.
807 Gervais Street, Suite 301
Columbia, SC 29201
(803) 254-6542

Whitney B. Harrison
McGowan, Hood & Felder, LLC
1517 Hampton Street
Columbia, SC 29201
(803) 779-0100
Attorneys for Appellant

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LEE,BROOME,MACBAY & ASSOC., PA
P.O. BOX 5476
SPARTANBURG, SC 29304-5476
(864)574-3620
lbmanda@bellsouth.net

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

Enclosed is your completed income tax return for 2000. Please review all forms to verify that there are no omissions or misstatements. You should have an officer of the corporation sign and date the Federal return and then file the return by mailing it to:

INTERNAL REVENUE SERVICE
CINCINNATI, OH 45999-0013

Please retain a copy of your return and all supporting documents.

Your 2000 taxable income was -$182,489.00. Your total tax before estimated payments was $0.00.

Your return indicates a zero balance due. Therefore, it is not necessary to send an additional payment, nor are you due a refund.

Your South Carolina return indicates an amount due of $25.00. Please enclose a check or money order made payable to the state, sign and date the return, and mail all forms to:

S.C. Department of Revenue
Corporation Return
Columbia SC, 29214-0100

We have prepared and enclosed the SouthCarolina business personal property returns (PT-100). These returns should be signed, dated, and mailed on or before April 30, 2001. No payment is required with these returns.

You should note that we have enclosed a Schedule K-1 which must be sent to each shareholder. There is a letter attached to each of the K-1's which explains to the shareholders what they are to do with the form.

If you have any questions, please feel free to call us at your convenience. Thank you for your business and we look forward to serving you in the future.

Sincerely,

Jim

Timothy L. Russell, CPA

Form **1120S** — Department of the Treasury, Internal Revenue Service

U.S. Income Tax Return for an S Corporation

▶ Do not file this form unless the corporation has timely filed Form 2553 to elect to be an S corporation.
▶ See separate instructions.

OMB No. 1545-0130

2000

For calendar year 2000, or tax year beginning , 2000, & ending , 20

A Effective date of election as S corp. 01/01/1998	Use IRS label. Other-wise, print or type.	Name, Number, street, room/suite no., City/town, state, & ZIP code TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS, SC 29316	**C** Employer identification no. [redacted]
B Business code no. (see instructions) 713900			**D** Date incorporated 02/16/1990
			E Total assets (see instructions) $ 3,201,324.

F Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☒ Change in address (4) ☐ Amended return

G Enter number of shareholders in the corporation at end of the tax year ▶ 2

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a	Gross receipts or sales 1,333,988.	b Less returns and allowances	c Bal ▶	1c 1,333,988.
	2	Cost of goods sold (Schedule A, line 8)			2
	3	Gross profit. Subtract line 2 from line 1c			3 1,333,988.
	4	Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)			4
	5	Other income (loss) (attach schedule)			5
	6	**Total income (loss).** Combine lines 3 through 5		▶	6 1,333,988.
Deductions (See instructions for limitations)	7	Compensation of officers			7
	8	Salaries and wages (less employment credits)			8 315,138.
	9	Repairs and maintenance			9 2,072.
	10	Bad debts			10
	11	Rents			11 7,500.
	12	Taxes and licenses			12 221,626.
	13	Interest			13 49,830.
	14a	Depreciation (if required, attach Form 4562)	14a 584,071.		
	b	Depreciation claimed on Schedule A and elsewhere on return	14b		
	c	Subtract line 14b from line 14a			14c 584,071.
	15	Depletion (Do not deduct oil and gas depletion.)			15
	16	Advertising			16 27,892.
	17	Pension, profit-sharing, etc., plans			17
	18	Employee benefit programs			18
	19	Other deductions (attach schedule)			19 308,348.
	20	**Total deductions.** Add the amounts shown in the far right column for lines 7 through 19		▶	20 1,516,477.
	21	Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6			21 -182,489.
Tax and Payments	22	Tax: a Excess net passive income tax (attach schedule)	22a		
	b	Tax from Schedule D (Form 1120S)	22b		
	c	Add lines 22a and 22b (see the instructions for additional taxes)			22c
	23	Payments: a 2000 est. tax payments & amount applied from 1999 rtn.	23a		
	b	Tax deposited with Form 7004	23b		
	c	Credit for Federal tax paid on fuels (attach Form 4136)	23c		
	d	Add lines 23a through 23c			23d
	24	Estimated tax penalty. Check if Form 2220 is attached		▶ ☐	24
	25	**Tax due:** If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See the instructions for depository method of payment		▶	25
	26	**Overpayment.** If line 23d is larger than the total of lines 22c and 24, enter amount overpaid		▶	26
	27	Enter amount of line 26 you want: **Credited to 2001 est. tax** ▶		**Refunded** ▶	27

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.

Signature of officer	Date	Title
		DIRECTOR

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's SSN or PTIN
	3/6/01		[redacted]

Firm's name (or yours if self-employed), address, and ZIP code	EIN	Phone no.
LEE, BROOME, MACBAY & ASSOC., PA P.O. BOX 5476 SPARTANBURG, SC 29304-5476	[redacted]	(864) 574-3620

For Paperwork Reduction Act Notice, see the separate instructions. Form **1120S** (2000)

CAT 0 1120S12 NTF 32567

Software by Tax and Accounting Software Corp.

Schedule A Cost of Goods Sold (see instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	**Total.** Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

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 9d 0

e Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation? ☐ Yes ☐ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

Schedule B Other Information

		Yes	No
1	Check method of accounting: (a) ☒ Cash (b) ☐ Accrual (c) ☐ Other (specify) ▶		
2	Refer to the list in the instructions and state the corporation's principal: (a) Business activity ▶ ENTERTAINMENT (b) Product or service ▶ VIDEO GAMES		
3	Did the corporation at the end of the tax year 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, address, and employer identification number and (b) percentage owned		X
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5	Check this box if the corporation has filed or is required to file **Form 8264,** Application for Registration of a Tax Shelter ▶ ☐		
6	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐ If so, the corporation may have to file **Form 8281,** Information Return for Publicly Offered Original Issue Discount Instruments.		
7	If the corporation: (a) filed its election to be an S corporation after 1986, (b) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation, and (c) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see instructions) ▶ $		
8	Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see instructions) ▶ ☒		

Note: If the corporation 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.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

		(a) Pro rata share items		(b) Total amount
Income (Loss)	1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1	-182,489.
	2	Net income (loss) from rental real estate activities (attach Form 8825)	2	
	3a	Gross income from other rental activities	3a	
	b	Expenses from other rental activities (attach schedule)	3b	
	c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
	4	Portfolio income (loss):		
	a	Interest income	4a	2,168.
	b	Ordinary dividends	4b	
	c	Royalty income	4c	
	d	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d	
	e	Net long-term capital gain (loss) (attach Schedule D (Form 1120S)): (1) 28% rate gain (loss) ▶ (2) Total for year ▶	4e(2)	
	f	Other portfolio income (loss) (attach schedule)	4f	
	5	Net section 1231 gain (loss) (other than due to casualty or theft) (attach Form 4797)	5	-11,760.
	6	Other income (loss) (attach schedule)	6	

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)

		(a) Pro rata share items		(b) Total amount
Deductions	7	Charitable contributions (attach schedule)	7	50.
	8	Section 179 expense deduction (attach Form 4562)	8	
	9	Deductions related to portfolio income (loss) (itemize)	9	
	10	Other deductions (attach schedule)	10	
Investment Interest	11a	Interest expense on investment debts	11a	
	b (1)	Investment income included on lines 4a, 4b, 4c, and 4f	11b(1)	2,168.
	(2)	Investment expenses included on line 9 above	11b(2)	
Credits	12a	Credit for alcohol used as a fuel (attach Form 6478)	12a	
	b	Low-income housing credit:		
	(1)	From partnerships to which sec. 42(j)(5) applies for property placed in service before 1990	12b(1)	
	(2)	Other than on line 12b(1) for property placed in service before 1990	12b(2)	
	(3)	From partnerships to which section 42(j)(5) applies for property placed in service after 1989	12b(3)	
	(4)	Other than on line 12b(3) for property placed in service after 1989	12b(4)	
	c	Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c	
	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e	Credits related to other rental activities	12e	
	13	Other credits	13	
Adjustments and Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	260,620.
	b	Adjusted gain or loss	14b	-3,680.
	c	Depletion (other than oil and gas)	14c	
	d (1)	Gross income from oil, gas, or geothermal properties	14d(1)	
	(2)	Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e	Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶		
	b	Gross income sourced at shareholder level	15b	
	c	Foreign gross income sourced at corporate level:		
	(1)	Passive	15c(1)	
	(2)	Listed categories (attach schedule)	15c(2)	
	(3)	General limitation	15c(3)	
	d	Deductions allocated and apportioned at shareholder level:		
	(1)	Interest expense	15d(1)	
	(2)	Other	15d(2)	
	e	Deductions allocated and apportioned at corporate level to foreign source income:		
	(1)	Passive	15e(1)	
	(2)	Listed categories (attach schedule)	15e(2)	
	(3)	General limitation	15e(3)	
	f	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15f	
	g	Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g	
Other	16	Section 59(e)(2) expenditures: a Type ▶ b Amount ▶	16b	
	17	Tax-exempt interest income	17	
	18	Other tax-exempt income	18	
	19	Nondeductible expenses Statement Attached	19	18,432.
	20	Total property distributions (including cash) other than dividends reported on line 22 below	20	
	21	Other items and amounts required to be reported separately to shareholders (attach schedule)		
	22	Total dividend distributions paid from accumulated earnings and profits	22	
	23	Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15f, and 16b	23	-192,131.

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		158,364.		809,903.
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. Government obligations				
5 Tax-exempt securities				
6 Other current assets (attach schedule)		500,463.		360,547.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (attach schedule)				
10a Buildings and other depreciable assets	2,558,165.		3,270,089.	
b Less accumulated depreciation	691,758.	1,866,407.	1,269,215.	2,000,874.
11a Depletable assets				
b Less accumulated depletion				
12 Land (net of any amortization)		30,000.		30,000.
13a Intangible assets (amortizable only)				
b Less accumulated amortization				
14 Other assets (attach schedule)				
15 Total assets		2,555,234.		3,201,324.
Liabilities and Shareholders' Equity				
16 Accounts payable				
17 Mortgages, notes, bonds payable in less than 1 yr.				
18 Other current liabilities (attach schedule)				
19 Loans from shareholders		958,951.		1,452,799.
20 Mortgages, notes, bonds payable in 1 year or more		1,814,737.		2,177,542.
21 Other liabilities (attach schedule)				
22 Capital stock		2,000.		2,000.
23 Additional paid-in capital				
24 Retained earnings		-220,454.		-431,017.
25 Adjustments to shareholders' equity (attach sch.)				
26 Less cost of treasury stock		( )		( )
27 Total liabilities and shareholders' equity		2,555,234.		3,201,324.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return (You are not required to complete this schedule if the total assets on line 15, column (d), of Schedule L are less than $25,000.)

1 Net income (loss) per books	-210,563.	5 Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize): a Tax-exempt int. $	
2 Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):			
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15f, and 16b (itemize): a Depreciation $		6 Deductions included on Schedule K, lines 1 through 11a, 15f, and 16b, not charged against book income this year (itemize): a Depreciation $	
b Travel and entertainment $ 1,960.			
See Stmt. 16,472.	18,432.	7 Add lines 5 and 6	
4 Add lines 1 through 3	-192,131.	8 Income (loss) (Schedule K, line 23). Line 4 less line 7	-192,131.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-260,388.		
2 Ordinary income from page 1, line 21			
3 Other additions See Stmt.	2,168.		
4 Loss from page 1, line 21	(182,489.)		
5 Other reductions See Stmt.	(30,242.)	( )	
6 Combine lines 1 through 5	-470,951.		
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	-470,951.		

2005

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No. 1545-0184

2000

Attachment Sequence No. 27

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Identifying number: [redacted]

1 Enter the gross proceeds from sales or exchanges reported to you for 2000 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions): 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft — Most Property Held More Than 1 Year (See instructions.)

2 (a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
MACHINES	03/31/1999	12/31/2000		6,615.	18,375.	-11,760.

3	Gain, if any, from Form 4684, line 39	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: **Partnerships (except electing large partnerships).** Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 6. Skip lines 8, 9, 11, and 12 below. **S corporations.** Report the gain or (loss) following the instructions for Form 1120S, Schedule K, lines 5 and 6. Skip lines 8, 9, 11, and 12 below, unless line 7 is a gain and the S corporation is subject to the capital gains tax. **All others.** If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on Schedule D and skip lines 8, 9, and 12 below.	7	-11,760.
8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9	Subtract line 8 from line 7. If zero or less, enter -0-. Also enter on the appropriate line as follows (see instructions): **S corporations.** Enter any gain from line 9 on Schedule D (Form 1120S), line 15, and skip lines 11 and 12 below. **All others.** If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below, and enter the gain from line 9 as a long-term capital gain on Schedule D.	9	0.

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 17 (include property held 1 year or less):

11	Loss, if any, from line 7	11	( )
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Recapture of section 179 expense deduction for partners and S corporation shareholders from property dispositions by partnerships and S corporations (see instructions)	17	
18	Combine lines 10 through 17. Enter the gain or (loss) here and on the appropriate line as follows:	18	
a	For all except individual returns: Enter the gain or (loss) from line 18 on the return being filed.		
b	For individual returns: (1) If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18b(1)." See instructions.	18b(1)	
	(2) Redetermine the gain or (loss) on line 18 excluding the loss, if any, on line 18b(1). Enter here and on Form 1040, line 14	18b(2)	

For Paperwork Reduction Act Notice, see the instructions. Preparers Edition Form **4797** (2000)

GAA 0 479712 NTF 30767

2006

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach this form to your return.

OMB No. 1545-0172

2000

Attachment Sequence No. 67

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Business or activity to which this form relates: Form 1120S Line 14a

Identifying number: [redacted]

Part I Election To Expense Certain Tangible Property (Section 179) (Note: If you have any "listed property," complete Part V before you complete Part I.)

1	Maximum dollar limitation. If an enterprise zone business, see the instructions	1	$20,000
2	Total cost of section 179 property placed in service. See the instructions	2	
3	Threshold cost of section 179 property before reduction in limitation	3	$200,000
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 the instructions	5	20,000.

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter amount from line 27	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 1999. See the instructions	10	
11	Business income limitation. Enter 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 2001. Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property (automobiles, certain other vehicles, cellular telephones, certain computers, or property used for entertainment, recreation, or amusement). Instead, use Part V for listed property.

Part II MACRS Depreciation for Assets Placed in Service Only During Your 2000 Tax Year (Do not include listed property.)

Section A -- General Asset Account Election

14 If you are making the election under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See the instructions ▶ ☐

Section B -- General Depreciation System (GDS) (See the instructions.)

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr. (business/investment use only -- see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
15a	3-year property	[redacted]					
b	5-year property		505,304.	5 YRS	HY	200DB	101,061.
c	7-year property		12,796.	5 YRS	HY	200DB	1,828.
d	10-year property						
e	15-year property		15,200.	15 YRS	HY	150DB	760.
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	VARIOU	196,998.	39 yrs.	MM	S/L	2,703.
					MM	S/L	

Section C -- Alternative Depreciation System (ADS) (See the instructions.)

16a	Class life	[redacted]				S/L	
b	12-year			12 yrs.		S/L	
c	40-year			40 yrs.	MM	S/L	

Part III Other Depreciation (Do not include listed property.) (See the instructions.)

17	GDS and ADS deductions for assets placed in service in tax years beginning before 2000	17	464,769.
18	Property subject to section 168(f)(1) election	18	
19	ACRS and other depreciation	19	

Part IV Summary (See the instructions.)

20	Listed property. Enter amount from line 26	20	12,950.
21	Total. Add deductions on line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter here and on the appropriate lines of your return. Partnerships and S corporations -- see instructions	21	584,071.
22	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	22	[redacted]

For Paperwork Reduction Act Notice, see the instructions. SMA 45621-0001 T1127

Form 4562 (2000)

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 23a, 23b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See instructions for limits for passenger automobiles.)

23a Do you have evidence to support business/investment use claimed? Yes No **23b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Busn./ investment use percentage	(d) Cost or other basis	(e) Basis for depr. (busn./investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
24 Property used more than 50% in a qualified business use (See instructions.):								
97 FORD TRK	11/15/	100%	15,329.	15,329.	5 YRS	200DB	2,950.	
CHEVY TRUCK	03/24/	100%	28,456.	28,456.	5 YRS	200DB	5,000.	
CHEVY TRUCK	10/13/	100%	29,216.	29,216.	5 YRS	200DB	5,000.	
25 Property used 50% or less in a qualified business use (See instructions.):								
		%				S/L-		
		%				S/L-		
		%				S/L-		
26 Add amounts in column (h). Enter the total here and on line 20, page 1							26 12,950.	
27 Add amounts in column (i). Enter the total here and on line 7, page 1								27

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
28 Total business/investment miles driven during the year (do not include commuting miles – see the instructions)												
29 Total commuting miles driven during the year												
30 Total other personal (noncommuting) miles driven												
31 Total miles driven during the year. Add lines 28 through 30												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
32 Was the vehicle available for personal use during off-duty hours?												
33 Was the vehicle used primarily by a more than 5% owner or related person?												
34 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons. See instructions.

	Yes	No
35 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
36 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
37 Do you treat all use of vehicles by employees as personal use?		
38 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
39 Do you meet the requirements concerning qualified automobile demonstration use? See instructions		

Note: If your answer to 35, 36, 37, 38, or 39 is "Yes," you need not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
40 Amortization of costs that begins during your 2000 tax year (See instructions.):					
41 Amortization of costs that began before 2000				41	
42 Total. Add amounts in column (f). See instructions for where to report				42	

2008

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

QUENTIN S. BROOM, JR.
P.O.BOX 4914
SPARTANBURG, SC 29305

Dear Shareholder:

Attached to this letter is a Schedule K-1 which details your share of the company's income and deductions. These amounts should be included in your individual income tax return that you file for the 2000 year.

You should give this form to the firm or individual who prepares your personal income tax return so that the amounts detailed on the form may be properly included in your return.

Sincerely,

LEE,BROOME,MACBAY & ASSOC., PA

SCHEDULE K-1 (Form 1120S)

Shareholder's Share of Income, Credits, Deductions, etc.

▶ See separate Instructions.

For calendar year 2000 or tax year beginning , 2000, and ending , 20

OMB No. 1545-0130

2000

Department of the Treasury
Internal Revenue Service

Shareholder's identifying number ▶ [redacted]

Corporation's identifying number ▶ [redacted]

Shareholder's name, address, and ZIP code
QUENTIN S. BROOM, JR.
P.O.BOX 4914
SPARTANBURG, SC 29305

Corporation's name, address, and ZIP code
TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.%

B Internal Revenue Service Center where corporation filed its return ▶ Cincinnati, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1	Ordinary income (loss) from trade or business activities	1	-91,245.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2	Net income (loss) from rental real estate activities	2		
	3	Net income (loss) from other rental activities	3		
	4	Portfolio income (loss):			
	a	Interest	4a	1,084.	Sch. B, Part I, line 1
	b	Ordinary dividends	4b		Sch. B, Part II, line 5
	c	Royalties	4c		Sch. E, Part I, line 4
	d	Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
	e	Net long-term capital gain (loss):			
		(1) 28% rate gain (loss)	4e(1)		Sch. D, line 12, col. (g)
		(2) Total for year	4e(2)		Sch. D, line 12, col. (f)
	f	Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable line of your return.)
	5	Net section 1231 gain (loss) (other than due to casualty or theft)	5	-5,880.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6	Other income (loss) (attach schedule)	6		(Enter on applicable line of your return.)
Deductions	7	Charitable contributions (attach schedule)	7	25.	Sch. A, line 15 or 16
	8	Section 179 expense deduction	8		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9	Deductions related to portfolio income (loss) (attach schedule)	9		
	10	Other deductions (attach schedule)	10		
Investment Interest	11a	Interest expense on investment debts	11a		Form 4952, line 1
	b	(1) Investment income included on lines 4a, 4b, 4c, & 4f above	11b(1)	1,084.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
		(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a	Credit for alcohol used as fuel	12a		Form 6478, line 10
	b	Low-income housing credit:			
		(1) From section 42(j)(5) partnerships for property placed in service before 1990	12b(1)		Form 8586, line 5
		(2) Other than on line 12b(1) for property placed in service before 1990	12b(2)		
		(3) From section 42(j)(5) partnerships for property placed in service after 1989	12b(3)		
		(4) Other than on line 12b(3) for property placed in service after 1989	12b(4)		
	c	Qualified rehabilitation expenditures related to rental real estate activities	12c		
	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	e	Credits related to other rental activities	12e		
	13	Other credits	13		

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments & Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a	130,310.	See the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	-1,840.	
	c Depletion (other than oil and gas)	14c		
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)		
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e Other adjustments and tax preference items (attach schedule)	14e		
Foreign Taxes	15a Name of foreign country or U.S. possession ▶			
	b Gross income sourced at shareholder level	15b		Form 1116, Part I
	c Foreign gross income sourced at corporate level:			
	(1) Passive	15c(1)		
	(2) Listed categories (attach schedule)	15c(2)		
	(3) General limitation	15c(3)		
	d Deductions allocated and apportioned at shareholder level:			
	(1) Interest expense	15d(1)		
	(2) Other	15d(2)		
	e Deductions allocated and apportioned at corporate level to foreign source income:			
	(1) Passive	15e(1)		
	(2) Listed categories (attach schedule)	15e(2)		
	(3) General limitation	15e(3)		
	f Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15f		Form 1116, Part II
	g Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g		See Instructions for Form 1116
Other	16 Section 59(e)(2) expenditures: a Type ▶			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Amount	16b		
	17 Tax-exempt interest income	17		Form 1040, line 8b
	18 Other tax-exempt income	18		
	19 Nondeductible expenses	19	9,216.	See the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21 Amount of loan repayments for "Loans From Shareholders"	21		
	22 Recapture of low-income housing credit:			
	a From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

See Statement(s) Attached

2000 Shareholder's Basis Computation

S Corporation Name:
TRI-STAR COMMUNICATIONS, INC

Employer ID Number:
[redacted]

Shareholder's Name:
QUENTIN S. BROOM, JR.

Shareholder ID Number:
[redacted]

Stock Basis

1	Balance - beginning of year		1
2	Contributions to capital/stock purchases	2	
3	Adjustment for income and gain items (from Schedule K-1):		
	a Nonseparately stated income	3a	
	Separately stated income:		
	b Net rental income	3b	
	c Interest, dividends, and royalties	3c	1,084.
	d Capital gain	3d	
	e Section 1231 gain	3e	
	f Other portfolio income	3f	
	g Tax-exempt income	3g	
	h Other income	3h	
4	Other adjustments for income and gain items:	4	
5	Total increase to stock basis		5 1,084.
6	Nondividend distributions	6	
7	Adjustment for loss and deduction items (from Schedule K-1):		
	a Prior years' loss carryover	7a	
	b Nonseparately stated loss	7b	91,245.
	Separately stated losses and deductions:		
	c Net rental loss	7c	
	d Capital loss	7d	
	e Section 1231 loss	7e	5,880.
	f Other portfolio loss	7f	
	g Other loss	7g	
	h Charitable Contributions	7h	25.
	i Section 179 deduction	7i	
	j Deductions related to portfolio income	7j	
	k Nondeductible expenses	7k	9,216.
	l Other deductions	7l	
	m Interest expense on investment debts	7m	
	n Total foreign taxes	7n	
	o Section 59(e) expenditures	7o	
8	Other adjustments for loss and deduction items: Loss in excess of basis	8	105,282.
9	Total decrease to stock basis		9 1,084.
10	Balance - end of year		10

Debt Basis

1	Balance - beginning of year	1 5,281.
2	New loans to corporation	2 191,925.
3	Other adjustments to debt basis: Stock loss in excess of basis	3 -105,282.
4	Repayment of debt principal	4
5	Balance - end of year	5 91,924.

10

****

Supplemental Information For Schedule K-1

Prepared for: QUENTIN S. BROOM, JR.
P.O.BOX 4914
SPARTANBURG, SC 29305
Identifying Number: [redacted]

Line 19 Schedule K-1 (Form 1120S)
Nondeductible expenses

Description	Amount
Meals & entertainment expenses	980.
PENALITES	575.
OTHER NONDEDUCTIBLE EXPENSES	7,661.
TOTAL	9,216.

//

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

H. HUGH ANDREWS, II
9107 ASHEVILLE HWY
SPARTANBURG, SC 29316

Dear Shareholder:

Attached to this letter is a Schedule K-1 which details your share of the company's income and deductions. These amounts should be included in your individual income tax return that you file for the 2000 year.

You should give this form to the firm or individual who prepares your personal income tax return so that the amounts detailed on the form may be properly included in your return.

Sincerely,

LEE,BROOME,MACBAY & ASSOC., PA

SCHEDULE K-1 (Form 1120S) — **Shareholder's Share of Income, Credits, Deductions, etc.** — OMB No. 1545-0130

▶ See separate instructions.

For calendar year 2000 or tax year beginning , 2000, and ending , 20

2000

Department of the Treasury Internal Revenue Service

Shareholder's identifying number ▶ [redacted]	Corporation's identifying number ▶ [redacted]
Shareholder's name, address, and ZIP code D. HUGH ANDREWS, II 9107 ASHEVILLE HWY SPARTANBURG, SC 29316	Corporation's name, address, and ZIP code TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS, SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.%

B Internal Revenue Service Center where corporation filed its return ▶ Cincinnati, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1	Ordinary income (loss) from trade or business activities	1	-91,244.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2	Net income (loss) from rental real estate activities	2		
	3	Net income (loss) from other rental activities	3		
	4	Portfolio income (loss):			
	a	Interest	4a	1,084.	Sch. B, Part I, line 1
	b	Ordinary dividends	4b		Sch. B, Part II, line 5
	c	Royalties	4c		Sch. E, Part I, line 4
	d	Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
	e	Net long-term capital gain (loss):			
	(1)	28% rate gain (loss)	4e(1)		Sch. D, line 12, col. (g)
	(2)	Total for year	4e(2)		Sch. D, line 12, col. (f)
	f	Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable line of your return.)
	5	Net section 1231 gain (loss) (other than due to casualty or theft)	5	-5,880.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6	Other income (loss) (attach schedule)	6		(Enter on applicable line of your return.)
Deductions	7	Charitable contributions (attach schedule)	7	25.	Sch. A, line 15 or 16
	8	Section 179 expense deduction	8		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9	Deductions related to portfolio income (loss) (attach schedule)	9		
	10	Other deductions (attach schedule)	10		
Investment Interest	11a	Interest expense on investment debts	11a		Form 4952, line 1
	b (1)	Investment income included on lines 4a, 4b, 4c, & 4f above	11b(1)	1,084.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2)	Investment expenses included on line 9 above	11b(2)		
Credits	12a	Credit for alcohol used as fuel	12a		Form 6478, line 10
	b	Low-income housing credit:			
	(1)	From section 42(j)(5) partnerships for property placed in service before 1990	12b(1)		Form 8586, line 5
	(2)	Other than on line 12b(1) for property placed in service before 1990	12b(2)		
	(3)	From section 42(j)(5) partnerships for property placed in service after 1989	12b(3)		
	(4)	Other than on line 12b(3) for property placed in service after 1989	12b(4)		
	c	Qualified rehabilitation expenditures related to rental real estate activities	12c		
	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	e	Credits related to other rental activities	12e		
	13	Other credits	13		

Shareholder #2

12

Schedule K-1 (Form 1120S) (2000) TRI-STAR COMMUNICATIONS, INC H. HUGH ANDREWS, II [redacted] Page 2

		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments & Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	130,310.	See the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b	Adjusted gain or loss	14b	-1,840.	
	c	Depletion (other than oil and gas)	14c		
	d (1)	Gross income from oil, gas, or geothermal properties	14d(1)		
	(2)	Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e	Other adjustments and tax preference items (attach schedule)	14e		
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶			
	b	Gross income sourced at shareholder level	15b		Form 1116, Part I
	c	Foreign gross income sourced at corporate level:			
	(1)	Passive	15c(1)		
	(2)	Listed categories (attach schedule)	15c(2)		
	(3)	General limitation	15c(3)		
	d	Deductions allocated and apportioned at shareholder level:			
	(1)	Interest expense	15d(1)		
	(2)	Other	15d(2)		
	e	Deductions allocated and apportioned at corporate level to foreign source income:			
	(1)	Passive	15e(1)		
	(2)	Listed categories (attach schedule)	15e(2)		
	(3)	General limitation	15e(3)		
	f	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15f		Form 1116, Part II
	g	Reduction in taxes available for credit and gross income from all sources (attach schedule)	15g		See Instructions for Form 1116
Other	16	Section 59(e)(2) expenditures: a Type ▶			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b	Amount	16b		
	17	Tax-exempt interest income	17		Form 1040, line 8b
	18	Other tax-exempt income	18		
	19	Nondeductible expenses	19	9,216.	See the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20	Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21	Amount of loan repayments for "Loans From Shareholders"	21		
	22	Recapture of low-income housing credit:			
	a	From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b	Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

See Statement(s) Attached

2000 Shareholder's Basis Computation

S Corporation Name:
TRI-STAR COMMUNICATIONS, INC

Employer ID Number:
[redacted]

Shareholder's Name:
HUGH ANDREWS, II

Shareholder ID Number:
[redacted]

Stock Basis

1	Balance - beginning of year		1
2	Contributions to capital/stock purchases		
3	Adjustment for income and gain items (from Schedule K-1):		
a	Nonseparately stated income	3a	
	Separately stated income:		
b	Net rental income	3b	
c	Interest, dividends, and royalties	3c	1,084.
d	Capital gain	3d	
e	Section 1231 gain	3e	
f	Other portfolio income	3f	
g	Tax-exempt income	3g	
h	Other income	3h	
4	Other adjustments for income and gain items:	4	
5	Total increase to stock basis		1,084.
6	Nondividend distributions		
7	Adjustment for loss and deduction items (from Schedule K-1):		
a	Prior years' loss carryover	7a	
b	Nonseparately stated loss	7b	91,244.
	Separately stated losses and deductions:		
c	Net rental loss	7c	
d	Capital loss	7d	
e	Section 1231 loss	7e	5,880.
f	Other portfolio loss	7f	
g	Other loss	7g	
h	Charitable Contributions	7h	25.
i	Section 179 deduction	7i	
j	Deductions related to portfolio income	7j	
k	Nondeductible expenses	7k	9,216.
l	Other deductions	7l	
m	Interest expense on investment debts	7m	
n	Total foreign taxes	7n	
o	Section 59(e) expenditures	7o	
8	Other adjustments for loss and deduction items: Loss in excess of basis	8	105,281.
9	Total decrease to stock basis		1,084.
10	Balance - end of year		

Debt Basis

1	Balance - beginning of year	695,281.
2	New loans to corporation	301,924.
3	Other adjustments to debt basis: Stock loss in excess of basis	-105,281.
4	Repayment of debt principal	
5	Balance - end of year	891,924.

****

Supplemental Information For Schedule K-1

Prepared for: H. HUGH ANDREWS, II
9107 ASHEVILLE HWY
SPARTANBURG, SC 29316
Identifying Number: [redacted]

Line 19 Schedule K-1 (Form 1120S)
Nondeductible expenses

Description	Amount
Meals & entertainment expenses	980.
PENALITES	575.
OTHER NONDEDUCTIBLE EXPENSES	7,661.
TOTAL	9,216.

15

Form 1120S - Deductions, Line 12
Taxes & Licenses

Description	Amount
PAYROLL TAXES	31,594.
MACHINE LICENSES	161,548.
PROPERTY TAXES	28,484.
TOTAL	221,626.

Form 1120S - Deductions, Line 19
Other Deductions

Description	Amount
AUTO EXPENSE	2,789.
CONTRACT LABOR	3,303.
DUES & SUBSCRIPTIONS	4,031.
INSURANCE	13,750.
MISCELLANEOUS	283.
OFFICE EXPENSE	3,366.
PROFESSIONAL FEES	78,973.
POSTAGE & FREIGHT	1,355.
SECURITY	779.
STORAGE	9,575.
SUPPLIES	42,569.
TELEPHONE	15,598.
UTILITIES	18,179.
TRAVEL	89,236.
DELIVERY EXPENSE	22,602.
Meals & entertainment expenses	1,960.
TOTAL	308,348.

Form 1120S - Schedule K, Line 19
Nondeductible Expenses

Description	Amount
Meals & entertainment expenses	1,960.
PENALITES	1,150.

Continued on Page 2

OTHER NONDEDUCTIBLE EXPENSES	15,322.
TOTAL	18,432.

Form 1120S - Schedule L, Line 6
Other Current Assets

Description	Beginning	Ending
LOANS RECEIVABLE	339,721.	360,547.
PREPAID LICENSE FEES	160,742.	
TOTAL	500,463.	360,547.

Form 1120S - Schedule M-1, Line 3
Other Expenses Recorded on Books not Deductible

Description	Amount
PENALTIES	1,150.
OTHER NONDEDUCTIBLE EXPENSES	15,322.
TOTAL	16,472.

S-Corporation Form 1120S
Schedule M-2 - Other Additions

Description	Accumulated Adjustments Account	Other Adjustments Account
Interest income	2,168.	
TOTAL	2,168.	0.

Continued on Page 3

S-Corporation Form 1120S
Schedule M-2 - Other Reductions

Description	Accumulated Adjustments Account	Other Adjustments Account
Net Section 1231 loss	11,760.	
Charitable contributions	50.	
Nondeductible expenses	18,432.	
TOTAL	30,242.	0.

1999 – 2000 TAX SUMMARY

Company: TRI-STAR COMMUNICATIONS, INC EIN: [redacted]

INCOME	2000	1999	DIFFERENCE
Gross receipts or sales	1,333,988.	2,268,017.	-934,029.
Less returns and allowances	0.	0.	0.
Balance	1,333,988.	2,268,017.	-934,029.
Cost of goods sold	0.	0.	0.
Gross profit	1,333,988.	2,268,017.	-934,029.
Net form 4797 gain/(loss)	0.	1,587.	-1,587.
Other income/(loss)	0.	0.	0.
TOTAL INCOME/(LOSS)	1,333,988.	2,269,604.	-935,616.
DEDUCTIONS			
Compensation of officers	0.	0.	0.
Salaries and wages	315,138.	280,860.	34,278.
Repairs and maintenance	2,072.	5,586.	-3,514.
Bad debts	0.	0.	0.
Rents	7,500.	0.	7,500.
Taxes and licenses	221,626.	607,523.	-385,897.
Interest	49,830.	64,153.	-14,323.
Depreciation	584,071.	492,674.	91,397.
Depletion	0.	0.	0.
Advertising	27,892.	65,201.	-37,309.
Pension, profit-sharing, etc. plans	0.	0.	0.
Employee benefit programs	0.	0.	0.
Other deductions	308,348.	237,134.	71,214.
Total Deductions	1,516,477.	1,753,131.	-236,654.
Ordinary income	-182,489.	516,473.	-698,962.
Section 179 Taxable Income Limitation	0.	19,000.	-19,000.
TAXES & PAYMENTS			
Tax	0.	0.	0.
Payments	0.	0.	0.
Estimated tax penalty	0.	0.	0.
Amount OWED with return	0.	0.	0.
Overpayment	0.	0.	0.
Amount credited to next year	0.	0.	0.
REFUND due	0.	0.	0.
SCHEDULE K - Income/(Loss)			
Ordinary income less built-in gains tax	-182,489.	516,473.	-698,962.
Net income/(loss) from rental real estate	0.	0.	0.
Net income/(loss) from other rentals	0.	0.	0.
Interest income	2,168.	8,091.	-5,923.
Dividend income	0.	0.	0.
Royalty income	0.	0.	0.
Net short-term capital gain/(loss)	0.	0.	0.
Net long-term capital gain/(loss)	0.	0.	0.
Other portfolio income/(loss)	0.	0.	0.
Net gain/(loss) under Section 1231	-11,760.	-468,775.	457,015.
Other income/(loss)	0.	0.	0.

1999 - 2000 TAX SUMMARY

Company: TRI-STAR COMMUNICATIONS, INC EIN: [redacted]

SCHEDULE K - Deductions	2000	1999	DIFFERENCE
Charitable contributions	50.	550.	-500.
Section 179 expense deduction	0.	0.	0.
Deductions related to portfolio income	0.	0.	0.
Other deductions	0.	0.	0.
INVESTMENT INTEREST			
Interest expense on investment debts	0.	0.	0.
Investment income	2,168.	8,091.	-5,923.
Investment expenses	0.	0.	0.
CREDITS			
Alcohol used as fuel	0.	0.	0.
Low-income housing credit:			
42(j)(5) - Pre '90	0.	0.	0.
Other - Pre '90	0.	0.	0.
42(j)(5) - Post '89	0.	0.	0.
Other - Post '89	0.	0.	0.
Qualified rehabilitation expenditures	0.	0.	0.
Rental real estate credits	0.	0.	0.
Other rental activity credits	0.	0.	0.
Other credits	0.	0.	0.
TAX PREFERENCE ITEMS			
Depreciation adjustment - post '86 property	260,620.	249,307.	11,313.
Adjusted gain/(loss)	-3,680.	1,133.	-4,813.
Depletion	0.	0.	0.
Gross income from oil, gas, or geothermal property	0.	0.	0.
Deductions from oil, gas, or geothermal property	0.	0.	0.
Other adjustments and tax preference items	0.	0.	0.
FOREIGN TAXES			
Gross income sourced at shareholder level	0.	0.	0.
Foreign Gross Income at Corp level (passive)	0.	0.	0.
(Listed categories)	0.	0.	0.
(General limitation)	0.	0.	0.
Deductions at shareholder level (Int expense)	0.	0.	0.
(Other)	0.	0.	0.
Deductions allocated at Corp level (passive)	0.	0.	0.
(Listed categories)	0.	0.	0.
(General limitation)	0.	0.	0.
Total foreign taxes	0.	0.	0.
Reduction in taxes avail. for credit and gross inc.	0.	0.	0.
OTHER			
Sec. 59(e) expenditures	0.	0.	0.
Tax-exempt interest income	0.	0.	0.
Other tax-exempt income	0.	0.	0.
Nondeductible expenses	18,432.	35,280.	-16,848.
Property distributions other than dividends	0.	251,776.	-251,776.
Dividends distributed from accumulated E&P	0.	0.	0.
Income/(loss)	-192,131.	55,239.	-247,370.

STATE OF SOUTH CAROLINA

'S' CORPORATION INCOME TAX RETURN

Return is due on or before the 15th day of the 3rd month following the close of the taxable year.

Mail this return to:
DEPARTMENT OF REVENUE
Corporation Return
Columbia, SC 29214-0100

SC 1120S
(Rev. 9/14/00) 3095

TAXPAYER ID INFORMATION

S.C. FILE #

INCOME TAX PERIOD ENDING: 12/31/2000

LICENSE FEE PERIOD ENDING: 12/31/2001

FED E.I.# [redacted]

NAME: TRI-STAR COMMUNICATIONS, INC

MAILING ADDRESS: 9107 ASHEVILLE HIGHWAY

CITY, STATE, ZIP CODE: BOILING SPRINGS, SC 29316

Change of: [X] Address [ ] Accounting Period

A COMPLETE COPY OF FEDERAL RETURN MUST BE ATTACHED TO THIS RETURN.

Check if [ ] Consolidated Return

If Final Return, Indicate Whether: Merged [ ] Reorganized [ ] Dissolved [ ] Withdrawn [ ]

County or Counties in SC Where Property is Located:
SPARTANBURG

City: SPARTANBURG, SC — Audit Location — State

Telephone Number:

Total Gross Receipts: ▶ 1,333,988.

Total cost of depreciable personal property in SC: ▶

Does the Corporation have any Shareholders who are nonresidents of South Carolina? Yes [X] No

PART I. COMPUTATION

1. Total of lines 1 through 6, Schedule K of 2000 Federal Form 1120S	1.	-192,081.
2. Net Adjustment from line 15, Schedule A and B	2.	
3. Total Net Income as Reconciled (add line 1 plus or minus line 2)	3.	-192,081.
4. If Multi-state Corporation, enter amount from line 2, Schedule G; otherwise, enter amount from line 3	4.	-192,081.
5. LESS: Income on line 4 taxed to shareholders of S Corporation	5.	(-192,081.)
6. South Carolina Net Income subject to tax (line 4 less line 5)	6.	0.
7. TAX: Multiply amount on line 6 by .05 (5.0%)	7.	
8. Payments: (a) Tax Withheld (see inst.) (b) Paid by Declaration (c) Paid with Tentative Return (d) Credit from Line 23b		
9. Total Payments (add lines 8a through 8d)	9.	
10. Balance of Tax Due (line 7 less line 9)	10.	
11. Interest Due ▶ Penalty Due ▶ (See penalty and interest inst.) Enter Total	11.	
12. TOTAL INCOME TAX, Interest and Penalty Due (add lines 10 and 11)	12.	
13. **OVERPAYMENT** (line 9 less line 7) To be applied as follows: (a) Estimated Tax ▶ (b) License Fee ▶ (c) Refunded ▶		

PART II. COMPUTATION

14. Total Capital And Paid In Surplus (Multi-State Corporations See Schedule E)	14.	2,000.
15. FEE DUE — Line 14 x 1001 plus $15.00 **(Fee cannot be less than $25.00 per taxpayer)**	15.	25.
16. Less Corporate Headquarters Credit (TC-8)	16.	
17. Balance (line 15 less line 16)	17.	25.
18. Payments: (a) Paid with Tentative Rtn. (b) Credit from line 13b		
19. Total Payments (add line 18(a) and (b))	19.	
20. Balance of Fee Due (line 17 less line 19)	20.	25.
21. Interest Due ▶ Penalty Due ▶ (See penalty and interest inst.) Enter Total	21.	
22. TOTAL LICENSE FEE, Interest and Penalty Due (add lines 20 and 21)	22.	25.
23. **OVERPAYMENT** (line 19 less line 17) To be applied as follows: (a) Estimated Tax ▶ (b) Income Tax ▶ (c) Refunded ▶		
24. GRAND TOTAL: INCOME TAX and LICENSE FEE DUE (add lines 12 and 22) EFT [ ] ▶	24.	25.

Make check payable to: SC Department of Revenue.

Please Sign Here

I, the undersigned, a principal officer of the corporation for which this return is made, declare that this return including accompanying Annual statements and schedules has been examined by me and is to the best of my knowledge and belief, a true and complete return.

Signature of officer ▶ Date ▶ DIRECTOR Title

I authorize the Director of the Department of Revenue or delegate to discuss this return, attachments and related tax matters with the preparer. Yes [X] No [ ]

Preparer's Printed Name: LEE, BROOME, MACBAY

Paid Preparer's Use Only

Preparer's signature ▶ Date: Check if self-employed ▶ [ ] Preparer's telephone number: (864) 574-3620

Firm's name (or yours if self-employed) and address ▶ LEE, BROOME, MACBAY & ASSOC., PA
P.O. BOX 5476
SPARTANBURG, SC

E.I. No. ▶ [redacted]

ZIP Code ▶ 29304-5476

0 SC120S1 NTF31272A

19

2024

TRI-STAR COMMUNICATIONS, INC [redacted]

SC 1120S (Rev. 9/14/00)

SCHEDULE A AND B ADDITIONS TO FEDERAL NET INCOME

1	Taxes on or Measured By Income	1.	
2	Excess net passive income subject to federal tax	2.	
3	Taxable portion of certain built-in gains subject to federal tax	3.	
4		4.	
5		5.	
6	Other Additions (attach schedule)	6.	
7	Total Additions (add lines 1 through 6)	7.	

DEDUCTIONS FROM FEDERAL NET INCOME

8		8.	
9		9.	
10		10.	
11		11.	
12		12.	
13	Other Deductions (attach schedule)	13.	
14	Total Deductions (add lines 8 through 13)	14.	
15	Net Adjustment (line 7 less line 14) Also enter on line 2, Part I, SC1120S	15.	

SCHEDULE C RESERVED

SCHEDULE D ANNUAL REPORT TO BE COMPLETED BY ALL CORPORATIONS

1. Name of Corporation TRI-STAR COMMUNICATIONS, INC
2. Date of this report 12/31/2000 Fed. E.I. No. [redacted]
3. Incorporated under the laws of the State of South Carolina on 02/16/1990
4. If Foreign Corporation, the date qualified to do business in the State of South Carolina is
5. Location of the Registered Office of the Corporation in the State of South Carolina is 1449 ASHVILLE HWY In City of SPARTANBURG Registered Agent at such address is QUENTIN S. BROOM, JR.
6. Was the name of the Corporation changed during the year? NO Give old name
7. Date commenced business in the State of South Carolina was 02/16/1990
8. Location of principal office 1449 ASHVILLE HWY, SPARTANBURG, SC
   Nature of principal business in S.C. VIDEO GAME ENTERTAINMENT
9. The Corporation's books are in the care of CORPORATION
   Located at (street address) ABOVE
10. If a Professional corporation are all shareholders, one-half of the directors and all officers (other than the secretary and treasurer) qualified to practice the professional service engaged in by the corporation?
11. The total number of **authorized** shares of capital stock, itemized by class and series, if any, within each class is as follows:

NUMBER OF SHARES	CLASS	SERIES

12. The total number of **issued** and outstanding shares of capital stock itemized by class and series, if any, within each class is as follows:

NUMBER OF SHARES	CLASS	SERIES

13. The total amount of stated capital per balance sheet is:
    Total paid in Capital Stock (cannot be a negative amount) ..... $ 2,000.
    Total paid in Capital Surplus (cannot be a negative amount) ..... $
    Total amount of stated Capital (cannot be a negative amount) .... $ 2,000.
14. The names and business addresses of the directors (or individuals functioning as directors) and principal officers in the Corporation are: (If additional space is necessary, attach a separate schedule.)

NAME	BUSINESS ADDRESS AND OFFICE
QUENTIN S. BROOM, JR.	9107 ASHEVILLE HWY, BOILING SPRINGS, SC
T. HUGH ANDREWS, II	9107 ASHEVILLE HWY, BOILING SPRINGS, SC

TRI-STAR COMMUNICATIONS, INC. [redacted]

SC1120S (Rev. 9/14/00)

SCHEDULES E, G, AND H ARE TO BE COMPLETED BY MULTI-STATE CORPORATIONS

SCHEDULE E COMPUTATION FOR LICENSE FEE — MULTI-STATE CORPORATIONS

1.	Total Capital and Paid-In-Surplus at end of Year	$
2.	SC PROPORTION: (line 1 X ratio from Schedule H-1, H-2 or H-3, as appropriate) Also enter on line 14, Part II	$

SCHEDULE F RESERVED

SCHEDULE G COMPUTATION OF TAXABLE INCOME FOR CORPORATIONS CLAIMING MULTI-STATE OPERATIONS

1.	Total net income as adjusted. Enter amount from line 3, Part I	1.
2.	Multiply amount on line 1 by appropriate ratio from Schedule H-1, 2, or 3 and enter result here and on line 4, Part I of Page 1 Note: See instructions for line 2 of page 1 for directly allocated items.	2.

SCHEDULE H-1 COMPUTATION OF FOUR FACTOR APPORTIONMENT RATIO

		1. Property Within South Carolina		2. Total Property Everywhere	
		(a) Beginning Period	(b) Ending Period	(a) Beginning Period	(b) Ending Period
1.	Land				
2.	Buildings				
3.	Machinery and Equipment				
4.	Inventories				
5.	Other Property				
6.	Exclusions	( )	( )	( )	( )
7.	TOTAL (add lines 1 - 5, subtract line 6)				
		1. Within S.C.		2. Total Everywhere	3. Ratio
8.	Avg. of Beginning & Ending Period (add line 7a and b and divide by 2)				
9.	Rental or Lease Value				
10.	TOTAL **Property** Add lines 8 and 9. (Col. 1 ÷ Col. 2 & enter ratio in Col. 3)				%
11.	GROSS Payroll				
12.	Less: Officers Compensation and Exclusions	( )		( )	
13.	TOTAL **Payroll** (Col. 1 ÷ Col. 2 and enter ratio in Col. 3)				%
14.	TOTAL **Sales** (Col. 1 ÷ Col. 2 and enter ratio in Col. 3)				%
15.	TOTAL **Sales** (same as line 14)				%
16.	TOTAL of Ratios (add Column 3 — lines 10, 13, 14 and 15)				%
17.	Arithmetical Average of Ratios				%

SCHEDULE H-2 COMPUTATION OF GROSS RECEIPTS RATIO

		1. In S.C.	2. Total Everywhere	3. Ratio
1.	Total Gross Receipts			
2.	Less: Exclusion (see instructions)	( )	( )	
3.	Gross Receipts (for ratio)			
4.	Ratio of Gross Receipts (line 3, Col. 1 ÷ line 3, Col. 2)			%

SCHEDULE H-3 COMPUTATION OF RATIO FOR PUBLIC SERVICE CORPORATIONS

		Amount	Ratio
1.	Total Within South Carolina		
2.	Total for System		
3.	Ratio (South Carolina ÷ Total System)		%

SCHEDULE SC-K

*Enter amounts from corresponding lines on your federal Schedule K in Column A.

	(A)* Amounts From Federal Schedule K	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States Other than SC	(E) Col. (C) Amounts Apportioned or Allocated in SC
1	Ordinary Business Income (loss) -182,489.		-182,489.		-182,489.
2	Net Real Estate Rents				
3	Net -- Other Rents				
4a	Interest Income 2,168.		2,168.		2,168.
4b	Dividend Income			[redacted]	
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) -11,760.		-11,760.		-11,760.
6	Other Income				
7	Charitable Contributions 50.		50.		50.
8	Sec. 179 Exp. Deduction				
9	Deductions Related To Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp.				

Non-Refundable Tax Credits — **Amount**

A Drip/Trickle Irrigation System (TC-1) ..... A
B Minority Business (TC-2) ..... B
C Water Resources (TC-3) C
D South Carolina New Jobs Credit (TC-4) ..... D
E Scenic Rivers (TC-5) ..... E
F Palmetto Seed Capital (TC-7) ..... F
G Child Care Program (TC-9) ..... G
H Base Closure/Federal Facility Employment Reduction-Hiring Credit (TC-10) ..... H
I Economic Impact Zone Property Investment Credit (TC-11) I
J Credit for Hiring Recipients of Family Independence Payments (TC-12) ..... J
K Additional Family Independence Payments Credit (TC-12-A) ..... K
L Motion Picture Project/Production Facility Credit (TC-13) L

South Carolina Shareholder Information

South Carolina Resident Shareholder Schedule

For calendar year 2000 or tax year beginning , 2000, and ending

2000

Shareholder's identifying number ▶ [redacted]	Corporation's identifying number ▶ [redacted]
Shareholder's name, address, and ZIP code QUENTIN S. BROOM, JR. P.O.BOX 4914 SPARTANBURG, SC 29305	Corporation's name, address, and ZIP code TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS, SC 29316

Shareholder's percentage of stock ownership for tax year ▶ 50.%

		(a) Pro rata Share Items		(b) South Carolina Adjustments	(d) Apportioned or Allocated to States Other than SC
Income (Loss)	1	Ordinary income (loss) from trade or business activities	1		
	2	Net income (loss) from rental real estate activities	2		
	3c	Net income (loss) from other rental activities	3c		
	4	Portfolio income (loss):			
	a	Interest	4a		
	b	Dividends	4b		
	c	Royalties	4c		
	d	Net short-term capital gain (loss)	4d		
	e	Net long-term capital gain (loss)	4e		
	f	Other portfolio income (loss)	4f		
	5	Net gain (loss) under section 1231 (other than due to casualty or theft)	5		
	6	Other income (loss)	6		
Deductions	7	Charitable contributions	7		
	8	Section 179 expense deduction	8		
	9	Deductions related to portfolio income (loss)	9		
	10	Other deductions	10		
Investment Interest	11	Interest expense on investment debts	11		

Shareholder #1

TD-2000 SCK11

South Carolina Shareholder Information

South Carolina Resident Shareholder Schedule

For calendar year 2000 or tax year beginning , 2000, and ending

2000

Shareholder's identifying number ▶ [redacted]

Corporation's identifying number ▶ [redacted]

Shareholder's name, address, and ZIP code
H. HUGH ANDREWS, II
9107 ASHEVILLE HWY
SPARTANBURG, SC 29316

Corporation's name, address, and ZIP code
TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

Shareholder's percentage of stock ownership for tax year ▶ 50.%

		(a) Pro rata Share Items		(b) South Carolina Adjustments	(d) Apportioned or Allocated to States Other than SC
Income (Loss)	1	Ordinary income (loss) from trade or business activities	1		
	2	Net income (loss) from rental real estate activities	2		
	3c	Net income (loss) from other rental activities	3c		
	4	Portfolio income (loss):			
	a	Interest	4a		
	b	Dividends	4b		
	c	Royalties	4c		
	d	Net short-term capital gain (loss)	4d		
	e	Net long-term capital gain (loss)	4e		
	f	Other portfolio income (loss)	4f		
	5	Net gain (loss) under section 1231 (other than due to casualty or theft)	5		
	6	Other income (loss)	6		
Deductions	7	Charitable contributions	7		
	8	Section 179 expense deduction	8		
	9	Deductions related to portfolio income (loss)	9		
	10	Other deductions	10		
Investment Interest	11	Interest expense on investment debts	11		

Shareholder #2

(24)

TD 2000 SC 11

2000 STATE TAX SUMMARY
for
South Carolina

EIN/SSN#: [redacted]
Name: TRI-STAR COMMUNICATIONS, INC
Date: 03/05/2001

PART I: COMPUTATION OF TAX LIABILITY:

1.	Federal Schedule K lines 1 through 6	-192,081.
2.	Net adjustment from line 15, Schedule A and B	0.
3.	Total Net Income as Reconciled	-192,081.
	Apportionment Percentage	100.%
4.	If multi-state corp., amt. from Sch. G or amount from line	-192,081.
5.	Less: income taxed to shareholders	-192,081.
6.	TOTAL TAXABLE INCOME	0.
7.	TAX	0.
9.	Total payments	0.
11.	Penalty for Underpayment	0.
	Interest	0.
12.	TOTAL TAX AND PENALTIES DUE	0.
13.	OVERPAYMENT	0.
	Amount applied to:	
	(A) Estimated Tax	0.
	(B) License Fee	0.
	(C) REFUND	0.

PART II: COMPUTATION OF LICENSE FEE

14.	Total capital and paid in surplus	2,000.
15.	LICENSE FEE DUE	25.
16.	Less corporate headquarters credit	0.
19.	Total payments	0.
21.	Penalty of underpayment	0.
	Interest	0.
22.	TOTAL LICENSE FEE AND PENALTIES DUE	25.
23.	OVERPAYMENT	0.
	Amount applied to:	
	(A) Estimated Tax	0.
	(B) Income Tax	0.
	(C) REFUND	0.
24.	GRAND TOTAL: INCOME TAX & LICENSE FEE	25.

ESTIMATED TAX PAYMENTS

1st Installment	0.	2nd Installment	0.
3rd Installment	0.	4th Installment	0.

ID: 658750

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-001

TRI STAR COMMUNICATIONS INC
PO BOX 4914
SPARTANBURG SC 29305-4914

Business Name and Location:

TRI STAR COMMUNICATIONS INC
~~1449 ASHEVILLE HWY~~
SPARTANBURG SC

SID No. 1678815-001-00001
Property File No. 54238558-7
Sales Tax No. 04241118-5
Federal EI/SS No. [redacted]
County SPARTANBURG
Tax Dist 6SSHF

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 03-01-97 (mo/da/yr)
Telephone No. (864) 585-5169
SIC Code 7993
Date Business Closed

CHANGES ONLY

Owner Name	Business Name
9107 ASHEVILLE HWY	1197 ASHEVILLE HWY
Mailing Address	Business Location
BOILING SPRINGS, SC 29316	
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements) ▶ -0- 00

2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item) ▶ -0- 00

3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item) ▶ -0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,125

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-002

TRI STAR COMMUNICATIONS INC
PO BOX 4914
SPARTANBURG SC 29305-4914

Business Name and Location:

FORTUNES
1197-A ASHEVILLE HWY
SPARTANBURG SC

SID No. 1678815-002-00001

Property File No. 54238569-4

Sales Tax No. 04241129-2

Federal EI/SS No. [redacted]

County SPARTANBURG

Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr

Date Business Open 03-01-97 mo/da/yr

Telephone No. (864) 577-0322

SIC Code 7993

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name

Mailing Address

City/State - Mail Zip

Business Name

Business Location

City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature Title Date

Accountant Signature Date

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38-126

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-003

TRI STAR COMMUNICATIONS INC
PO BOX 4914
SPARTANBURG SC 29305-4914

Business Name and Location:

CHANGES
1197-B ASHEVILLE HWY
SPARTANBURG SC

SID No. 1678815-003-00001
Property File No. 54238570-1
Sales Tax No. 04241130-9
Federal EI/SS No. [redacted]
County SPARTANBURG
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 03-01-97 (mo/da/yr)
Telephone No. (864) 577-0322
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements) ▸ -0-00

2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item) ▸ -0-00

3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item) ▸ -0-00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,127

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year: 2001

Owner Name and Mailing Address:

M RGPR 1678815-004

TRI STAR COMMUNICATIONS INC
P.O BOX 4914
SPARTANBURG SC 29305-4914

Business Name and Location:

PLAYERS
1197-C ASHEVILLE HWY
SPARTANBURG SC

SID No. 1678815-004-00001
Property File No. 54238571-0
Sales Tax No. 04241131-8
Federal EI/SS No. [redacted]
County SPARTANBURG
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 03-01-97 (mo/da/yr)
Telephone No. (864) 577-0322
SIC Code 5993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00	
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00	**Office Use Only**
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38.128

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

CAROLINA BBQ 1
HEARON CIRCLE
SPARTANBURG SC

SID No. 1678815-005-00011

Property File No. 54240113-1

Sales Tax No. 01707351-4

Federal EI/SS No. [redacted]

County SPARTANBURG

Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)

Date Business Open 01-01-99 (mo/da/yr)

Telephone No. (864) 841-9080

SIC Code 7399

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayer's Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Broome, MacRay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,921

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

CAROLINA BBQ 2
296 BLACKSTOCK ROAD
SPARTANBURG, SC

SID No. 1678815-005-00012
Property File No. 54240114-0
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County SPARTANBURG
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,922

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 2
1512 MAIN STREET
CONWAY SC

SID No. 1678815-005-00009
Property File No. 52641561-9
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County HORRY
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00	
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00	**Office Use Only**
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,919

Lee, Broome, MacKay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year: 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 3
100 W LIBERTY ST
MARION SC

SID No. 1678815-005-00008
Property File No. 53406217-4
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County MARION
Tax Dist.

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name
Business Name
Mailing Address
Business Location
City/State - Mail
Zip
City/State/Zip

1. Total Acquisition Cost ..... -0- 00
   (Excluding Licensed Vehicles and Leasehold Improvements)

2. Less: Income Tax Depreciation ..... -0- 00
   (Accumulated Depreciation Not To Exceed 90% For Each Item)

3. Net Depreciated Value ..... -0- 00
   (The Net Depreciated Value Must Include At Least 10% Of Each Item)

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature ____ Title ____ Date ____

Accountant Signature ____ Date ____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,918

R.D. ITXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 4
238 N FRAISER ST
GEORGETOWN SC

SID No. 1678815-005-00007
Property File No. 52209823-9
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County GEORGETOWN
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0-00
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0-00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0-00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,917

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 5
KINGS HWY 16TH ST
N MYRTLE BEACH SC

SID No. 1678815-005-00006
Property File No. 52641560-0
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County HORRY
Tax List

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,916

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 6
1112 MAIN ST
CONWAY SC

SID No. 1678815-005-00005

Property File No. 52641559-3

Sales Tax No. 01707351-4

Federal EI/SS No. [redacted]

County HORRY

Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)

Date Business Open 01-01-99 (mo/da/yr)

Telephone No. (864) 841-9080

SIC Code 7399

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38.915

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 7
RT 2 BOX 220 HWY 17
PAWLEYS ISLAND SC

SID No. 1678815-005-00004
Property File No. 52209822-0
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County GEORGETOWN
Tax Dist.

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me; and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38,914

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

MRGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 8
422 S FRAISER
GEORGETOWN SC

SID No. 1678815-005-00003
Property File No. 52209821-1
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County GEORGETOWN
Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38,913

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year: 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 9
619 LONGSTREET ST
KINGSTREE SC

SID No. 1678815-005-00002
Property File No. 54505672-0
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County WILLIAMBURG
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0-00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0-00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0-00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38,912

Lea, Broome, MacKay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

H.D. IXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

EASY PICK UP 10
1804 HIGHMARKET ST
GEORGETOWN SC

SID No. 1678815-005-00010
Property File No. 52209824-8
Sales Tax No. 01707851-4
Federal EI/SS No. [redacted]
County GEORGETOWN
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7399
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0-00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0-00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0-00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,920

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-005
TRI STA COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 1
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-005-00001
Property File No. 51700621-2
Sales Tax No. 01707351-4
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements) ▶ -0- 00

2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item) ▶ -0- 00

3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item) ▶ -0- 00

Office Use Only

I declare that this return, including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,911

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-006
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 2
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-006-00001
Property File No. 51700620-3
Sales Tax No. 01707352-3
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,923

Lee, Brooms, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year: 2001

Owner Name and Mailing Address:

M RGPR 1678815-007
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 3
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-007-00001
Property File No. 51700619-6
Sales Tax No. 01707353-2
Federal EI/SS No. [redacted]
County: DILLON
Tax Dist

Accounting Closing Period: 12-31-00 (mo/da/yr)
Date Business Open: 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code: 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38,924

Lee, Broome, MacKay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-008
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 4
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-008-00001
Property File No. 51700618-7
Sales Tax No. 01707354-1
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 01-01-99 (mo/da/yr)
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00	
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00	**Office Use Only**
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,925

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304
R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year: 2001

Owner Name and Mailing Address:

M RGPR 1678815-009
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 5
3137 HWY 301 NORTH
HAMER SC

SID No: 1678815-009-00001
Property File No.: 51700617-8
Sales Tax No.: 01707355-0
Federal EI/SS No.: [redacted]
County: DILLON
Tax Dist:

Accounting Closing Period: 12-31-00 (mo/da/yr)
Date Business Open: 01-01-99 (mo/da/yr)
Telephone No.: (864) 841-9080
SIC Code: 7993
Date Business Closed: 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Les, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,926

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-010
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 6
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-010-00001
Property File No. 51700615-0
Sales Tax No. 01707356-9
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

Les, Brooms, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38-927

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-011
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
SPARTANBURG SC 29316-4617

Business Name and Location:

DILLON 7
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-011-00001

Property File No. 51700614-1

Sales Tax No. 01707357-8

Federal EI/SS No. [redacted]

County DILLON

Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)

Date Business Open 01-01-99 (mo/da/yr)

Telephone No. (864) 841-9080

SIC Code 7993

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,928

Les, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year: 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-012
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 8
3137 HWY 301 NORTH
HAMER SC

SID No: 1678815-012-00001
Accounting Closing Period: 12-31-00 (mo/da/yr)
Property File No.: 51700613-2
Date Business Open: 01-01-99 (mo/da/yr)
Sales Tax No.: 01707358-7
Telephone No.: (864) 841-9080
Federal EI/SS No.: [redacted]
SIC Code: 7993
County: DILLON
Tax Dist.:
Date Business Closed: 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,929

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-013
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 9
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-013-00001
Property File No. 51700611-4
Sales Tax No. 01707359-6
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

Lee, Broome, MacKay & Associates, P.A. 57-0734547
Spartanburg, S.C. 29304

38,930 R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-014
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 10
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-014-00001

Property File No. 51700610-5

Sales Tax No. 01707360-3

Federal EI/SS No. [redacted]

County DILLON

Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr

Date Business Open 01-01-99 mo/da/yr

Telephone No. (864) 841-9080

SIC Code 7993

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements) ▶ -0- 00

2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item) ▶ -0- 00

3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item) ▶ -0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Brooms, MacKay & Associates, P.A. 57-075-47
Spartanburg, S.C. 29304

38,931

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-015
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 11
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-015-00001
Property File No. 51700609-8
Sales Tax No. 01707361-2
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lea, Broome, MacKay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,932

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.

Tax Year 2001 (See instructions on back)

Owner Name and Mailing Address:

M RGPR 1678815-016
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 12
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-016-00001
Property File No. 51700608-9
Sales Tax No. 01707362-1
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0-00
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0-00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0-00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,933

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-017
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
3137 HIGHWAY 301 N
HAMER SC 29547-7410

Business Name and Location:

DILLON 13
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-017-00001
Property File No. 51700607-0
Sales Tax No. 01707363-0
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name		Business Name
Mailing Address		Business Location
City/State - Mail	Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00	
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00	**Office Use Only**
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

63,977

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-018
TRI STAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 14
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-018-00001
Property File No. 51700606-1
Sales Tax No. 01707364-9
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 01-01-99 mo/da/yr
Telephone No. (864) 841-9080
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost ..... -0- 00
(Excluding Licensed Vehicles and Leasehold Improvements)

2. Less: Income Tax Depreciation
(Accumulated Depreciation Not To Exceed 90% For Each Item) ..... -0- 00

3. Net Depreciated Value
(The Net Depreciated Value Must Include At Least 10% Of Each Item) ..... -0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Broome, MacKay & Associates, P.A. 57-0784547
Spartanburg, S.C. 29304

38,934

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-019
TRISTAR COMMUNICATIONS INC
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 15
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-019-00001
Property File No. 51700622-1
Sales Tax No. 01707424-7
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 04-01-99 (mo/da/yr)
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name
Mailing Address
City/State - Mail
Zip
Business Name
Business Location
City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00
2. Less: Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38,935

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-020
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 16
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-020-00001
Property File No. 51700624-9
Sales Tax No. 01707425-6
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 04-01-99 (mo/da/yr)
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Lee, Broome, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301
This return cannot be processed without taxpayer signature.

38;936

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-021
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 17
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-021-00001
Property File No. 51700625-8
Sales Tax No. 01707426-5
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 04-01-99 mo/da/yr
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name
Mailing Address
City/State - Mail
Zip

Business Name
Business Location
City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38 937

Les, Brooms, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-022
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 18
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-022-00001
Property File No. 51700626-7
Sales Tax No. 01707427-4
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 04-01-99 (mo/da/yr)
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00	
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00	**Office Use Only**
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00	

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,938

Lee, Broome, MacRay & Associates, P.A. 57-0764047
Spartanburg, S.C. 29304

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-023
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 19
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-023-00001
Property File No. 51700627-6
Sales Tax No. 01707428-3
Federal EI/SS No. [redacted]
County DILLON
Tax Dist.

Accounting Closing Period 12-31-00 mo/da/yr
Date Business Open 04-01-99 mo/da/yr
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0- 00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0- 00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Brooms, MacBay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

38,939

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-024
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 20
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-024-00001
Property File No. 51700628-5
Sales Tax No. 01707429-2
Federal EI/SS No. [redacted]
County DILLON
Tax Dist

Accounting Closing Period 12-31-00 (mo/da/yr)
Date Business Open 04-01-99 (mo/da/yr)
Telephone No. (864) 578-4444
SIC Code 7993
Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost (Excluding Licensed Vehicles and Leasehold Improvements)	-0-	00
2. Less: Income Tax Depreciation (Accumulated Depreciation Not To Exceed 90% For Each Item)	-0-	00
3. Net Depreciated Value (The Net Depreciated Value Must Include At Least 10% Of Each Item)	-0-	00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayers Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Les, Broome, Mackay & Associates, P.A. 57-0754547
Spartanburg, S.C. 29304

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

38,940

R.D. TXPPR012

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

BUSINESS PERSONAL PROPERTY RETURN

PT-100
(Rev. 7/26/99)
7002

IMPORTANT - A separate return must be filed for each location.
(See instructions on back)

Tax Year 2001

Owner Name and Mailing Address:

M RGPR 1678815-025
TRISTAR COMMUNICATIONS
TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS SC 29316-4617

Business Name and Location:

DILLON 21
3137 HWY 301 NORTH
HAMER SC

SID No. 1678815-025-00001

Property File No. 51700629-4

Sales Tax No. 01707431-8

Federal EI/SS No. [redacted]

County DILLON

Tax Dist.

Accounting Closing Period 12-31-00 (mo/da/yr)

Date Business Open 04-01-99 (mo/da/yr)

Telephone No. (864) 578-4444

SIC Code 7993

Date Business Closed 6/30/00

CHANGES ONLY

Owner Name	Business Name
Mailing Address	Business Location
City/State - Mail / Zip	City/State/Zip

1. Total Acquisition Cost **(Excluding Licensed Vehicles and Leasehold Improvements)**	-0- 00
2. Less Income Tax Depreciation **(Accumulated Depreciation Not To Exceed 90% For Each Item)**	-0- 00
3. Net Depreciated Value **(The Net Depreciated Value Must Include At Least 10% Of Each Item)**	-0- 00

Office Use Only

I declare that this return including any accompanying schedules and statements, has been examined by me, and to the best of my knowledge and belief, is a true and complete return, made in good faith, pursuant to the provisions, of the Code of Laws, 1976 and amendments.

Taxpayer's Signature _____ Title _____ Date _____

Accountant Signature _____ Date _____

Mail to: SC Department of Revenue, Property Division, Columbia, SC 29214-0301.
This return cannot be processed without taxpayer signature.

Lee, Broome, MacRay & Associates, P.A. 57-0754-47
Spartanburg, S.C. 29304

38,941

R.D. TXPPR012

2000 1120-S DIAGNOSTICS
TRI-STAR COMMUNICATIONS, INC
3/5/01 at 03:33 PM

1120S

* You have noted that an address change has occurred. Make sure that the new address has been used on the General Information screen. ok

SCHEDULE M-2

* The Schedule M-2 amounts calculated by the system do not match the Schedule L amounts. ok

Form **4562** — Department of the Treasury, Internal Revenue Service (99)

Depreciation and Amortization (Including Information on Listed Property)

See Separate Instructions. Attach this form to your return.

OMB No. 1545-0172

2000

67

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Business or activity to which this form relates:

Identifying number: [redacted]

Part I Election to Expense Certain Tangible Property (Section 179) (Note: If you have any "listed property", complete Part V before you complete Part I.)

1	Maximum dollar limitation. If an enterprise zone business, see page 2 of the instructions	1	$ 20,000
2	Total cost of section 179 property place in service. See page 2 of the instructions	2	533,300
3	Threshold cost of section 179 property before reduction in limitation	3	$ 200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	333,300
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property. Enter amount from line 27	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 1999. See page 3 of the instructions	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 2001. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property (automobiles, certain other vehicles, cellular telephones, certain computers, or property used for entertainment, recreation, or amusement). Instead, use Part V for listed property.

Part II MACRS Depreciation For Assets Placed in Service ONLY During Your 2000 Tax Year (Do Not Include Listed Property.)

Section A - General Asset Account Election

14 If you are making the election under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check this box. See page 3 of the instructions ☐

Section B - General Depreciation System (GDS) (See page 3 of the instructions.)

	(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
15a	3-year property	[redacted]		3 yrs.	HY		
b	5-year property		505,304	5 yrs.	HY	200DB	101,061
c	7-year property		12,796	7 yrs.	HY	200DB	1,828
d	10-year property			10 yrs.	HY		
e	15-year property		15,200	15 yrs.	HY	150DB	760
f	20-year property			20 yrs.	HY		
g	25-year property			25 yrs.	HY	S/L	
h	Residential rental property			27.5 yrs.	MM	S/L	
				27.5 yrs.	MM	S/L	
i	Nonresidential real property		SEE SCH	39 yrs.	MM	S/L	2,703
				39 yrs.	MM	S/L	

Section C - Alternative Depreciation System (ADS) (See page 5 of the instructions.)

16a	Class life	[redacted]				S/L	
b	12-year			12 yrs.		S/L	
c	40-year			40 yrs.	MM	S/L	

Part III Other Depreciation (Do Not Include Listed Property.) (See page 5 of the instructions.)

17	GDS and ADS deductions for assets placed in service in tax years beginning before 2000	17	464,769
18	Property subject to section 168(f)(1) election	18	
19	ACRS and other depreciation	19	

Part IV Summary (See page 6 of the instructions.)

20	Listed Property. Enter amount from line 26	20	12,950
21	Total. Add deductions on line 12, lines 15 and 16 in column (g), and lines 17 through 20. Enter here and on the appropriate lines of your return. Partnerships and S Corporations - see instructions	21	584,071
22	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	22	

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Tax-21

Part V Listed Property - Automobiles, Certain Other Vehicles, Cellular Telephones, Certain Computers, and Property Used for Entertainment, Recreation or Amusement

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 23a, 23b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See page 7 of the instructions for limits for passenger automobiles.

23a Do you have evidence to support the business/investment use claimed? Yes [X] No — 23b If "Yes," is the evidence written? Yes [X] No

24 Property use more than 50% in a qualified business use (See page 6 of the instructions.):	(a) Type of property (list vehicles first)	(b) Date place in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/ investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation Deduction	(i) Elected section 179 cost
	1997 FORD TR	11/15/98	100 %	15,329	15,329	5 yrs	200DB	2,950	
	CHEVOLET TRU	03/24/99	100 %	28,456	28,456	5 yrs	200DB	5,000	
	CHEVOLET - Q	10/13/99	100 %	29,216	29,216	5 yrs	200DB	5,000	
25 Property use 50% or less in a qualified business use (See page 6 of the instructions.):									
			%				S/L-		
			%				S/L-		
			%				S/L-		
26 Add amounts in column (h). Enter the total here and on line 20, page 1								26 12,950	
27 Add amounts in column (i). Enter the total here and on line 7, page 1								27	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
28 Total bus./investment miles driven during the yr. (DO NOT include commuting miles)												
29 Total commuting miles driven during the year												
30 Total other personal (non-commuting miles driven												
31 Total miles driven during the year. Add lines 28 through 30												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
32 Was the vehicle available for personal use during off-duty hours?												
33 Was the vehicle used primarily by a more than 5% owner or related person?												
34 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons. See page 8 of the instructions.

		Yes	No
35	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
36	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
37	Do you treat all use of vehicles by employees as personal use?		
38	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
39	Do you meet the requirements concerning qualified automobile demonstration use? See page 8 of the instructions. Note: If your answer to 35, 36, 37, 38, or 39 is "Yes," you need not complete Section B for the covered vehicles.		

Part VI Amortization

	(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
40 Amortization of costs that begins during your 2000 tax year (See page 8 of the instructions.):						
41 Amortization of costs that began before 2000					41	
42 Total. Enter here and on "Other Deductions" or "Other Expenses" line of your return					42	

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Tax 2/2

TRI-STAR COMMUNICATIONS, INC - [redacted]

2000 Form 4562 - Part II - Line 15i - Non-Residential Rental Property

Description of Property	Date Acquired	Basis	Recov Pd	Method	Exp. Deduction
CARPET/ TILE - NC BLDG	05/08/00	12,840	39.0-MM	SL	206
HEATING & A/C - NC BLDG	05/19/00	34,000	39.0-MM	SL	545
RENOVATIONS - NC BLDG	06/26/00	87,887	39.0-MM	SL	1,221
FIXTURES - NC BLDG	07/06/00	4,640	39.0-MM	SL	55
RENOVATIONS - NC BLDG	07/20/00	57,631	39.0-MM	SL	676
				Totals	2,703

Tax - 2/3

Tax Preference Report - Pre-87 and Post-86 Preferences
Company: TRI-STAR COMMUNICATIONS, INC.
Year End: 12/31/00
File: C:\AKDATA\658750

Date: 02/20/01
Time: 11:30:48

TAX Method [1-FEDERAL] AMT Method [2-ALT MIN TAX]

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18010	02/25/97	SIGNS	MA150	9.0000	1,450.00	102.32	112.73	-10.41	
18010	02/28/99	43 BAR STOOLS	MA150	9.0000	6,966.00	2,229.12	1,064.25	1,164.87	
18010	03/31/99	43 BAR STOOLS	MA150	9.0000	7,314.30	2,340.58	1,117.46	1,223.12	
18010	04/29/99	CARPET - SAHARRAH'S	MA150	10.0000	10,515.83	2,575.31	1,459.07	1,116.24	
18010	05/06/99	CARPET - ODYSSEY	MA150	10.0000	5,172.73	1,266.79	717.72	549.07	
18010	05/15/99	PLANTS & FIXTURES	MA150	10.0000	1,448.88	354.83	201.03	153.80	
18010	05/30/99	36 BAR STOOLS	MA150	9.0000	6,123.60	1,959.55	935.55	1,024.00	
18010	06/30/99	47 BAR STOOLS	MA150	9.0000	8,044.05	2,574.10	1,228.95	1,345.15	
18010	08/02/99	PLANTS & FIXTURES	MA150	10.0000	1,762.54	431.64	244.55	187.09	
18010	05/19/00	JEWLRY SHOWCASE (NC BLDG)	MA150	10.0000	1,400.00	200.00	105.00	95.00	
18010	06/20/00	CHAIRS & LIGHTING FIXTURES (NC BLDG)	MA150	10.0000	2,545.07	363.58	190.88	172.70	
18020	11/15/98	1997 FORD TRUCK	MA150	5.0000	15,329.00	2,950.00	2,950.00	0.00	
18020	03/24/99	CHEVOLET TRUCK - JOHN	MA150	5.0000	28,456.10	5,000.00	5,000.00	0.00	
18020	10/13/99	CHEVOLET - QB	MA150	5.0000	29,215.95	5,000.00	5,000.00	0.00	
18020	02/24/00	2000 SUBURBAN	MA150	5.0000	39,529.00	7,905.80	5,929.35	1,976.45	
18030	02/14/97	BLDG-1197 ASHEVILLE HWY (FORTUNES)	MSL	40.0000	95,000.00	2,435.90	2,375.00	60.90	
18030	03/25/97	RENOVATIONS-1197 ASHEVILLE HWY	MSL	40.0000	58,326.64	1,495.55	1,458.17	37.38	
18030	12/15/98	BUILDINGS - ODYSSEY	MSL	40.0000	168,000.00	4,307.69	4,200.00	107.69	
18040	07/01/97	IMPROVEMENTS-1197 ASHEVILLE HWY	MA150	10.0000	17,364.76	2,056.03	1,822.95	233.08	
18040	03/31/99	IMPROVEMENTS - ODYSSEY	MACR	39.0000	29,769.81	763.33	763.33	0.00	
18040	06/21/99	IMPROVEMENTS - RANDY'S	MACR	39.0000	19,522.87	500.59	500.59	0.00	
18040	05/08/00	CARPET/ TILE - NC BLDG	MACR	39.0000	12,839.76	205.77	205.77	0.00	
18040	05/19/00	HEATING & A/C - NC BLDG	MACR	39.0000	34,000.00	544.87	544.87	0.00	
18040	06/26/00	RENOVATIONS - NC BLDG	MACR	39.0000	87,887.32	1,220.66	1,220.66	0.00	
18040	07/06/00	FIXTURES - NC BLDG	MACR	39.0000	4,640.41	54.53	54.53	0.00	
18040	07/10/00	PAVING - NC BLDG	MA150	20.0000	15,200.00	760.00	570.00	190.00	
18040	07/20/00	RENOVATIONS - NC BLDG	MACR	39.0000	57,630.77	677.28	677.28	0.00	
18040	09/22/00	SECURITY SYSTEM - NC BLDG	MA150	10.0000	8,851.20	1,264.46	663.84	600.62	
18050	02/03/97	POT O GOLD-2001590197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2000110297	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2008910197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2009030197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2008930197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2008960197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2000160297	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2001600197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2009390197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2000680197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2008870197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2000670197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2009100197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2009040197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	02/03/97	POT O GOLD-2009370197	MA150	9.0000	7,450.00	820.29	673.61	146.68	
18050	11/17/97	POT O GOLD-2001371097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001581097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001161097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001391097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001351097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001341097	MA150	9.0000	7,095.00	970.56	795.49	175.07	

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Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC. Year End: 12/31/00

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18050	11/17/97	POT O GOLD-2001361097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001401097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2002681097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2002301097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2002551097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2009830997	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001141097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001111097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	11/17/97	POT O GOLD-2001171097	MA150	9.0000	7,095.00	970.56	795.49	175.07	
18050	01/01/98	POT O GOLD-2006360596	MA150	9.0000	7,095.00	1,106.82	841.71	265.11	
18050	01/01/98	POT O GOLD-2006410596	MA150	9.0000	7,095.00	1,106.82	841.71	265.11	
18050	01/01/98	POT O GOLD-2001351079	MA150	9.0000	7,095.00	1,106.82	841.71	265.11	
18050	05/07/98	POT O GOLD-2001380498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002350498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002340498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002400498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002510498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002480498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002380498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002070498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2002500498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2000970498	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	05/07/98	POT O GOLD-2003891298	MA150	9.0000	6,900.00	1,242.00	858.51	383.49	
18050	12/16/98	POT O GOLD-2001491198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000391298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001331298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001051298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000401298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001771198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001791198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2003101198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001861198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001781198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000051298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001001298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000671298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000881298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000041298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001021298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001361298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000991298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000661298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000331298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004261198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001351298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004221198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004251198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004231198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2002301198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001271298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2002281198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004481198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	

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Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC. Year End: 12/31/00

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18050	12/16/98	POT O GOLD-2002291198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004471198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2002271198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004511198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2004461198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001321298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001521198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000021298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000341298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001341298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000631198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000361298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000371298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000701298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000031298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000971298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001811198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000621198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000981298	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000541198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001501198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001451198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2003461198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2003471198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000931198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2003091198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000551198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000531198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2000841198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001191198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/16/98	POT O GOLD-2001201198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/30/98	POT O GOLD-2000641198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/30/98	POT O GOLD-2000861198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/30/98	POT O GOLD-2000941198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/30/98	POT O GOLD-2000821198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	12/30/98	POT O GOLD-2001691198	MA150	9.0000	6,900.00	1,573.20	938.37	634.83	
18050	01/31/99	POT O GOLD -2003891298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	TOUCH THE GOLD -101579	MA150	9.0000	6,300.00	2,016.00	962.50	1,053.50	
18050	02/28/99	TOUCH THE GOLD -101571	MA150	9.0000	6,300.00	2,016.00	962.50	1,053.50	
18050	02/28/99	TOUCH THE GOLD -101570	MA150	9.0000	6,300.00	2,016.00	962.50	1,053.50	
18050	02/28/99	TOUCH THE GOLD -101578	MA150	9.0000	6,300.00	2,016.00	962.50	1,053.50	
18050	02/28/99	TOUCH THE GOLD -101576	MA150	9.0000	6,300.00	2,016.00	962.50	1,053.50	
18050	02/28/99	POT O GOLD -2000570199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000550199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013061298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013361298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000560199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000530199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2012981298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013531298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2014011298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2012971298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	

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Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST-1986	PRE 1987
18050	02/28/99	POT O GOLD -2000800199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000860199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2001180199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013971298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2014051298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013121298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013261298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000180199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000190199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000830199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2014041298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2014071298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013631298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2001150199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000220199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000210199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013111298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2000590199	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013731298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	02/28/99	POT O GOLD -2013371298	MA150	9.0000	6,900.00	2,208.00	1,054.17	1,153.83	
18050	03/31/99	POT O GOLD -2005530199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005540199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005240199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002980399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004270199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002940199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005320199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005230199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002780199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004260199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2003270399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2003310399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002760199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004990199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002890399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002860399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004880399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005010199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004870199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002900399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005140199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002920199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002720199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005280199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005290199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005040199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004980199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2006960199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2003200399	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2006870199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005490199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2004830199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	

Tax - 3/4

Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC — Year End: 12/31/00 —

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18050	03/31/99	POT O GOLD -2005570199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2003110199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2003090199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005500199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002990199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2002980199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005480199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2005980199	MA150	9.0000	7,245.00	2,318.40	1,106.88	1,211.52	
18050	03/31/99	POT O GOLD -2008170399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008200399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007870399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007880399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007910399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007930399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008010399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007890399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007900399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007920399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007960399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2007970399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008380399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008280399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008300399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008270399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008250399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008190399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008230399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008210399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2005360399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2005380399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008080399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008070399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008100399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008090399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008050399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008060399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008040399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2005250399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008220399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008240399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008180399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008260399	MA150	9.0000	6,913.57	2,212.34	1,056.24	1,156.10	
18050	03/31/99	POT O GOLD -2008290399	MA150	9.0000	6,913.63	2,212.36	1,056.25	1,156.11	
18050	03/31/99	35 ODYSSEY - 1 MONTH TRIAL	MA150	9.0000	18,375.00	2,940.00	1,403.65	1,536.35	
18050	04/25/00	20 POT O GOLD - HERITAGE	MA150	9.0000	40,000.00	8,000.00	3,333.33	4,666.67	
18050	08/31/00	5 ROUND TOPS FOR TOUCH GOLD	MA150	9.0000	1,575.00	315.00	131.25	183.75	
18050	09/30/00	189 POT O GOLD - DREWS	MA150	9.0000	396,900.00	79,380.00	33,075.00	46,305.00	
18050	12/01/00	130 BASES FOR POT O GOLD	MA150	9.0000	27,300.00	5,460.00	2,275.00	3,185.00	
18060	02/03/97	93-5S FIVE PLAYER STRAIGHT	MA150	9.0000	3,675.00	404.72	332.29	72.43	
18060	02/03/97	EXTENSIONS 19" TOPS	MA150	9.0000	4,091.00	450.47	369.91	80.56	
18060	02/17/97	MACHINE STOOLS	MA150	9.0000	1,155.00	127.23	104.40	22.83	
18060	02/20/97	CHAIRS	MA150	9.0000	563.00	62.00	50.93	11.07	

Tax - 3/5

Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC. Year End: 12/31/00

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18060	02/20/97	CHAIRS	MA150	9.0000	521.00	57.43	47.11	10.32	
18060	02/26/97	ELLIS REPAIR SERVICE	MA150	9.0000	1,218.00	134.17	110.19	23.98	
18060	03/14/97	ALARM SYSTEM	MA150	9.0000	1,207.00	132.99	109.14	23.85	
18060	03/14/97	(2) CCTV SYSTEMS	MA150	9.0000	8,696.00	759.30	623.60	135.60	
18060	07/09/97	STOOLS / CHAIRS	MA150	9.0000	2,687.00	328.90	264.35	64.55	
18060	08/21/97	CRAZY HORSE DISPLAY	MA150	9.0000	6,277.00	768.24	658.33	109.91	
18060	10/19/97	STOOLS / CHAIRS	MA150	9.0000	945.00	129.31	105.90	23.41	
18060	11/28/97	ADVANCED DETECTION SYSTEM	MA150	9.0000	5,798.00	793.15	650.12	143.03	
18060	12/08/97	STOOLS / CHAIRS	MA150	9.0000	3,041.00	416.02	340.97	75.05	
18060	05/07/98	10 ROUND TOPS	MA150	9.0000	2,500.00	450.00	311.05	138.95	
18060	05/07/98	3 PLAYER STRAIGHT	MA150	9.0000	3,500.00	630.00	435.48	194.52	
18060	05/07/98	BLACKJACK 5040041AC7A1-8	MA150	9.0000	40,000.00	7,200.00	4,976.85	2,223.15	
18060	05/22/98	8 EXTENSIONS	MA150	9.0000	800.00	144.00	99.54	44.46	
18060	06/15/98	60 BAR STOOLS	MA150	9.0000	4,290.00	772.20	533.77	238.43	
18060	12/16/98	60 ROUND TOPS	MA150	9.0000	23,000.00	5,244.00	3,127.89	2,116.11	
18060	12/30/98	86 BAR STOOLS	MA150	9.0000	13,932.00	3,176.50	1,894.69	1,281.81	
18060	12/30/98	5 ROUND TOPS	MA150	9.0000	2,500.00	570.00	339.99	230.01	
18060	12/31/98	44 EXTENSIONS	MA150	9.0000	4,400.00	1,003.20	598.38	404.82	
18060	01/12/99	MONEY COUNTER	MA150	9.0000	2,027.65	648.85	309.78	339.07	
18060	03/31/99	MONEY COUNTER	MA150	9.0000	2,913.75	932.40	445.16	487.24	
18060	04/01/99	MONEY COUNTER	MA150	9.0000	2,913.75	932.40	445.16	487.24	
18060	05/10/99	SECURITY CAMERAS - SAHARRAH'S	MA150	10.0000	9,753.70	2,388.66	1,353.33	1,035.33	
18060	05/26/99	SAFE	MA150	10.0000	2,016.00	493.71	279.72	213.99	
18060	06/16/99	SECURITY CAMERAS	MA150	10.0000	4,676.75	1,145.33	648.90	496.43	
18070	02/04/99	LANDSCAPING - ODYSSEY	MA150	20.0000	1,721.00	163.50	124.23	39.27	
18070	03/15/99	DRAINAGE DITCH - ODYSSEY	MA150	20.0000	2,350.00	223.25	169.64	53.61	
18070	04/13/99	PAVING - SAHARRAH'S	MA150	20.0000	32,223.96	3,061.28	2,326.17	735.11	
18070	04/19/99	SEWER LINE - FORTUNES	MA150	20.0000	10,917.81	1,037.19	788.13	249.06	
18070	04/29/99	PAVING - ODYSSEY	MA150	20.0000	34,000.00	3,230.00	2,454.38	775.62	
18070	09/17/99	SEWER LINES & SEPTIC TANK - RANDY'S	MA150	20.0000	38,171.00	3,626.25	2,755.47	870.78	
267 Post-1986 assets listed.					Post-1986 Totals	584,071.06	323,451.28	260,619.78	
0 Pre-1987 assets listed.					Pre-1987 Totals	0.00	0.00		0.00

Jax - 3/16

Tax Preference Report - Post-1986 Dispositions
Company: TRI-STAR COMMUNICATIONS, INC.

Year End: 12/31/00
File: C:\AKDATA\658750

Date: 02/20/01
Time: 11:30:48

TAX Method: [1-FEDERAL] AMT Method: [2-ALT MIN TAX]

Asset A/C#	Date Acq	Description	NBV Tax	NBV AMT	Selling Price	TAX Gain/Loss	AMT Gain/Loss	Post-1986 Pref.
18050	03/31/99	35 ODYSSEY - 1 MONTH TRIAL	11,760.00	15,440.10	0.00	-11,760.00	-15,440.10	-3,680.10
1 Post-1986 assets listed.						Post-1986 Adjustment		-3,680.10

Tax - 3/7

WORKING PAPER INDEX

Client Name: Tri State Communications, Inc

Client #: 658752

Year End: 12/31/02

Jan

Type of engagement (audit, comp, review, tax)

Last day of field work:

Returned:

Client information	✓
T/B & AJE's	✓
Depreciation Sch.	✓
Reportable Cond.	N/A
Computer Disk	N/A

Contact: Deana Williamson

Telephone # 814-2963

Software - Peachtree

User ID -

Password -

Other Tabs/Sections (if needed)

(RF) Temporarily Restricted Assets

(PRF) Permanently Restricted Assets

(GF) General Fund

(SR) Special Revenue Fund

(DS) Debt Service Fund

(EF) Enterprise Fund

(FAAG) Fixed Asset Acct Grp

(GLTD) General LT Debt Acct Grp

Standard Symbols

TSTI - Too small to investigate

TSTA - Too small to adjust

NAPN - No additional procedures necessary

N/C/N - Not considered necessary

PBC - Prepared/Provided by client

ISI - Individually Significant Item

(GWP) General Workpaper Index

I	- Financial Stmts, F/S Workpapers, Financial, Stmt Groupings
II	- Management Letter, Reportable Conditions, Corrective Action
III	- Working Trial Balance
IV	- Adjusting Journal Entries, Passed, Reclassifying
V	- Inquiries, Comments, Review, & General (Notes for next year, to do, etc)
VI	- Quality Control Forms (supervision/review, disclosure, procedures cklist, etc)
VII	- Engagement Letter, Client Representation Letter, Attorney Letters
VIII	- Contingencies/Commitments/Litigation/Subsequent Events/Related Party Trans.
IX	- Minutes & Budgets
X	- Internal Control Structure
XI	- Planning, Materiality, Risk Assessment
XII	- Work Program (on filed in front of applicable w/p category)
A	- Cash & Cash Equivalents
B	- Marketable Securities
C	- Accounts Receivable
D	- Notes Receivable & Other Receivables (includes shareholder & employee)
F	- Inventories & WIP
G	- Prepaid Expenses & Other Current Assets
J	- Income Taxes Receivable & Deferred Taxes
L	- Investments & Noncurrent Assets
M	- Property & Equipment & Accumulated Depreciation
N	- Intangible Assets & Other Assets
BB	-
CC	- Accounts Payable
DD	- Other Payables & Loans (includes shareholder & employee)
FF	- Accrued Payroll & Payroll Taxes & Salaries
GG	- Accrued Expenses & Other Liabilities
JJ	- Income Taxes Payable & Deferred Taxes
LL	- Other Noncurrent Liabilities
MM	- Long & Short Term Debt and Capital Leases
NN	- Equity
PP	- Revenues
QQ	- Expenses & Other Income/Expenses
RR	- Analytical Proc., Significant Variances, Ratio Analysis, Inquiries, Review accts w/client
SS	- Compliance, Test of Controls, & Compliance Documents
TT	- Confirmation Control, copies of confirms, misc returned confirms not filed elsewhere
UU	- Miscellaneous (client t/b, misc w/p's), & Consultations
VV	- Miscellaneous Correspondence, Letters, Faxes, Document Request, Etc.
WW	
YY	

TAX	- Tax Returns, Grouping w/ps, Tax workpapers, 4562 & tax preferences, Property Tax w/ps, income tax notices, etc
BKG	- Monthly bookkeeping or other misc accounting. Index month/year at the tic bottom of the workpaper
PR	- Payroll Tax Returns, W-2s, 1099s, workpapers, p/r tax notices
PF	- Permanent File - keep in a separate file

3/10/03

- INDEX -

Grp 1 code	Description	Adjusted 12/31/01	Adjusted 12/31/02
10000	CASH		
10000	CASH - NATIONSBANK	5,466.58	6,702.23
10050	CASH - ARTHUR STATE	0.00	13,997.84
10100	CASH ON HAND	0.00	0.00
10200	ATM ACCOUNT	0.00	0.00
Total CASH		5,466.58	20,700.07
11020	A/R		
11000	ACCOUNTS RECEIVABLE	0.00	0.00
Total A/R		0.00	0.00
11500	LOANS RECEIVABLE		
11100	RECEIVABLE-MCDANIELS	0.00	0.00
11200	RECEIVABLE -ABCO OF NC	187,993.43	219,374.75
11400	RECEIVABLE-ABCO HOLDINGS	166,643.89	184,087.81
11500	RECEIVABLE-ROGER MUNNERL	0.00	0.00
11600	RECEIVABLE-LARRY COOK	0.00	0.00
11700	A/R - SAHARRAH'S	0.00	0.00
11880	RECEIVABLE - WORLDWIDE	0.00	6,000.00
11900	A/R - HERITAGE	0.00	0.00
11950	A/R - DREWS	0.00	0.00
Total LOANS RECEIVABLE		354,637.32	409,462.56
14000	PREPAID EXPENSES		
14000	PREPAID INSURANCE	0.00	0.00
14100	PREPAID LICENSE	0.00	0.00
Total PREPAID EXPENSES		0.00	0.00
15000	PROPERTY & EQUIPMENT		
15000	FURNITURE & FIXTURES	66,480.67	90,560.77
15100	EQUIPMENT	204,995.17	247,973.41
15200	VEHICLES	27,394.00	27,394.00
15300	BUILDINGS	153,326.64	0.00
15400	BUILDING IMPROVEMENTS	257,937.09	221,049.46
15500	BUILDING MODULAR	0.00	0.00
15600	MACHINES	543,525.00	1,208,828.24
15700	SIGNS	0.00	0.00
15900	LAND IMPROVEMENTS	49,088.81	0.00
16000	BOAT	0.00	0.00
16300	SOFTWARE	167,625.00	236,425.00
Total PROPERTY & EQUIPMENT		1,470,372.38	2,032,230.88
17000	ACCUMULATED DEPRECIATION		
17000	ACCUMULATED DEPRECIATION	-573,611.34	-830,750.78
Total ACCUMULATED DEPRECIATION		-573,611.34	-830,750.78
17100	LAND		
15800	LAND	30,000.00	0.00
Total LAND		30,000.00	0.00
17300	INVESTMENTS		
16100	REAL ESTATE PROPERTY	0.00	0.00
16200	INVESTMENTS	0.00	0.00
Total INVESTMENTS		0.00	0.00
20010	A/P		
20000	ACCOUNTS PAYABLE	0.00	0.00
Total A/P		0.00	0.00
20200	SHAREHOLDER LOANS		
20200	N/P HUGH ANDREWS	-1,056,506.88	-1,112,415.88
20400	N/P QUENTIN BROOM	-253,580.07	-181,651.05
Total SHAREHOLDER LOANS		-1,310,086.95	-1,294,066.93
20700	NOTES PAYABLE		
20050	N/P - NATIONSBANK - SUBURBAN	0.00	0.00
20100	N/P TRITON	-59,492.92	0.00
20300	N/P BEST GAMES	-401,650.00	-401,650.00
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00
20600	N/P DREWS	-488,839.11	-559,839.11
20650	N/P - DREWS (TRINOT)	-1,088,312.14	-1,088,312.14
20700	N/P NATIONSBANK	-3,465.01	0.00
20750	N/P - MR. BROOM	0.00	-15,000.00
20800	N/P BANK OF THE WEST	0.00	0.00
20900	N/P - SAHARRAHS	0.00	0.00
Total NOTES PAYABLE		-2,086,759.18	-2,109,801.25

Grp 1 code	Description	Adjusted 12/31/01	Adjusted 12/31/02
22100	UNREALIZED REVENUE		
22100	UNREALIZED REVENUE	0.00	0.00
Total UNREALIZED REVENUE		0.00	0.00
22300	ACCRUED EXPENSES		
21000	INTEREST PAYABLE	0.00	0.00
22400	PURCHASE DISCOUNTS TAKEN	0.00	0.00
23100	SALES TAX PAYABLE	0.00	0.00
24800	SUSPENSE	0.00	0.00
Total ACCRUED EXPENSES		0.00	0.00
23400	PAYROLL TAXES W/H		
23300	401 K PAYABLE	0.00	0.00
23400	FEDERAL PAYROLL TAXES PAYABLE	0.00	0.00
23500	FICA W/H	0.00	0.00
23600	MEDICARE W/H	0.00	0.00
23700	STATE TAX W/H	0.00	0.00
23950	INSURANCE WITHHOLDING	0.00	0.00
Total PAYROLL TAXES W/H		0.00	0.00
39003	CAPITAL STOCK		
39003	COMMON STOCK	-2,000.00	-2,000.00
Total CAPITAL STOCK		-2,000.00	-2,000.00
39004	RETAINED EARNINGS		
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05
39005	RETAINED EARNINGS - AAA	470,951.16	2,151,915.24
39006	DISTRIBUTIONS - Q. BROOM	0.00	0.00
39007	DISTRIBUTIONS - H. ANDREWS	0.00	0.00
Total RETAINED EARNINGS		431,017.11	2,111,981.19
40000	MACHINE INCOME		
40000	MACHINE INCOME	-2,572.89	0.00
40100	ATM INCOME	0.00	0.00
40300	LICENSE INCOME	-25,180.14	0.00
49000	SALES DISCOUNTS	0.00	0.00
49010	PAYMENT DISCOUNTS	0.00	0.00
49020	RETURNS	0.00	0.00
50000	COST OF GOODS SOLD	0.00	0.00
50100	PROCEEDS TO LOCATIONS	0.00	0.00
Total MACHINE INCOME		-27,753.03	0.00
40200	INTEREST INCOME		
40200	INTEREST INCOME	0.00	0.00
Total INTEREST INCOME		0.00	0.00
40500	COMMISSION INCOME		
40500	COMMISSION INCOME	-215,914.69	-1,142,929.79
Total COMMISSION INCOME		-215,914.69	-1,142,929.79
40700	MISCELLANEOUS INCOME		
40400	LEASE INCOME	71,370.42	-12,478.08
40700	MISCELLANEOUS INCOME	0.00	-4,057.87
Total MISCELLANEOUS INCOME		71,370.42	-16,535.95
42000	GAIN/LOSS ON SALE OF ASSETS		
42000	SALE OF ASSETS	559,388.19	-19,326.99
Total GAIN/LOSS ON SALE OF ASSETS		559,388.19	-19,326.99
6010	SALARIES & WAGES		
77500	SALARIES & WAGES	228,807.38	225,525.00
Total SALARIES & WAGES		228,807.38	225,525.00
6020	ADVERTISING		
60000	ADVERTISING	0.00	0.00
73000	PROMOTIONS	0.00	0.00
89000	FORTUNES PETTY CASH	0.00	0.00
Total ADVERTISING		0.00	0.00
6030	AUTO EXPENSE		
61000	AUTO EXPENSE	2,669.60	0.00
Total AUTO EXPENSE		2,669.60	0.00
6040	BAD DEBTS		
61500	BAD DEBTS	0.00	0.00
69500	LOSS ON NSF CHECKS	0.00	0.00

Grp 1 code	Description	Adjusted 12/31/01	Adjusted 12/31/02
Total BAD DEBTS		0.00	0.00
6050	JANITORIAL & CLEANING		
62500	CLEANING EXPENSE	0.00	0.00
Total JANITORIAL & CLEANING		0.00	0.00
6060	COMMISSIONS		
62600	COMMISSIONS-JOHN ANDERSON	0.00	0.00
62610	COMMISSIONS-AMY BROOM	0.00	0.00
Total COMMISSIONS		0.00	0.00
6065	CONTRACT LABOR		
63100	CONTRACT LABOR	59,365.00	27,271.78
Total CONTRACT LABOR		59,365.00	27,271.78
6070	DEPRECIATION		
64000	DEPRECIATION	378,555.36	304,381.25
Total DEPRECIATION		378,555.36	304,381.25
6080	DONATIONS		
63000	CHARITABLE CONTRIBUTIONS	0.00	0.00
Total DONATIONS		0.00	0.00
6090	DUES & SUBSCRIPTIONS		
64500	DUES & SUBSCRIPTIONS	70.00	0.00
Total DUES & SUBSCRIPTIONS		70.00	0.00
6100	RENT - EQUIPMENT		
65000	EQUIPMENT LEASE/RENT	0.00	0.00
80110	VEHICLE RENT/LEASE	0.00	0.00
Total RENT - EQUIPMENT		0.00	0.00
6110	REPAIRS & MAINTENANCE		
65100	EQUIPMENT MAINTENANCE	0.00	0.00
74500	REPAIRS & MAINTENANCE	222.41	0.00
80100	VEHICLE MAINTENANCE	491.80	0.00
Total REPAIRS & MAINTENANCE		714.21	0.00
6120	INSURANCE		
67000	INSURANCE EXPENSE	30,095.10	12,408.00
67100	INSURANCE - WORKERS COMP	-1,389.00	0.00
67200	INSURANCE - PROPERTY & BLDG	1,596.00	2,538.50
67210	INSURANCE - EMPLOYEE	0.00	0.00
80000	VEHICLE INSURANCE	-596.70	2,324.67
Total INSURANCE		29,705.40	17,271.17
6130	INTEREST		
67050	FINANCE CHARGES	22,810.52	0.00
67500	INTEREST EXPENSE	12,580.58	2,402.99
Total INTEREST		35,391.10	2,402.99
6140	PROFESSIONAL FEES		
68500	LEGAL/PROFESSIONAL SERVICES	31,127.85	16,475.63
Total PROFESSIONAL FEES		31,127.85	16,475.63
6150	MEALS & ENTERTAINMENT		
70500	MEALS & ENTERTAINMENT	11,516.16	0.00
Total MEALS & ENTERTAINMENT		11,516.16	0.00
6160	MISCELLANEOUS		
62000	BANK CHARGES	403.71	375.36
70000	MISCELLANEOUS EXPENSE	6,680.66	0.00
Total MISCELLANEOUS		7,084.37	375.36
6170	OFFICE EXPENSE		
63500	COMPUTER SOFTWARE	0.00	0.00
71000	OFFICE EXPENSE	9,857.48	869.12
Total OFFICE EXPENSE		9,857.48	869.12
6180	POSTAGE & FREIGHT		
64050	DELIVERY EXPENSE	17,519.85	38,195.00
73500	POSTAGE/FREIGHT	1,240.46	2,295.83
Total POSTAGE & FREIGHT		18,760.31	40,490.83
6190	RENT		
64700	DOMINICAN RENT	0.00	34,645.00
74000	RENTAL EXPENSE	1,000.00	0.00
75600	STORAGE - GA	19,150.00	28,750.00

Grp 1 code	Description	Adjusted 12/31/01	Adjusted 12/31/02
Total RENT		20,150.00	63,395.00
6200	SECURITY		
75000	SECURITY	3,746.44	119.80
Total SECURITY		3,746.44	119.80
6208	SUPPLIES		
64600	DOMINICAN EXPENSES	64,287.34	0.00
75500	SUPPLIES	18,530.11	29,188.45
Total SUPPLIES		82,817.45	29,188.45
6210	TAXES & LICENSES		
69000	LICENSE EXPENSE	0.00	25.00
72000	PAYROLL TAXES	18,567.54	18,245.88
72100	PROPERTY TAXES	27,642.44	10,525.20
75900	TAXES & LICENSES	0.00	0.00
Total TAXES & LICENSES		46,209.98	28,796.08
6220	TELEPHONE		
76000	TELEPHONE	6,949.08	2,759.26
Total TELEPHONE		6,949.08	2,759.26
6230	UTILITIES		
77000	UTILITIES	5,137.03	5,754.97
Total UTILITIES		5,137.03	5,754.97
6240	PENALTIES		
72500	PENALTIES & FINES	590.82	0.00
Total PENALTIES		590.82	0.00
6270	TRAVEL		
66500	AIRCRAFT RENTAL	0.00	0.00
76500	TRAVEL	305,629.56	76,759.90
Total TRAVEL		305,629.56	76,759.90
7100	NONDEDUCTIBLES		
68000	INTEREST EXPENSE - BOAT	1,334.38	0.00
89100	BOAT EXPENSES	7,684.23	-799.60
Total NONDEDUCTIBLES		9,018.61	-799.60
TOTALS		0.00	0.00
YTD NI (Loss)		-1,680,964.08	337,755.74

TRI-STAR COMMUNICATIONS, INC.
WORKING TRIAL BALANCE REPORT
December 31, 2002

Account	Description	Adjusted 12/31/01	Unadjusted 12/31/02	AJE	12/31/02	Adjusted 12/31/02
10000	CASH - NATIONSBANK	5,466.58	6,702.23		0.00	6,702.23
10050	CASH - ARTHUR STATE	0.00	13,997.84		0.00	13,997.84
11200	RECEIVABLE - ABCO OF NC	187,993.43	219,374.75		0.00	219,374.75
11400	RECEIVABLE-ABCO HOLDINGS	166,643.89	184,087.81		0.00	184,087.81
11700	A/R - SAHARRAH'S	0.00	0.00		0.00	0.00
11880	RECEIVABLE - WORLDWIDE	0.00	6,000.00		0.00	6,000.00
11900	A/R - HERITAGE	0.00	2,000.00	10	-2,000.00	0.00
11950	A/R - DREWS	0.00	21,000.00	1	-21,000.00	0.00
	Total Current Assets	360,103.90	453,162.63		-23,000.00	430,162.63
15000	FURNITURE & FIXTURES	66,480.67	90,560.77		0.00	90,560.77
15100	EQUIPMENT	204,995.17	204,995.17	5	42,978.24	247,973.41
15200	VEHICLES	27,394.00	27,394.00		0.00	27,394.00
15300	BUILDINGS	153,326.64	153,326.64	7	-153,326.64	0.00
15400	BUILDING IMPROVEMENTS	257,937.09	257,937.09	7	-36,887.63	221,049.46
15600	MACHINES	543,525.00	938,897.48	4	312,909.00	
				5	-42,978.24	1,208,828.24
15800	LAND	30,000.00	30,000.00	7	-30,000.00	0.00
15900	LAND IMPROVEMENTS	49,088.81	49,088.81	7	-49,088.81	0.00
16000	BOAT	0.00	0.00		0.00	0.00
16300	SOFTWARE	167,625.00	236,425.00		0.00	236,425.00
17000	ACCUMULATED DEPRECIATION	-573,611.34	-573,611.34	6	-304,381.25	
				7	47,241.81	-830,750.78
	Total Non-current Assets	926,761.04	1,415,013.62		-213,533.52	1,201,480.10
	Total Assets	1,286,864.94	1,868,176.25		-236,533.52	1,631,642.73
20750	N/P - MR. BROOM	0.00	-15,000.00		0.00	-15,000.00
23700	STATE TAX W/H	0.00	746.50	2	-746.50	0.00
23950	INSURANCE WITHHOLDING	0.00	-10,049.34	8	10,049.34	0.00
	Total Current Liabilities	0.00	-24,302.84		9,302.84	-15,000.00
20050	N/P - NATIONSBANK - SUBURBAN	0.00	0.00		0.00	0.00
20100	N/P TRITON	-59,492.92	-55,649.59	7	55,649.59	0.00
20200	N/P HUGH ANDREWS	-1,056,506.88	-871,506.88	4	-241,909.00	
				10	1,000.00	-1,112,415.88
20300	N/P BEST GAMES	-401,650.00	-401,650.00		0.00	-401,650.00
20400	N/P QUENTIN BROOM	-253,580.07	-182,651.05	10	1,000.00	-181,651.05
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00		0.00	-45,000.00
20600	N/P DREWS	-488,839.11	-488,839.11	4	-71,000.00	-559,839.11
20650	N/P DREWS (TRINOT)	-1,088,312.14	-1,088,312.14		0.00	-1,088,312.14
20700	N/P NATIONSBANK	-3,465.01	0.00		0.00	0.00
20800	N/P BANK OF THE WEST	0.00	0.00		0.00	0.00
	Total Non-current Liabilities	-3,396,846.13	-3,133,608.77		-255,259.41	-3,388,868.18
	Total Liabilities	-3,396,846.13	-3,157,911.61		-245,956.57	-3,403,868.18
39003	COMMON STOCK	-2,000.00	-2,000.00		0.00	-2,000.00
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05		0.00	-39,934.05
39005	RETAINED EARNINGS - AAA	470,951.16	2,151,915.24		0.00	2,151,915.24
	Net (Income) Loss	1,680,964.08	-820,245.83			-337,755.74
	Total Capital/Owners' Equity	2,109,981.19	1,289,735.36		482,490.09	1,772,225.45
	Total Liabilities & Capital	-1,286,864.94	-1,868,176.25		236,533.52	-1,631,642.73
40000	MACHINE INCOME	-2,572.89	0.00		0.00	0.00
40300	LICENSE INCOME	-25,180.14	0.00		0.00	0.00
40400	LEASE INCOME	71,370.42	-12,478.08		0.00	-12,478.08
40500	COMMISSION INCOME	-215,914.69	-1,142,929.79		0.00	-1,142,929.79
40700	MISCELLANEOUS INCOME	0.00	-21,157.87	1	21,000.00	
				3	-3,900.00	-4,057.87
42000	SALE OF ASSETS	559,388.19	-189,638.67	3	3,900.00	
				7	166,411.68	-19,326.99
	Total Revenues	387,090.89	-1,366,204.41		187,411.68	-1,178,792.73
61000	AUTO EXPENSE	2,669.60	0.00		0.00	0.00
62000	BANK CHARGES	403.71	375.36		0.00	375.36
63100	CONTRACT LABOR	59,365.00	27,271.78		0.00	27,271.78
64000	DEPRECIATION	378,555.36	0.00	6	304,381.25	304,381.25
64050	DELIVERY EXPENSE	17,519.85	38,195.00		0.00	38,195.00
64500	DUES & SUBSCRIPTIONS	70.00	0.00		0.00	0.00
64600	DOMINICAN EXPENSES	64,287.34	0.00		0.00	0.00
64700	DOMINICAN RENT	0.00	34,645.00		0.00	34,645.00
67000	INSURANCE EXPENSE	30,095.10	22,457.34	8	-10,049.34	12,408.00
67050	FINANCE CHARGES	22,810.52	0.00		0.00	0.00
67100	INSURANCE - WORKERS COMP	-1,389.00	0.00		0.00	0.00
67200	INSURANCE - PROPERTY & BLDG	1,596.00	2,538.50		0.00	2,538.50
67500	INTEREST EXPENSE	12,580.58	2,402.99		0.00	2,402.99
68000	INTEREST EXPENSE - BOAT	1,334.38	0.00		0.00	0.00

Account	Description	Adjusted 12/31/01	Unadjusted 12/31/02		AJE 12/31/02	Adjusted 12/31/02
68500	LEGAL/PROFESSIONAL SERVICES	31,127.85	16,475.63		0.00	16,475.63
69000	LICENSE EXPENSE	0.00	0.00	9	25.00	25.00
70000	MISCELLANEOUS EXPENSE	6,680.66	0.00		0.00	0.00
70500	MEALS & ENTERTAINMENT	11,516.16	0.00		0.00	0.00
71000	OFFICE EXPENSE	9,857.48	869.12		0.00	869.12
72000	PAYROLL TAXES	18,567.54	17,499.38	2	746.50	18,245.88
72100	PROPERTY TAXES	27,642.44	10,525.20		0.00	10,525.20
72500	PENALTIES & FINES	590.82	25.00	9	-25.00	0.00
73500	POSTAGE/FREIGHT	1,240.46	2,295.83		0.00	2,295.83
74000	RENTAL EXPENSE	1,000.00	0.00		0.00	0.00
74500	REPAIRS & MAINTENANCE	222.41	0.00		0.00	0.00
75000	SECURITY	3,746.44	119.80		0.00	119.80
75500	SUPPLIES	18,530.11	29,188.45		0.00	29,188.45
75600	STORAGE - GA	19,150.00	28,750.00		0.00	28,750.00
76000	TELEPHONE	6,949.08	2,759.26		0.00	2,759.26
76500	TRAVEL	305,629.56	76,759.90		0.00	76,759.90
77000	UTILITIES	5,137.03	5,754.97		0.00	5,754.97
77500	SALARIES & WAGES	228,807.38	225,525.00		0.00	225,525.00
80000	VEHICLE INSURANCE	-596.70	2,324.67		0.00	2,324.67
80100	VEHICLE MAINTENANCE	491.80	0.00		0.00	0.00
89100	BOAT EXPENSES	7,684.23	-799.60		0.00	-799.60
	Total Expenses	1,293,873.19	545,958.58		295,078.41	841,036.99
TOTALS		0.00	0.00		-0.00	0.00
YTD NI (Loss)		-1,680,964.08	820,245.83			337,755.74

TRI-STAR COMMUNICATIONS, INC.
Journal Entries Report : Adjusting Entries
December 31, 2002

Entry #	Status	Account/Code	Description	Debit	Credit
AJE 1	Posted	40700	MISCELLANEOUS INCOME	21,000.00	
		11950	A/R - DREWS		21,000.00
			TO REMOVE RECEIVABLE DUE TO DREWS FOR RENT TO CONVERT TO CASH BASIS		
			!!!!!!!! REVERSE THIS IN 1/1/03 !!!!!!!!!!!		
AJE 2	Posted	72000	PAYROLL TAXES	746.50	
		23700	STATE TAX W/H		746.50
			TO ADJUST STATE W/H TO ZERO PER CLIENT		
AJE 3	Posted	42000	SALE OF ASSETS	3,900.00	
		40700	MISCELLANEOUS INCOME		3,900.00
			TO RECLASS SALE OF MACHINES NOT ON BOOKS TO MISCELLANEOUS INCOME		
AJE 4	Posted	15600	MACHINES	312,909.00	
		20200	N/P HUGH ANDREWS		241,909.00
		20600	N/P DREWS		71,000.00
			TO RECORD ADDITIONAL MACHINES PURCHASED		
AJE 5	Posted	15100	EQUIPMENT	42,978.24	
		15600	MACHINES		42,978.24
			TO RECLASS COIN MECHANISMS TO EQUIP FROM MACHINES		
AJE 6	Posted	64000	DEPRECIATION	304,381.25	
		17000	ACCUMULATED DEPRECIATION		304,381.25
			TO RECORD DEPRECIATION		
AJE 7	Posted	17000	ACCUMULATED DEPRECIATION	47,241.81	
		20100	N/P TRITON	55,649.59	
		42000	SALE OF ASSETS	166,411.68	
		15300	BUILDINGS		153,326.64
		15400	BUILDING IMPROVEMENTS		36,887.63
		15800	LAND		30,000.00
		15900	LAND IMPROVEMENTS		49,088.81
			TO REMOVE ASSETS SOLD, DEBT PAID OFF, AND ADJUST GAIN/LOSS		
AJE 8	Posted	23950	INSURANCE WITHHOLDING	10,049.34	
		67000	INSURANCE EXPENSE		10,049.34
			TO RECLASSIFY INSURANCE W/H AGAINST EXPENSE		
AJE 9	Posted	69000	LICENSE EXPENSE	25.00	
		72500	PENALTIES & FINES		25.00
			TO RECLASS SC CORP LICENSE FEE		
AJE 10	Posted	20200	N/P HUGH ANDREWS	1,000.00	
		20400	N/P QUENTIN BROOM	1,000.00	
		11900	A/R - HERITAGE		2,000.00
			TO RECLASS LOAN TO HERITAGE TO HUGH & QUENTIN		
TOTALS				967,292.41	967,292.41

IV

Tri-State Communications

A/E

12/31/02

	Initials	Date
Prepared By		
Approved By		

© WILSON JONES G7504 ColumnWide ®

		1	2	3	4
			Acct.	Db.	Cr.
1	✓	(1)			
2		To convert to cash. Based never	907	21,000.00	
3		net recovered from Driver. (Reversed)	119		21,000.00
4					
5	✓	(2)			
6		To adjust State with to year	720	222.50	
7		per client	232		222.50
8					
9	✓	(3)			
10		To reclass sale of machine	42	7,000.00	
11		not on books	40		8,000.00
12					
13	✓	(4)			
14		To record additional gross purch	156	3,125.00	
15			206		71,000.00
16			207		241,000.00
17					
18	✓	(5)			
19		To reclass equipment from machine	157	42,000.24	
20			150		42,000.24
21					
22	✓	(6)			
23		To record depreciation	140	304,309.25	
24			170		309,000.25
25					
26	✓	(7)			
27		To remove units sold + adjust	15		153,000.68
28		gross / accum	154		36,000.13
29			158		30,000.00
30			159		49,000.81
31			420	166,000.68	
32			301	55,000.59	
33			170	47,000.81	
34					
35	✓	(8)			
36		To reclass insurance WH against eq	239	10,000.34	
37			670		10,000.34
38					
39					
40					

Lee, Broome, MacBay & Associates
5/29/03 10:55AM

TRI-STAR COMMUNICATIONS, INC.
STANDARD TRIAL BALANCE REPORT
December 31, 2002

Page: 1
Prepared by: TLR
Reviewed by:

Account	Description	Adjusted 12/31/01	Unadjusted 12/31/02	
10000	CASH - NATIONSBANK	5,466.58	6,702.23	✓ agrees w/ Bank reconciliations
10050	CASH - ARTHUR STATE	0.00	13,997.84	✓ " " "
11200	RECEIVABLE -ABCO OF NC	187,993.43	219,374.75	✓ agrees w/ ABCO of NC
11400	RECEIVABLE-ABCO HOLDINGS	166,643.89	184,087.81	✓ agrees w/ ABCO
11700	A/R - SAHARRAH'S	0.00	0.00	
11880	RECEIVABLE - WORLDWIDE	0.00	6,000.00	✓
11900	A/R - HERITAGE	0.00	2,000.00	
11950	A/R - DREWS	0.00	21,000.00	✓ Rent receivable from Drews - Zero out Convert to tax basis ADE ①
	Total Current Assets	360,103.90	453,162.63	
15000	FURNITURE & FIXTURES	66,480.67	90,560.77	
15100	EQUIPMENT	204,995.17	204,995.17	
15200	VEHICLES	27,394.00	27,394.00	
15300	BUILDINGS	153,326.64	153,326.64	
15400	BUILDING IMPROVEMENTS	257,937.09	257,937.09	
15600	MACHINES	543,525.00	938,897.48	
15800	LAND	30,000.00	30,000.00	
15900	LAND IMPROVEMENTS	49,088.81	49,088.81	
16000	BOAT	0.00	0.00	
16300	SOFTWARE	167,625.00	236,425.00	
17000	ACCUMULATED DEPRECIATION	-573,611.34	-573,611.34	
	Total Non-current Assets	926,761.04	1,415,013.62	
	Total Assets	1,286,864.94	1,868,176.25	
20750	N/P - MR. BROOM	0.00	-15,000.00	✓
23700	STATE TAX W/H	0.00	746.50	✓ - ADE ✓
23950	INSURANCE WITHHOLDING	0.00	-10,049.34	✓ - ADE ✓
	Total Current Liabilities	0.00	-24,302.84	
20050	N/P - NATIONSBANK - SUBURBAN	0.00	0.00	
20100	N/P TRITON	-59,492.92	-55,649.59	✓ - Asset sold (Fortune - Asheville Hwy)
20200	N/P HUGH ANDREWS	-1,056,506.88	-871,506.88	
20300	N/P BEST GAMES	-401,650.00	-401,650.00	✓ Agrees w/ Best Games
20400	N/P QUENTIN BROOM	-253,580.07	-182,651.05	
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00	✓ agrees w/ Jackpot
20600	N/P DREWS	-488,839.11	-488,839.11	
20650	N/P - DREWS (TRINOT)	-1,088,312.14	-1,088,312.14	
20700	N/P NATIONSBANK	-3,465.01	0.00	
20800	N/P BANK OF THE WEST	0.00	0.00	
	Total Non-current Liabilities	-3,396,846.13	-3,133,608.77	

V

Account	Description	Adjusted 12/31/01	Unadjusted 12/31/02	
	Total Liabilities	-3,396,846.13	-3,157,911.61	
39003	COMMON STOCK	-2,000.00	-2,000.00	W
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05	W
39005	RETAINED EARNINGS - AAA	470,951.16	2,151,915.24	W
	Net (Income) Loss	1,680,964.08	-820,245.83	
	Total Capital/Owners' Equity	2,109,981.19	1,289,735.36	
	Total Liabilities & Capital	-1,286,864.94	-1,868,176.25	
40000	MACHINE INCOME	-2,572.89	0.00	
40300	LICENSE INCOME	-25,180.14	0.00	
40400	LEASE INCOME	71,370.42	-12,478.08	
40500	COMMISSION INCOME	-215,914.69	-1,142,929.79	
40700	MISCELLANEOUS INCOME	0.00	-21,157.87	
42000	SALE OF ASSETS	559,388.19	-189,638.67	
	Total Revenues	387,090.89	-1,366,204.41	
61000	AUTO EXPENSE	2,669.60	0.00	
62000	BANK CHARGES	403.71	375.36	
63100	CONTRACT LABOR	59,365.00	27,271.78	
64000	DEPRECIATION	378,555.36	0.00	
64050	DELIVERY EXPENSE	17,519.85	38,195.00	
64500	DUES & SUBSCRIPTIONS	70.00	0.00	
64600	DOMINICAN EXPENSES	64,287.34	~~34,645.00~~	
64700	DOMINICAN RENT		34,645.00	W
67000	INSURANCE EXPENSE	30,095.10	22,457.34	
67050	FINANCE CHARGES	22,810.52	0.00	
67100	INSURANCE - WORKERS COMP	-1,389.00	0.00	
67200	INSURANCE - PROPERTY & BLDG	1,596.00	2,538.50	
67500	INTEREST EXPENSE	12,580.58	2,402.99	
68000	INTEREST EXPENSE - BOAT	1,334.38	0.00	
68500	LEGAL/PROFESSIONAL SERVICES	31,127.85	16,475.63	
70000	MISCELLANEOUS EXPENSE	6,680.66	0.00	
70500	MEALS & ENTERTAINMENT	11,516.16	0.00	
71000	OFFICE EXPENSE	9,857.48	869.12	
72000	PAYROLL TAXES	18,567.54	17,499.38	
72100	PROPERTY TAXES	27,642.44	10,525.20	
72500	PENALTIES & FINES	590.82	25.00	ASE W
73500	POSTAGE/FREIGHT	1,240.46	2,295.83	
74000	RENTAL EXPENSE	1,000.00	0.00	
74500	REPAIRS & MAINTENANCE	222.41	0.00	
75000	SECURITY	3,746.44	119.80	
75500	SUPPLIES	18,530.11	29,188.45	
75600	STORAGE - GA	19,150.00	28,750.00	

Reclass to 69000 License / taxes
SC Corp license

V

Account	Description	Adjusted 12/31/01	Unadjusted 12/31/02	
76000	TELEPHONE	6,949.08	2,759.26	
76500	TRAVEL	305,629.56	76,759.90	
77000	UTILITIES	5,137.03	5,754.97	
77500	SALARIES & WAGES	228,807.38	225,525.00	V
80000	VEHICLE INSURANCE	-596.70	2,324.67	
80100	VEHICLE MAINTENANCE	491.80	0.00	
89100	BOAT EXPENSES	7,684.23	-799.60	
	Total Expenses	1,293,873.19	545,958.58	
TOTALS		0.00	0.00	
YTD NI (Loss)		-1,680,964.08	820,245.83	

V

Tri State Communications, Inc

2002

✓ 1.	Review accts @ T	Done
✓ 2.	Acct # 15600 -	
	- No description for Express Video - various payments totaling - 92,144.29. What are these?	To refurbish machines
	- No description Express Video 11/21/02 75,600.?	To refurbish machines
✓ 3	Payable to Drew for machines (M-15600-5)	
	- Is payable all to Drew? Or invoices of Las Vegas Amusements, Drew Gaming, and Drew Distributing	ALL DREW DISTRIBUTING
✓ 4	Do we still rent WC property?	Yes
	- We have improvements on Depreciation schedule	
✓ 5	What is "Randy's" on Depreciation schedule	Owned by ABCO - Hoover Tristar leased & made improvements. Tristar no longer exists - will ID these
✓ 6	Record Date / Form of Sale of Fortune	
✓ 7	Need to see on Heritage - Waiting on information	
✓ 8	Any salaries for Hugh or Quentin?	None
9	Record Cumulative interest on Partners Loans?	
	Not deductible until paid	

TRISTAR COMMUNICATIONS, INC.
Account Reconciliation
As of Dec 31, 2002
10000 - Cash-Nations Bank
Bank Statement Date: December 31, 2002

Filter Criteria includes: Report is printed in Detail Format.

Beginning GL Balance				7,832.37	
Add: Cash Receipts					
Less: Cash Disbursements				<233.14>	
Add <Less> Other				<897.00>	
Ending GL Balance				6,702.23	
Ending Bank Balance				7,434.93	
Add back deposits in transit					
Total deposits in transit					
<Less> outstanding checks					
	Jul 6, 2000	1182	<427.14>		
	Jun 4, 2002	3416	<105.54>		
	Dec 13, 2002	3568	<200.00>		
Total outstanding checks				<732.68>	
Add <Less> Other					
Total other					
Unreconciled difference				<0.02>	- ok
Ending GL Balance				6,702.23	

T/B

A-10000

TRISTAR COMMUNICATIONS, INC.
Account Reconciliation
As of Dec 31, 2002
10050 - Cash-Arthur State
Bank Statement Date: December 31, 2002

Filter Criteria includes: Report is printed in Detail Format.

Beginning GL Balance				50,913.81
Add: Cash Receipts				15,000.00
Less: Cash Disbursements				<28,270.47>
Add <Less> Other				<23,645.50>
Ending GL Balance				13,997.84
Ending Bank Balance				5,486.49
Add back deposits in transit				
	Dec 15, 2002	121502	15,000.00	
Total deposits in transit				15,000.00
<Less> outstanding checks				
	Dec 5, 2002	4065	<1,453.66>	
	Dec 5, 2002	4066	<78.44>	
	Dec 5, 2002	4068	<33.38>	
	Dec 5, 2002	4069	<100.00>	
	Dec 5, 2002	4071	<2,000.00>	
	Dec 17, 2002	4076	<78.44>	
	Dec 18, 2002	4084	<129.73>	
	Dec 18, 2002	4086	<2,615.00>	
Total outstanding checks				<6,488.65>
Add <Less> Other				
Total other				
Unreconciled difference				0.00
Ending GL Balance				13,997.84

TIB

A-10050

Asset Depreciation Short Report - Sorted by - ASSET A/C#

Company: TRI-STAR COMMUNICATIONS, INC. | Year End: 12/31/02 | Page: 1
Method: 1 - FEDERAL | MidQr Conv Applied | File: E:\AKDATA\658750 | Date: 06/03/03
Range: 18010 - FURNITURE & FIXTURES - 18099 - SOFTWARE | Include: All assets | Time: 12:07:38

Date Acq	Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
ASSET A/C#: 18010 - FURNITURE & FIXTURES								
02/28/99	43 BAR STOOLS	MA200/ 5.00	6,966.00	0.00	6,966.00	4,959.79	802.48	5,762.27
03/31/99	43 BAR STOOLS	MA200/ 5.00	7,314.30	0.00	7,314.30	5,207.78	842.61	6,050.39
05/30/99	36 BAR STOOLS	MA200/ 5.00	6,123.60	0.00	6,123.60	4,360.00	705.44	5,065.44
06/30/99	47 BAR STOOLS	MA200/ 5.00	8,044.05	0.00	8,044.05	5,727.37	926.67	6,654.04
05/19/00	JEWLRY SHOWCASE (NC BLDG)	MA200/ 7.00	1,400.00	0.00	1,400.00	542.86	244.90	787.76
06/20/00	CHAIRS & LIGHTING FIXTURES (NC BLDG	MA200/ 7.00	2,545.07	0.00	2,545.07	986.86	445.20	1,432.06
05/10/01	19 BAR SHOOLS - BEST GAMES	MA200/ 7.00	1,900.00	0.00	1,900.00	271.43	465.31	736.74
05/16/01	FURNITURE - DR	MA200/ 7.00	32,187.65	0.00	32,187.65	4,598.24	7,882.69	12,480.93
01/24/02	AMQ FURNITURE / FIXTURES - BALLENTINE E	MA200/ 7.00	1,600.10	0.00	1,600.10	0.00	400.03	400.03
03/12/02	AMQ CHAIRS / STOOLS	MA200/ 7.00	1,950.00	0.00	1,950.00	0.00	487.50	487.50
03/19/02	AMQ 100 BAR STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	0.00	1,375.00	1,375.00
05/21/02	AMQ 100 STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	0.00	982.14	982.14
09/05/02	AMQ 100 STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	0.00	589.29	589.29
09/23/02	AMQ 50 STOOLS	MA200/ 7.00	2,635.00	0.00	2,635.00	0.00	282.32	282.32
11/27/02	AMQ 26 BAR STOOLS	MA200/ 7.00	1,395.00	0.00	1,395.00	0.00	49.82	49.82
Grand totals: 18010 - FURNITURE & FIXTURES (15 assets)			90,560.77	0.00	90,560.77	26,654.33	16,481.40	43,135.73
ASSET A/C#: 18020 - VEHICLES								
11/15/98	MQ 1997 FORD TRUCK	M*200/ 5.00	15,329.00	0.00	15,329.00	10,491.45	1,775.00	12,266.45
02/08/01	SERVICE TRAILER	MA200/ 7.00	5,565.00	0.00	5,565.00	795.00	1,362.86	2,157.86
03/15/01	CROWN VICTORIA	MA200/ 5.00	6,500.00	0.00	6,500.00	1,300.00	2,080.00	3,380.00
Grand totals: 18020 - VEHICLES (3 assets)			27,394.00	0.00	27,394.00	12,586.45	5,217.86	17,804.31
ASSET A/C#: 18030 - BUILDINGS								
07/01/97 D	BLDG 1197 ASHEVILLE HWY (FORTUNES)	MACRS/39.00	95,000.00	0.00	95,000.00	11,874.60	1,116.45	12,991.05
07/01/97 D	RENOVATIONS-1197 ASHEVILLE HWY	MACRS/39.00	58,326.64	0.00	58,326.64	7,166.20	685.46	7,851.66
Grand totals: 18030 - BUILDINGS (2 assets)			153,326.64	0.00	153,326.64	19,040.80	1,801.91	20,842.71
Less: 2 Disposed assets (Current Depreciation: $1801.91)			153,326.64	0.00	153,326.64	19,040.80		20,842.71
Net totals: 18030 - BUILDINGS (0 assets)			0.00	0.00	0.00	0.00	1,801.91	0.00
ASSET A/C#: 18040 - BUILDING IMPROVEMENTS								
07/01/97 D	IMPROVEMENTS-1197 ASHEVILLE HWY	MA200/10.00	17,364.76	0.00	17,364.76	10,785.45	657.93	11,443.38
06/21/99 D	IMPROVEMENTS - RANDY'S	MACRS/39.00	19,522.87	0.00	19,522.87	1,272.33	479.73	1,752.06
05/08/00	CARPET/ TILE - NC BLDG	MACRS/39.00	12,839.76	0.00	12,839.76	534.99	329.22	864.21
05/19/00	HEATING & A/C - NC BLDG	MACRS/39.00	34,000.00	0.00	34,000.00	1,416.66	871.79	2,288.45
06/20/00	RENOVATIONS - NC BLDG	MACRS/39.00	87,887.32	0.00	87,887.32	3,474.18	2,253.52	5,727.70
07/06/00	FIXTURES - NC BLDG	MACRS/39.00	4,640.41	0.00	4,640.41	173.51	118.98	292.49
07/10/00	PAVING - NC BLDG	MA150/15.00	15,200.00	0.00	15,200.00	2,204.00	1,299.60	3,503.60
07/20/00	RENOVATIONS - NC BLDG	MACRS/39.00	57,630.77	0.00	57,630.77	2,154.99	1,477.71	3,632.70
09/22/00	SECURITY SYSTEM - NC BLDG	MA200/ 7.00	8,851.20	0.00	8,851.20	3,432.10	1,548.31	4,980.41
Grand totals: 18040 - BUILDING IMPROVEMENTS (9 assets)			257,937.09	0.00	257,937.09	25,448.21	9,036.79	34,485.00
Less: 2 Disposed assets (Current Depreciation: $1137.66)			36,887.63	0.00	36,887.63	12,057.78		13,195.44
Net totals: 18040 - BUILDING IMPROVEMENTS (7 assets)			221,049.46	0.00	221,049.46	13,390.43	9,036.79	21,289.56
ASSET A/C#: 18050 - MACHINES								
02/03/97	MQ POT O GOLD-2001590197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2000110297	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2008910197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2009030197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2008930197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2008960197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2000160297	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2001600197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2009390197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2000680197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2008870197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2000670197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00

Asset Depreciation Short Report - Sorted by ASSET A/C#

Company: TRI-STAR COMMUNICATIONS, INC | Year End: 12/31/02 | Method: 1 - FEDERAL | Date: 06/03/03

Date Acq	Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
[redacted] A/C#: 18050 - MACHINES								
02/03/97	MQ POT O GOLD-2009100197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2009040197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
02/03/97	MQ POT O GOLD-2009370197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,347.46	102.54	7,450.00
08/31/00	5 ROUND TOPS FOR TOUCH GOLD	MA200/ 5.00	1,575.00	0.00	1,575.00	819.00	302.40	1,121.40
09/30/00	189 POT O GOLD - DREWS	MA200/ 5.00	396,900.00	0.00	396,900.00	206,388.00	76,204.80	282,592.80
12/01/00	130 BASES FOR POT O GOLD	MA200/ 5.00	27,300.00	0.00	27,300.00	14,196.00	5,241.60	19,437.60
03/13/01	5 POT O GOLD - JOHN ELUM	MA200/ 7.00	6,000.00	0.00	6,000.00	857.14	1,469.39	2,326.53
06/26/02	AMQ 12 POT O GOLD - STEVE COURTNEY	MA200/ 5.00	12,000.00	0.00	12,000.00	0.00	3,000.00	3,000.00
06/30/02	AMQ EXPRESS VIDEO - REFURBISH MACHINES	MA200/ 5.00	92,144.24	0.00	92,144.24	0.00	23,036.06	23,036.06
07/29/02	AMQ 61 POT O GOLD	MA200/ 5.00	88,450.00	0.00	88,450.00	0.00	13,267.50	13,267.50
09/15/02	AMQ 79 POT O GOLD - Q.BROOM SR.	MA200/ 5.00	84,200.00	0.00	84,200.00	0.00	12,630.00	12,630.00
11/07/02	AMQ 74 POT O GOLD - DREWS DISTRIBUTING	MA200/ 5.00	71,000.00	0.00	71,000.00	0.00	3,550.00	3,550.00
11/07/02	AMQ 190 POT O GOLD - H.ANDREWS	MA200/ 5.00	241,909.00	0.00	241,909.00	0.00	12,095.45	12,095.45
11/21/02	AMQ EXPRESS VIDEO - REFURBISH MACHINES	MA200/ 5.00	75,600.00	0.00	75,600.00	0.00	3,780.00	3,780.00
Grand totals: 18050 - MACHINES (26 assets)			1,208,828.24	0.00	1,208,828.24	332,472.04	156,115.30	488,587.34
			TIB					
ASSET A/C#: 18060 - EQUIPMENT								
02/03/97	MQ 93-5S FIVE PLAYER STRAIGHT	M*200/ 5.00	3,675.00	0.00	3,675.00	3,624.41	50.59	3,675.00
02/03/97	MQ EXTENSIONS 19" TOPS	M*200/ 5.00	4,091.00	0.00	4,091.00	4,034.69	56.31	4,091.00
02/17/97	MQ MACHINE STOOLS	M*200/ 5.00	1,155.00	0.00	1,155.00	1,139.10	15.90	1,155.00
02/20/97	MQ CHAIRS	M*200/ 5.00	563.00	0.00	563.00	555.25	7.75	563.00
02/20/97	MQ CHAIRS	M*200/ 5.00	521.00	0.00	521.00	513.82	7.18	521.00
07/09/97	MQ STOOLS / CHAIRS	M*200/ 5.00	2,687.00	0.00	2,687.00	2,497.25	189.75	2,687.00
10/13/97	MQ STOOLS / CHAIRS	M*200/ 5.00	945.00	0.00	945.00	854.48	90.52	945.00
12/08/97	MQ STOOLS / CHAIRS	M*200/ 5.00	3,041.00	0.00	3,041.00	2,749.79	291.21	3,041.00
05/07/98	MQ 10 ROUND TOPS	M*200/ 5.00	2,500.00	0.00	2,500.00	2,109.21	284.21	2,393.42
05/07/98	MQ 3 PLAYER STRAIGHT	M*200/ 5.00	3,500.00	0.00	3,500.00	2,952.89	397.90	3,350.79
[redacted]	MQ BLACKJACK-5040041AC7A1-6	M*200/ 5.00	40,000.00	0.00	40,000.00	33,747.37	4,547.37	38,294.74
[redacted]	MQ 8 EXTENSIONS	M*200/ 5.00	800.00	0.00	800.00	674.95	90.95	765.90
06/15/98	MQ 60 BAR STOOLS	M*200/ 5.00	4,290.00	0.00	4,290.00	3,619.41	487.70	4,107.11
12/16/98	MQ 60 ROUND TOPS	M*200/ 5.00	23,000.00	0.00	23,000.00	18,280.40	2,517.12	20,797.52
12/30/98	MQ 86 BAR STOOLS	M*200/ 5.00	13,932.00	0.00	13,932.00	11,073.16	1,524.71	12,597.87
12/30/98	MQ 5 ROUND TOPS	M*200/ 5.00	2,500.00	0.00	2,500.00	1,987.00	273.60	2,260.60
12/31/98	MQ 44 EXTENSIONS	M*200/ 5.00	4,400.00	0.00	4,400.00	3,497.12	481.54	3,978.66
01/12/99	MONEY COUNTER	MA200/ 5.00	2,027.65	0.00	2,027.65	1,443.69	233.58	1,677.27
03/31/99	MONEY COUNTER	MA200/ 5.00	2,913.75	0.00	2,913.75	2,074.59	335.66	2,410.25
04/01/99	MONEY COUNTER	MA200/ 5.00	2,913.75	0.00	2,913.75	2,074.59	335.66	2,410.25
05/26/99	SAFE	MA200/ 7.00	2,016.00	0.00	2,016.00	1,134.36	251.90	1,386.26
02/09/01	36 HOPPERS - EXPRESS VIDEO	MA200/ 7.00	10,653.00	0.00	10,653.00	1,521.86	2,608.90	4,130.76
04/17/01	125 COIN MECHANISMS	MA200/ 7.00	23,708.20	0.00	23,708.20	3,386.89	5,806.09	9,192.98
04/18/01	6 CPU BOARDS	MA200/ 7.00	4,200.00	0.00	4,200.00	600.00	1,028.57	1,628.57
04/18/01	5 COIN COUNTERS	MA200/ 7.00	3,387.35	0.00	3,387.35	483.91	829.55	1,313.46
05/31/01	200 COIN MECHANISMS	MA200/ 7.00	37,925.40	0.00	37,925.40	5,417.91	9,287.85	14,705.76
06/21/01	HOPPERS	MA200/ 7.00	3,650.07	0.00	3,650.07	521.44	893.89	1,415.33
03/19/02	AMQ COIN MECHANISMS	MA200/ 5.00	18,962.70	0.00	18,962.70	0.00	6,636.95	6,636.95
04/19/02	AMQ COIN MECHANISMS	MA200/ 5.00	24,015.54	0.00	24,015.54	0.00	6,003.89	6,003.89
Grand totals: 18060 - EQUIPMENT (29 assets)			247,973.41	0.00	247,973.41	112,569.54	45,566.80	158,136.34
			TIB					
ASSET A/C#: 18065 - LAND								
02/14/97 D	LAND-1197 ASHEVILLE HWY	LAND/40.00	30,000.00	0.00	30,000.00	0.00	0.00	0.00
Grand totals: 18065 - LAND (1 assets)			30,000.00	0.00	30,000.00	0.00	0.00	0.00
Less: 1 Disposed assets (Current Depreciation: $0.00)			30,000.00	0.00	30,000.00	0.00		0.00
Net totals: 18065 - LAND (0 assets)			0.00	0.00	0.00	0.00	0.00	0.00
ASSET A/C#: 18070 - LAND IMPROVEMENTS								
04/19/99 D	SEWER LINE - FORTUNES	MA150/15.00	10,917.81	0.00	10,917.81	2,516.55	420.06	2,936.61
[redacted] D	SEWER LINES & SEPTIC TANK - RANDY'S	MA150/15.00	38,171.00	0.00	38,171.00	8,798.42	1,468.63	10,267.05
Grand totals: 18070 - LAND IMPROVEMENTS (2 assets)			49,088.81	0.00	49,088.81	11,314.97	1,888.69	13,203.66
Less: 2 Disposed assets (Current Depreciation: $1888.69)			49,088.81	0.00	49,088.81	11,314.97		13,203.66
Net totals: 18070 - LAND IMPROVEMENTS (0 assets)			0.00	0.00	0.00	0.00	1,888.69	0.00

MM / 12

Asset Depreciation Short Report - Sorted by ASSET A/C#
Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/02 Method: 1 - FEDERAL

Date Acq	Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
ASSET A/C#: 18099 - SOFTWARE								
03/14/01	250 SPANISH SOFTWARE	MA200/ 5.00	107,625.00	0.00	107,625.00	21,525.00	34,440.00	55,965.00
07/24/01	SOFTWARE - JOHN ELUM	MA200/ 5.00	10,000.00	0.00	10,000.00	2,000.00	3,200.00	5,200.00
09/29/01	SOFTWARE - ANDREW BENTON	MA200/ 5.00	25,000.00	0.00	25,000.00	5,000.00	8,000.00	13,000.00
11/01/01	SOFTWARE - ANDREW BENTON	MA200/ 5.00	25,000.00	0.00	25,000.00	5,000.00	8,000.00	13,000.00
02/26/02	AMQSOFTWARE - ANDREW BENTON	MA200/ 5.00	15,625.00	0.00	15,625.00	0.00	5,468.75	5,468.75
03/26/02	AMQSOFTWARE - ANDREW BENTON	MA200/ 5.00	8,125.00	0.00	8,125.00	0.00	2,843.75	2,843.75
04/22/02	AMQSOFTWARE - ANDREW BENTON	MA200/ 5.00	8,125.00	0.00	8,125.00	0.00	2,031.25	2,031.25
08/05/02	AMQSOFTWARE - ANDREW BENTON	MA200/ 5.00	13,175.00	0.00	13,175.00	0.00	1,976.25	1,976.25
09/24/02	AMQSOFTWARE - ANDREW BENTON-90 SETS	MA200/ 5.00	11,250.00	0.00	11,250.00	0.00	1,687.50	1,687.50
11/18/02	AMQSOFTWARE - ANDREW BENTON-100 SETS	MA200/ 5.00	12,500.00	0.00	12,500.00	0.00	625.00	625.00
Grand totals: 18099 - SOFTWARE (10 assets)			236,425.00	0.00	236,425.00	33,525.00	68,272.50	101,797.50
Grand totals for all accounts: (97 assets)			2,301,533.96	0.00	2,301,533.96	573,611.34	304,381.25	877,992.59
Less: 7 Disposed assets (Current Depreciation: $4828.26)			269,303.08	0.00	269,303.08	42,413.55		47,241.81
Net totals for all accounts: (90 assets)			2,032,230.88	0.00	2,032,230.88	531,197.79	304,381.25	830,750.78

Codes that may appear next to the date acquired include: A - Addition, D - Disposal, T - Traded, MQ - Mid Quarter Applied

Note 1: Section 179 Taken Exceeds Limitation Amount for Year!

Note 2: Additions Exceed $200,000! Section 179 is limited to: $ 0.00 *(limitation amount does not reflect Section 179 Carryover amounts.)*

Additional Summary Statistics for Assets:

	Cost	Current Year Section 179	Depreciable Basis	Beginning Accum. Depr.	Current Depreciation	Ending Accum. Depr.	Net Book Value
Grand Totals for all assets	2,301,533.96	0.00	2,301,533.96	573,611.34	304,381.25	877,992.59	1,423,541.37
Less: Inactive Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposed Assets	269,303.08	0.00	269,303.08	42,413.55	4,828.26	47,241.81	222,061.27
Traded Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Totals (Active Assets)	2,032,230.88	0.00	2,032,230.88	531,197.79	299,552.99	830,750.78	1,201,480.10

M-113

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

See Separate Instructions. Attach this form to your return.

OMB No. 1545-0172

2002

Attachments Sequence No. **67**

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Business or activity to which this form relates

Identifying number

Part I Election to Expense Certain Tangible 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	$ 24,000
2	Total cost of section 179 property place in service (see page 2 of the instructions)	2	801,162
3	Threshold cost of section 179 property before reduction in limitation	3	$ 200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	601,162
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 2 of the instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

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 2001 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 2003. 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 property (other than listed property) placed in service during the tax year (see page 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 4 of the instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2002	17	199,808
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 ☐		

Section B - Assets Placed in Service During 2002 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			3 yrs.	MQ		
b	5-year property		777,081	5 yrs.	MQ	200DB	98,632
c	7-year property		24,080	7 yrs.	MQ	200DB	4,166
d	10-year property			10 yrs.	MQ		
e	15-year property			15 yrs.	MQ		
f	20-year property			20 yrs.	MQ		
g	25-year property			25 yrs.	MQ	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	
				39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2002 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 6 of the instructions.)

21	Listed Property. Enter amount from line 28	21	1,775
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 instructions	22	304,381
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	

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m = 2.1

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See page 8 of the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? Yes [X] No — 24b If "Yes," is the evidence written? Yes [X] No

(a) Type of property (list vehicles first)	(b) Date place in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/ investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation Deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 7 of the instructions)						25		
26 Property use more than 50% in a qualified business use (See page 7 of the instructions.):								
1997 FORD TR	11/15/98	100 %	15,329	15,329	5 yrs	200DB	1,775	
		%						
		%						
27 Property use 50% or less in a qualified business use (See page 7 of the instructions.):								
		%				S/L		
		%				S/L		
		%				S/L		
28 Add amounts in column (h), lines 25 through 27. Enter the total here and on line 21, page 1						28	1,775	
29 Add amounts in column (i), line 26. Enter the total here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total bus./investment miles driven during the yr. (DO NOT include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (non-commuting miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons. (See page 8 of the instructions.)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2002 tax year (See page 9 of the instructions):					
43 Amortization of costs that began before 2002				43	
44 Total. Add amounts in column (f). See page 9 of instructions for where to report				44	

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Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/02

File: E:\AKDATA\658750

Date: 06/03/03

Time: 12:13:32

Method [1-FEDERAL] AMT Method [2-ALT MIN TAX]

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18010	02/28/99	43 BAR STOOLS	MA150	9.0000	6,966.00	802.48	739.06	63.42	
18010	03/31/99	43 BAR STOOLS	MA150	9.0000	7,314.30	842.61	776.02	66.59	
18010	05/30/99	36 BAR STOOLS	MA150	9.0000	6,123.60	705.44	649.69	55.75	
18010	06/30/99	47 BAR STOOLS	MA150	9.0000	8,044.05	926.67	853.44	73.23	
18010	05/19/00	JEWLRY SHOWCASE (NC BLDG)	MA150	10.0000	1,400.00	244.90	165.11	79.79	
18010	06/20/00	CHAIRS & LIGHTING FIXTURES (NC BLDG)	MA150	10.0000	2,545.07	445.20	300.16	145.04	
18010	05/10/01	19 BAR SHOOLS - BEST GAMES	MA150	7.0000	1,900.00	465.31	363.52	101.79	
18010	05/16/01	FURNITURE - DR	MA150	7.0000	32,187.65	7,882.69	6,158.35	1,724.34	
18010	01/24/02	FURNITURE / FIXTURES - BALLENTINE	MA150	7.0000	1,600.10	400.03	300.02	100.01	
18010	03/12/02	CHAIRS / STOOLS	MA150	7.0000	1,950.00	487.50	365.63	121.87	
18010	03/19/02	100 BAR STOOLS	MA150	7.0000	5,500.00	1,375.00	1,031.25	343.75	
18010	05/21/02	100 STOOLS	MA150	7.0000	5,500.00	982.14	736.61	245.53	
18010	09/05/02	100 STOOLS	MA150	7.0000	5,500.00	589.29	441.96	147.33	
18010	09/23/02	50 STOOLS	MA150	7.0000	2,635.00	282.32	211.74	70.58	
18010	11/27/02	26 BAR STOOLS	MA150	7.0000	1,395.00	49.82	37.37	12.45	
18020	11/15/98	1997 FORD TRUCK	M*150	5.0000	15,329.00	1,775.00	1,775.00	0.00	
18020	02/08/01	SERVICE TRAILER	MA150	7.0000	5,565.00	1,362.86	1,064.73	298.13	
18020	03/15/01	CROWN VICTORIA	MA150	5.0000	6,500.00	2,080.00	1,657.50	422.50	
18030	02/14/97	BLDG-1197 ASHEVILLE HWY (FORTUNES)	MSL	40.0000	95,000.00	1,116.45	1,088.54	27.91	
18030	03/25/97	RENOVATIONS-1197 ASHEVILLE HWY	MSL	40.0000	58,326.64	685.46	668.33	17.13	
[redacted]	07/01/97	IMPROVEMENTS-1197 ASHEVILLE HWY	M*150	10.0000	17,364.76	657.93	794.62	-136.69	
[redacted]	06/21/99	IMPROVEMENTS - RANDY'S	MACR	39.0000	19,522.87	479.73	479.73	0.00	
18040	05/08/00	CARPET/ TILE - NC BLDG	MACR	39.0000	12,839.76	329.22	329.22	0.00	
18040	05/19/00	HEATING & A/C - NC BLDG	MACR	39.0000	34,000.00	871.79	871.79	0.00	
18040	06/26/00	RENOVATIONS - NC BLDG	MACR	39.0000	87,887.32	2,253.52	2,253.52	0.00	
18040	07/05/00	FIXTURES - NC BLDG	MACR	39.0000	4,640.41	118.98	118.98	0.00	
18040	07/10/00	PAVING - NC BLDG	MA150	20.0000	15,200.00	1,299.60	1,014.96	284.64	
18040	07/20/00	RENOVATIONS - NC BLDG	MACR	39.0000	57,630.77	1,477.71	1,477.71	0.00	
18040	09/22/00	SECURITY SYSTEM - NC BLDG	MA150	10.0000	8,851.20	1,548.31	1,043.89	504.42	
18050	02/03/97	POT O GOLD-2001590197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2000110297	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2008910197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2009030197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2008930197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2008960197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2000160297	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2001600197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2009390197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2000680197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2008870197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2000670197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2009100197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2009040197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
18050	02/03/97	POT O GOLD-2009370197	M*150	9.0000	7,450.00	102.54	657.18	-554.64	
[redacted]	08/31/00	5 ROUND TOPS FOR TOUCH GOLD	MA150	9.0000	1,575.00	302.40	200.52	101.88	
[redacted]	09/30/00	189 POT O GOLD - DREWS	MA150	9.0000	396,900.00	76,204.80	50,531.25	25,673.55	
18050	12/01/00	130 BASES FOR POT O GOLD	MA150	9.0000	27,300.00	5,241.60	3,475.70	1,765.90	
18050	03/13/01	5 POT O GOLD - JOHN ELUM	MA150	7.0000	6,000.00	1,469.39	1,147.96	321.43	
18050	06/26/02	12 POT O GOLD - STEVE COURTNEY	MA150	5.0000	12,000.00	3,000.00	2,250.00	750.00	

M-3, I

Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/02

A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
[redacted]	06/30/02	EXPRESS VIDEO - REFURBISH MACHINES	MA150	5.0000	92,144.24	23,036.06	17,277.05	5,759.01	
18050	07/29/02	61 POT O GOLD	MA150	5.0000	88,450.00	13,267.50	9,950.63	3,316.87	
18050	09/15/02	79 POT O GOLD - G.BROOM SR	MA150	5.0000	84,200.00	12,630.00	9,472.50	3,157.50	
18050	11/07/02	71 POT O GOLD - DREWS DISTRIBUTING	MA150	5.0000	71,000.00	3,550.00	2,662.50	887.50	
18050	11/07/02	190 POT O GOLD - H.ANDREWS	MA150	5.0000	241,909.00	12,095.45	9,071.59	3,023.86	
18050	11/21/02	EXPRESS VIDEO - REFURBISH MACHINES	MA150	5.0000	75,600.00	3,780.00	2,835.00	945.00	
18060	02/03/97	93-5S FIVE PLAYER STRAIGHT	M*150	9.0000	3,675.00	50.59	324.19	-273.60	
18060	02/03/97	EXTENSIONS 19" TOPS	M*150	9.0000	4,091.00	56.31	360.88	-304.57	
18060	02/17/97	MACHINE STOOLS	M*150	9.0000	1,155.00	15.90	101.85	-85.95	
18060	02/20/97	CHAIRS	M*150	9.0000	563.00	7.75	49.68	-41.93	
18060	02/20/97	CHAIRS	M*150	9.0000	521.00	7.18	45.96	-38.78	
18060	07/09/97	STOOLS / CHAIRS	M*150	9.0000	2,687.00	189.75	234.98	-45.23	
18060	10/19/97	STOOLS / CHAIRS	M*150	9.0000	945.00	90.52	90.13	0.39	
18060	12/08/97	STOOLS / CHAIRS	M*150	9.0000	3,041.00	291.21	290.19	1.02	
18060	05/07/98	10 ROUND TOPS	M*150	9.0000	2,500.00	284.21	241.13	43.08	
18060	05/07/98	3 PLAYER STRAIGHT	M*150	9.0000	3,500.00	397.90	337.58	60.32	
18060	05/07/98	BLACKJACK-5040041AC7A1-6	M*150	9.0000	40,000.00	4,547.37	3,858.02	689.35	
18060	05/22/98	8 EXTENSIONS	M*150	9.0000	800.00	90.95	77.16	13.79	
18060	06/15/98	60 BAR STOOLS	M*150	9.0000	4,290.00	487.70	413.77	73.93	
18060	12/16/98	60 ROUND TOPS	M*150	9.0000	23,000.00	2,617.12	2,218.36	298.76	
18060	12/30/98	86 BAR STOOLS	M*150	9.0000	13,932.00	1,524.71	1,343.75	180.96	
18060	12/30/98	5 ROUND TOPS	M*150	9.0000	2,500.00	273.60	241.13	32.47	
18060	12/31/98	44 EXTENSIONS	M*150	9.0000	4,400.00	481.54	424.38	57.16	
[redacted]	01/12/99	MONEY COUNTER	MA150	9.0000	2,027.65	233.58	215.13	18.45	
18060	03/31/99	MONEY COUNTER	MA150	9.0000	2,913.75	335.66	309.14	26.52	
18060	04/01/99	MONEY COUNTER	MA150	9.0000	2,913.75	335.66	309.14	26.52	
18060	05/26/99	SAFE	MA150	10.0000	2,016.00	251.90	202.10	49.80	
18060	02/09/01	36 HOPPERS - EXPRESS VIDEO	MA150	7.0000	10,653.00	2,608.90	2,038.20	570.70	
18060	04/17/01	125 COIN MECHANISMS	MA150	7.0000	23,708.20	5,806.09	4,536.01	1,270.08	
18060	04/18/01	6 CPU BOARDS	MA150	7.0000	4,200.00	1,028.57	803.57	225.00	
18060	04/18/01	5 COIN COUNTERS	MA150	7.0000	3,387.35	829.55	648.09	181.46	
18060	05/31/01	200 COIN MECHANISMS	MA150	7.0000	37,925.40	9,287.85	7,256.13	2,031.72	
18060	06/21/01	HOPPERS	MA150	7.0000	3,550.07	893.89	698.36	195.53	
18060	03/19/02	COIN MECHANISMS	MA150	5.0000	16,962.70	6,636.95	4,977.71	1,659.24	
18060	04/19/02	COIN MECHANISMS	MA150	5.0000	24,015.54	6,003.89	4,502.91	1,500.98	
18065	02/14/97	LAND-1197 ASHEVILLE HWY	LAND	40.0000	30,000.00	0.00	0.00	No preference amount.	
18070	04/19/99	SEWER LINE - FORTUNES	MA150	20.0000	10,917.81	420.06	337.17	82.89	
18070	09/17/99	SEWER LINES & SEPTIC TANK - RANDY'S	MA150	20.0000	38,171.00	1,468.63	1,178.82	289.81	
18099	03/14/01	250 SPANISH SOFTWARE	MA150	5.0000	107,625.00	34,440.00	27,444.38	6,995.62	
18099	07/24/01	SOFTWARE - JOHN ELUM	MA150	5.0000	10,000.00	3,200.00	2,550.00	650.00	
18099	09/29/01	SOFTWARE - ANDREW BENTON	MA150	5.0000	25,000.00	8,000.00	6,375.00	1,625.00	
18099	11/01/01	SOFTWARE - ANDREW BENTON	MA150	5.0000	25,000.00	8,000.00	6,375.00	1,625.00	
18099	02/26/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	15,625.00	5,468.75	4,101.56	1,367.19	
18099	03/26/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	2,843.75	2,132.81	710.94	
18099	04/22/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	2,031.25	1,523.44	507.81	
18099	08/05/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	1,976.25	914.06	1,062.19	
18099	09/24/02	SOFTWARE - ANDREW BENTON-90 SETS	MA150	5.0000	11,250.00	1,687.50	1,265.63	421.87	
[redacted]	11/18/02	SOFTWARE - ANDREW BENTON-100 SETS	MA150	5.0000	12,500.00	625.00	468.75	156.25	
					Post-1986 Totals	304,381.25	238,317.10	66,064.15	
					Pre-1987 Totals	0.00	0.00		0.00
					No Preferecne Totals	0.00			

[redacted]st-1986 assets listed.

0 Pre-1987 assets listed.

1 No preference assets listed. Does not include Fed. AMORT assets.

M-3.2

Tax Preference Report - Post-1986 Dispositions

Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/02
File: E:\AKDATA\658750

Date: 06/03/03
Time: 12:13:33

Method [1-FEDERAL] AMT Method [2-ALT MIN TAX]

Asset A/C#	Date Acq	Description	NBV Tax	NBV AMT	Selling Price	TAX Gain/Loss	AMT Gain/Loss	Post-1986 Pref
18030	02/14/97	BLDG-1197 ASHEVILLE HWY (FORTUNES)	82,008.95	82,333.33	108,369.03	26,360.08	26,035.70	-324.38
18030	03/25/97	RENOVATIONS-1197 ASHEVILLE HWY	60,474.98	60,671.63	66,534.75	16,059.77	15,863.12	-196.65
18040	07/01/97	IMPROVEMENTS-1197 ASHEVILLE HWY	5,921.38	7,946.19	19,808.44	13,887.06	11,862.25	-2,024.81
18040	06/21/99	IMPROVEMENTS - RANDY'S	17,770.81	17,770.81	0.00	-17,770.81	-17,770.81	0.00
18070	04/19/99	SEWER LINE - FORTUNES	7,981.20	8,654.07	12,454.24	4,473.04	3,800.17	-672.87
18070	09/17/99	SEWER LINES & SEPTIC TANK - RANDY'S	27,903.95	30,256.49	0.00	-27,903.95	-30,256.49	-2,352.54
6 Post-1986 assets listed.						Post-1986 Adjustment		-5,571.25

m-3,3

Form 4797 Information Report
Company: TRI-STAR COMMUNICATIONS, INC
Method: 1 - FEDERAL; MidQtr Conv Applied

Year End: 12/31/02
File: E:\AKDATA\658750

Date: 06/03/03
Time: 12:15:51

Description	Date Acq / Date Sold	Selling Price	Cost & Expense	Accumulated Depr.	Adjusted Basis	Section 291	Total Gain/Loss	Ord. Income / Capital Gain	Post 75 Depr.	70 - 75 Depr.
Part I - Sales or Exchanges of Property Used In Trade or Business and Involuntary Conversions										
IMPROVEMENTS - RANDY'S	06/21/99	0	19,523	1,752	17,771	0	-17,771	0	0	0
	12/31/02							-17,771		
SEWER LINES & SEPTIC TANK -	09/17/99	0	38,171	10,267	27,904	0	-27,904	0	0	0
	12/31/02							-27,904		
	Subtotals	0	57,694	12,019	45,675	0	-45,675	0	0	0
								-45,675		
Part II - Gain - Section 1245 with Capital Gain										
IMPROVEMENTS-1197 ASHEVILLE HWY	07/01/97	19,809	17,365	11,443	5,922	0	13,887	11,443	0	0
	06/01/02							2,444		
	Subtotals	19,809	17,365	11,443	5,922	0	13,887	11,443	0	0
								2,444		
Part III - Gain - Section 1250 with Capital Gain										
LAND-1197 ASHEVILLE HWY	02/14/97	34,222	30,000	0	30,000	0	4,222	0	0	0
	06/01/02					Applicable Percentages		4,222	100	100
BLDG-1197 ASHEVILLE HWY	02/14/97	108,369	95,000	12,991	82,009	0	26,360	0	0	0
	06/01/02					Applicable Percentages		26,360	100	100
RENOVATIONS-1197 ASHEVILLE HWY	03/25/97	66,535	58,327	7,852	50,475	0	16,060	0	0	0
	06/01/02					Applicable Percentages		16,060	100	100
SEWER LINE - FORTUNES	04/19/99	12,454	10,918	2,937	7,981	0	4,473	571	571	0
	06/01/02					Applicable Percentages		3,902	100	100
	Subtotals	221,580	194,245	23,780	170,465	0	51,116	571	571	0
								50,544		
					Grand Totals 1245 & 1250 Property Only		65,002			
					Grand Totals (all assets)		19,327	12,014		
								7,313		

M-4/1

SUPPORTING DETAIL 4797'S ATTACHED

Pg. 1

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sale of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b(2))

Attach this form to your return. See Separate Instructions.

OMB No. 1545-0184

2002

Attachments Sequence No. 27

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Identifying number:

1 Enter here the gross proceeds from the sale or exchange of real estate reported to you for 2002 on Form(s) 1099-S (or a substitute statement) that you will be including on line 2, 10, or 20 (See instructions) — 1: 221,580

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (See Instructions.)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) GAIN or (LOSS) for entire year. Subtract (f) from the sum of (d) and (e)
2 Summary of all Part I assets	various	various		12,019	57,694	-45,675

3 Gain, if any, from 4684, line 39	3	
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6 Gain, if any, from line 32, from other than casualty or theft	6	52,988
7 Combine lines 2 through 6. Enter gain or (loss) here, and on the appropriate line as follows: **Partnerships (except electing large partnerships) and S corporations.** Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 6, or Form 1120S, Schedule K, line 5. Skip lines 8, 9, 11, and 12 below. **All others.** If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on Schedule D and skip lines 8, 9, 11, and 12 below.	7	7,313
8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on Schedule D. (see instructions)	9	

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 17 (include property held 1 year or less):

11 Loss, if any, from line 7 column (g)	11	
12 Gain, if any, from line 7 or amount from line 8, if applicable	12	
13 Gain, if any, from line 31	13	12,014
14 Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17 Recapture of section 179 expense deduction for partners and S corporation shareholders from property dispositions by partnerships and S corporations (see instructions)	17	
18 Combine lines 10 through 17. Enter the gain or (loss) here and on the appropriate line as follows:	18	12,014
a For all except individual returns: Enter the gain or (loss) from line 18 on the return being filed.		
b For individual returns:		
(1) If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18b(1)." See instructions	18b(1)	
(2) Redetermine the gain or (loss) on line 18, excluding the loss, if any, on line 18b(1). Enter here and on Form 1040, line 14	18b(2)	

For Paperwork Reduction Act Notice, see page 7 of the instructions. Form 4797 (2002)

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11-4.2

Form 4797 (2002) TRI-STAR COMMUNICATIONS, INC

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A Summary of all section 1245 assets	various	various
B Summary of all section 1250 assets	various	various
C		
D		

These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing)	20	19,809	221,580		
21 Cost or other basis plus expense of sale	21	17,365	194,245		
22 Depreciation (or depletion) allowed or allowable	22	11,443	23,790		
23 Adjusted basis. Subtract line 22 from line 21	23	5,922	170,465		
24 Total gain. Subtract line 23 from line 20	24	13,887	51,115		
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a	11,443			
b Enter the smaller of line 24 or line 25a	25b	11,443			
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a Additional depreciation after 1975 (see instructions)	26a		571		
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b		571		
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c		3,902		
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g		571		
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership other than an electing large partnership).					
a Soil, water, and land clearing expenses	27a				
b Line 27a mult. by applicable percentage (instr.)	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instr.)	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126 (see instr.)	29a				
b Enter the smaller of line 24 or 29a (see instr.)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gain for all properties. Add property columns A through D, line 24	30	65,002
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	12,014
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	52,988

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (See instructions.)

		(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33		
34 Recomputed depreciation. See instructions	34		
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35		

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M-4-3

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2002 to Dec 31, 2002

Filter Criteria includes: 1) IDs from 15000 to 15000. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15000	1/1/02			Beginning Balance			66,480.67
Furniture and Fixtures	1/24/02	3263	CDJ	Drew Distributing - Ballentine Equip	1,600.10		
				Current Period Change	1,600.10		1,600.10
	2/1/02			Beginning Balance			68,080.77
	3/1/02			Beginning Balance			68,080.77
	3/12/02	3311	CDJ	- chairs/stools	1,950.00		
	3/19/02	3339	CDJ	- bar stoools - 100	5,500.00		
				Current Period Change	7,450.00		7,450.00
	4/1/02			Beginning Balance			75,530.77
	5/1/02			Beginning Balance			75,530.77
	5/21/02	3388	CDJ	- stools - 100	5,500.00		
				Current Period Change	5,500.00		5,500.00
	6/1/02			Beginning Balance			81,030.77
	7/1/02			Beginning Balance			81,030.77
	8/1/02			Beginning Balance			81,030.77
	9/1/02			Beginning Balance			81,030.77
	9/5/02	3513	CDJ	- 100 stools	5,500.00		
	9/23/02	3526	CDJ	- 50 stools	2,635.00		
				Current Period Change	8,135.00		8,135.00
	10/1/02			Beginning Balance			89,165.77
	11/1/02			Beginning Balance			89,165.77
	11/27/02	3560	CDJ	- 26 bar stools	1,395.00		
				Current Period Change	1,395.00		1,395.00
	12/1/02			Beginning Balance			90,560.77
	12/31/02			Ending Balance			90,560.77

M-15000

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2002 to Dec 31, 2002

Filter Criteria includes: 1) IDs from 15600 to 15600. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description		Debit Amt	Credit Amt	Balance
15600	1/1/02			Beginning Balance				543,525.00
Machines	2/1/02			Beginning Balance				543,525.00
	2/11/02	3283	CDJ	Express Video		4,420.56		
				Current Period Change		4,420.56		4,420.56
	3/1/02			Beginning Balance				547,945.56
	3/19/02	3328	CDJ	Coin Mechanisms		18,962.70 (1)		
	3/26/02	3341	CDJ	Steve Courtney		6,000.00		
	3/26/02	3346	CDJ	Steve Courtney		6,000.00		
				Current Period Change		30,962.70		30,962.70
	4/1/02			Beginning Balance				578,908.26
	4/19/02	3356	CDJ	Coin Mechanisms		24,015.54 (1)		
	4/22/02	3362	CDJ	Express Video		8,373.43		
				Current Period Change		32,388.97		32,388.97
	5/1/02			Beginning Balance				611,297.23
	6/1/02			Beginning Balance				611,297.23
	6/13/02	3432	CDJ	Express Video		14,000.00		
				Current Period Change		14,000.00		14,000.00
	7/1/02			Beginning Balance				625,297.23
	7/24/02	3465	CDJ	Express Video		13,934.20		
	7/29/02	3467	CDJ	Express Video - 61 video games	POG -	88,450.00	M-15600-4	
				Current Period Change		102,384.20		102,384.20
	8/1/02			Beginning Balance				727,681.43
	8/27/02	3468	CDJ	Express Video		13,495.25		
				Current Period Change		13,495.25		13,495.25
	9/1/02			Beginning Balance				741,176.68
	9/15/02	dv	CRJ	Quentin Broome Sr/ 79 machines	POG	84,200.00	Dothan AL	M-15600-3
	9/24/02	3536	CDJ	Express Video		9,000.00		
				Current Period Change		93,200.00		93,200.00
	10/1/02			Beginning Balance				834,376.68
	10/14/02	3551	CDJ	Express Video - balance on acct		5,000.00		
	10/14/02	4025	CDJ	Express Video		5,491.80		
	10/30/02	4049	CDJ	Express Video		18,429.00		
				Current Period Change		28,920.80		28,920.80
	11/1/02			Beginning Balance				863,297.48
	11/21/02	3559	CDJ	Express Video		75,600.00		
				Current Period Change		75,600.00		75,600.00
	12/1/02			Beginning Balance				938,897.48
	12/31/02			Ending Balance				938,897.48

(1) AJE - To reclassify coin mechanisms to equipment (42,978.24)

AJE To record 71 POG - payable to Diversified Distributing (M-15600-5) 11/7/02 71,000.00

AJE To record 190 POG payable to Hugh Andrews (M-15600-6) 11/7/02 241,969.00

208,828.24

M-15600-1

Games Purchased From Steve (Quintin Deal)

1. 2000831198
2. 2010831298 ✓
3. 2010351298
4. 2000921198
5. 2010791298
6. 2011311298
7. 2011501298
8. 2006730496
9. 2003510199
10. 2003500199
11. 2006860496
12. 2000611198

Paid 6,000
6,000
12,000?

M-15600 f.2

Games Purchased From Dothan, Alabama (Tom Young Deal)

2000041196
2001620897
2001380998
2001950998
2001920998
2002640998
2001790998
2002140998
2002650998
2006290396
2002020998
2001320998
2002470897
2001610998
2002030998
2002920897
2005490998
2001600998
2000930897
2002870897
2002910897
2003720798
2006090396
2006080396
2002590998
2002930897
2003090597
2005120998
2003890998
2001540998
2001300998
2005500998
2001740998
2001960998
2001620998
2005510998
2002010998
2001590998
2001760998
2001670897

2001910998
2001980998
2001570998
2002490897
2002460897
2001280998
2001640897
2003800998
2001930998
2001630998
2001720998
2005940396
2001880998
2002100998
2002900897
2001580998
2004030998
2006310396
2001770998
2004660998
2001350998
2001650998
2001550998
2001680897
2001940998
2002880897
2001680998
2001430998
2001840998
2001970998
2002120998
2005390998
2002130998
2001610897
2002890897
2003520998
2002860897
2001660897
2001650897

Express Video, Inc.
P.O. Box 267
2081 Longwood Hwy.
Longwood, NC 28452
910 287-3044

already recorded

Invoice

Date	Invoice #
08/01/2002	197071

Bill To	Ship To
Tri-Star Communications 9107 Asheville Hwy Boiling Springs, SC 29316	Tri-Star Communications 9107 Asheville Hwy Boiling Springs, SC 29316

P.O. No.	Terms	Rep	Ship	Via	F.O.B.	Project
	PAID	M	08/01/2002			

Quantity	Item Code	Description	Price Each	Amount
61	64	Pot-O-Gold A completed invoice will follow with serial numbers of each game. Thank You!	1,450.00	88,450.00

Thank you for your business.

Total $88,450.00

M-15600-4,1

Sept. 2002

Games Purchased From Express Video

2013030499
2013200499
2013060499
2004890499
2012990499
2010590499
2008150499
2001460698
2006420497
2006020699
2000480796
2001781296
2006100997
2007500497
2008490499
2010280499
2000620796
2003531297
080083110

2001660499
2012870499
2006610197
2003960499
2009030399
2008000499
2001840698
2007970499
2003260299
2005300897
2000880397

2012950499
2013100499
2001280698
2011210499
2013120499
2013080499
2001790698
2005040499
2002210498
2005300496
2005950197
2004990798
2007560599
2007650599
2003290897
2006060997
2000031096
2004900196
2001770499
2001310696
2000430499
2000640398
2007660599
2006860399
2007600599
2006640599
2006920499
2007670599
2002990699
2005910597
2000050296

M-15600-4.2

Record as Payable to per Deana

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 33

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext 100		

Date	11/07/2002
Order No.	
Rep	T.Owens
FOB	

20	Used Video Games (Andrews Amusement)	$1,000.00	$20,000.00
3	Used Video Games (Drew Distributing)	$1,000.00	$3,000.00
48	Used Video Games (Drew Gaming)	$1,000.00	$48,000.00

71 Pac O Gold

SubTotal	$71,000.00
Shipping & Handling	$0.00
Taxes SC	
	$71,000.00

(•) Cash
( ) Check
( ) Credit Card

Name
CC.#
Expires

Office Use Only

Thank You For Your Business

M-4560-S.1

Games Purchased From Drew Gaming (48)

1. 2008330596- MT, T340, NO BASE
2. 2000930696- MT, T340, NO BASE
3. 2002180596- MT, T340, NO BASE
4. 2001750696- MT, T340, NO BASE
5. 2002900696- MT, T340, NO BASE
6. 2000821096- MT, NO BOARD, LE3801
7. 2003761296- MT, T340, LE3801
8. 2000370196- MT, T340, GL5
9. 2000460196- MT, T340, NO BILL ACCEPTOR — DO NOT BELONG TO DREW GAMING: (3)
10. 2000310196- MT, T340, GL5 — DREW DIST. INVENTORY
11. 080445010- MT, T340, GL5
12. 2002911296- MT, T340+, NO BILL ACCEPTOR
13. 080383110- MT, T340+, NO BILL ACCEPTOR, DYNAMIC LED, DUMMY BUTTONS
14. 080324910- MT, T340, GL5
15. 080974910- MT, T340, GL5
16. 2006820596- MT, T340, GL5
17. 080213110- MT, T340, GL5, DYNAMIC LED, DUMMY BUTTONS
18. 080435010- MT, T340, GL5
19. 080904910- MT, T340, GL5
20. 080363110- MT, T340, GL5, DYNAMIC LED, DUMMY BUTTONS
21. 2003831296- MT, T340+, NO BILL ACCEPTOR
22. 2003821296- MT, T340, GL5
23. 080343110- MT, T340, GL5, DYNAMIC LED, DUMMY BUTTONS
24. 2003861296- MT, T340, GL5
25. 2004500296- MT, T340, GL5
26. 080113110- MT, T340, GL5, DYNAMIC LED, DUMMY BUTTONS, NO POWER SUPPLY
27. 2006800596- MT, T340, GL5
28. 2004440296- MT, T340, GL5
29. 2006830596- MT, T340, GL5
30. 2003881296- MT, T340, GL5
31. 080323110- MT, T340, GL5, DUMMY BUTTONS
32. 2007180596- MT, T340, NO BILL ACCEPTOR, NO PRINTER
33. 2000380796- MT, T340+, GL5
34. 2004440696- MT, T340+, GL5
35. 2004700696- MT, T340+, GL5
36. 2001090996- MT, T340, GL5
37. 2000400796- MT, T340+, GL5
38. 2004480696- MT, T340+, GL5
39. 2001440996- MT, T340, GL5
40. 2001430996- MT, T340, LE3801
41. 2007340596- MT, T340, GL5
42. 2001640996- MT, T340, GL5
43. 2003771296- MT, T340, GL5
44. 2001450996- MT, T340, GL5
45. 2003781296- MT, T340, GL5
46. 2007330596- MT, T340, GL5
47. 2004400296- MT, T340, GL5
48. 2007350596- MT, T340, GL5, NO GREEN LOCK, NO RED LOCK
49. 2006810596- MT, T340, GL5
50. 2002891296- MT, T340+, NO BILL ACCEPTOR
51. 080403110- MT, T340, GL5, DUMMY BUTTONS

(9) T340+ BOARDS (NEW)
(41) T340 BOARDS (OLD)
(1) NO BOARD
(1) NO PRINTER
(1) NO POWER SUPPLY & PLATE
(5) NO BASE

M-15600 - 52

Games Purchased From Andrews Amusement

1. 2013601298
2. 080873310
3. 080133010
4. 080044410
5. 2000320396
6. 2013701298
7. 2009080197
8. 2006910496
9. 080773210
10. 2009490197
11. 2003030297
12. 080052010
13. 2003870196
14. 2000750598
15. 080484010
16. 2001020199
17. 2000340396
18. 080513210
19. 2000200799
20. 080773310

M-15600-5.3

Record as payable to Hugh

Hugh Andrews

9107 Asheville Hwy
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 1

INVOICE

Name	TriStar Communication, Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext. 100		

Date	11/07/2002
Order No.	
Rep	T.Owens
FOB	

69	Used Video Games (Danny Tollison)	$1,000.00	$69,000.00
121	Used Video Games (Video Matic-Sam Cox)	$1,429.00	$172,909.00
190	Pat O. Bell		

SubTotal		$241,909.00
Shipping & Handling		$0.00
Taxes	SC	
		$241,909.00

(●) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

M-15600-6.1

Games Purchased From Danny Tollison

1. 2008120197- No LED Display, No Green Lock
2. 2002270197-
3. 2001180698- No Power Supply or Plate
4. 2001501296- No Printer
5. 2002161296- No Green Lock, No Monitor, No Power Supply or Plate
6. 2000330796-
7. 2006350596-
8. 2003140897- No Green Lock, No Red Lock
9. 2002070197-
10. 2007540596- No OBA Door
11. 2004931296-
12. 2002960696- No OBA Door
13. 2001531296- No Printer
14. 2001710698-
15. 2001600897-
16. 2004320897-
17. 2004420197-
18. 2002730197-
19. 2006340596-
20. 2007390596-
21. 2007370596-
22. 2002220197-
23. 2003351297-
24. 2003020696-
25. 2000460796- No Monitor
26. 2006660596-
27. 2002191296-No OBA Door
28. 2000780696-
29. 2000310796- No Monitor, No Printer
30. 2000370498-
31. 2006520596-
32. 2002260197-
33. 2000281296-
34. 2006170596-
35. 2001870698- No Monitor
36. 2001260698- No Monitor
37. 2000770197-
38. 2000200796-
39. 2006920596-
40. 2003470997-
41. 2003751297- No Green Lock
42. 2006480596-
43. 2003330997-

M-15600-6.2

44. 2006300596-
45. 2003271297-
46. 2003490897- No Power Supply or Plate
47. 2003320997-
48. 2004370897- No Power Supply or Plate
49. 2003650897-
50. 2002050897- No Power Supply or Bracket
51. 2000430696-
52. 2004461296-
53. 2001700698-
54. 2004441296-
55. 2000800696-
56. 2003000696-
57. 2000560197-
58. 2004051296-
59. 2000520197- No Power Supply or Bracket
60. 2000660796-
61. 2004270897-
62. 2006510596-
63. 2000411296-
64. 2007380596-
65. 2007670496-
66. 2006910596-
67. 2001781296-
68. 2005950196-
69. 2000480796-

(35) T340+ Boards (New)
(34) T340 Boards (Old)

M-1560a-6.3

Games Purchased From Sam Cox(Video Matic)

1. 2004661198
2. 2004750197
3. 2003571197
4. 2003900596
5. 2007741296
6. 2002661097
7. 2001590996
8. 2002341097
9. 2005801296
10. 2002280596
11. 2001900397
12. 2004421196
13. 2001711196
14. 2006840596
15. 2001150796
16. 2009461296
17. 2003391296
18. 2006650596
19. 2002270596
20. 2003281097
21. 2003691297
22. 2004701196
23. 2003371296
24. 2008991296
25. 2002840897
26. 2009071296
27. 2003351296
28. 2000151296
29. 2009121296
30. 2001130796
31. 2002261097
32. 2005841296
33. 2003300696
34. 2004650197
35. 2008580597
36. 2002591197
37. 2002900197
38. 2002241297
39. 2002590397
40. 2006040197
41. 2003401296
42. 2001140896
43. 2001110297

M-15600-64

44. 2002450498
45. 2009181296
46. 2007821296
47. 2004751196
48. 2001721196
49. 2008050596
50. 2002990997
51. 2003781297
52. 2002880697
53. 2000161296
54. 2007791296
55. 2009211296
56. 2004310197
57. 2002400596
58. 2002541097
59. 2000051296
60. 2001900696
61. 2002150596
62. 2007130197
63. 2006910597
64. 2007851296
65. 2007811296
66. 2001050297
67. 2005771296
68. 2005851296
69. 2009251296
70. 2000110798
71. 2002581098
72. 2004110898
73. 2005401089
74. 2004831098
75. 2004450898
76. 2002801098
77. 2006190898
78. 2004861098
79. 2005661098
80. 2004461196
81. 2007000597
82. 2002630397
83. 080072110
84. 2006930597
85. 2003920596
86. 2002560397
87. 2001501197
88. 080493610

M-15600-6.5

89. 080303610
90. 2001340996
91. 2000710597
92. 2007570596
93. 080272110
94. 2005470697
95. 2007831296
96. 2003411296
97. 2004590197
98. 2004290197
99. 2005921297
100. 2002580397
101. 2003251097
102. 2009191296
103. 2004320197
104. 2006940597
105. 2003511297
106. 2004630197
107. 2003870596
108. 2000850597
109. 2000141297
110. 2003490197
111. 2002610397
112. 2005711297
113. 2005631296
114. 2005500697
115. 2000710397
116. 2002140596
117. 2001811297
118. 2002290596
119. 2002601197
120. 2002490596
121. 2009371296

M-15600-6.6

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2002 to Dec 31, 2002

Filter Criteria includes: 1) IDs from 16300 to 16300. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
16300	1/1/02			Beginning Balance			167,625.00
Software	2/1/02			Beginning Balance			167,625.00
	2/26/02	3296	CDJ	Andrew Benton	15,625.00		
				Current Period Change	15,625.00		15,625.00
	3/1/02			Beginning Balance			183,250.00
	3/26/02	3340	CDJ	Andrew Benton	8,125.00		
				Current Period Change	8,125.00		8,125.00
	4/1/02			Beginning Balance			191,375.00
	4/22/02	3363	CDJ	Andrew Benton	8,125.00		
				Current Period Change	8,125.00		8,125.00
	5/1/02			Beginning Balance			199,500.00
	6/1/02			Beginning Balance			199,500.00
	7/1/02			Beginning Balance			199,500.00
	8/1/02			Beginning Balance			199,500.00
	8/5/02	3484	CDJ	Andrew Benton	13,175.00		
				Current Period Change	13,175.00		13,175.00
	9/1/02			Beginning Balance			212,675.00
	9/24/02	3534	CDJ	Andrew Benton - 90 sets	11,250.00		
				Current Period Change	11,250.00		11,250.00
	10/1/02			Beginning Balance			223,925.00
	11/1/02			Beginning Balance			223,925.00
	11/18/02	3557	CDJ	Andrew Benton - 100 sets at 125	12,500.00		
				Current Period Change	12,500.00		12,500.00
	12/1/02			Beginning Balance			236,425.00
	12/31/02			Ending Balance			236,425.00

M-16300

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2002 to Dec 31, 2002

Filter Criteria includes: 1) IDs from 40700 to 40700. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
40700	1/1/02			Beginning Balance			
Misc Income	1/1/02	1	GENJ	reversal		21,000.00	
				Current Period Change		21,000.00	-21,000.00
	2/1/02			Beginning Balance			-21,000.00
	3/1/02			Beginning Balance			-21,000.00
	4/1/02			Beginning Balance			-21,000.00
	5/1/02			Beginning Balance			-21,000.00
	6/1/02			Beginning Balance			-21,000.00
	7/1/02			Beginning Balance			-21,000.00
	8/1/02			Beginning Balance			-21,000.00
	9/1/02			Beginning Balance			-21,000.00
	10/1/02			Beginning Balance			-21,000.00
	10/16/02	dw	CRJ	XX		157.87	
				Current Period Change		157.87	-157.87
	11/1/02			Beginning Balance			-21,157.87
	12/1/02			Beginning Balance			-21,157.87
	12/31/02			Ending Balance			-21,157.87

PP-40700

Current Year Disposed Assets Report
Company: TRI-STAR COMMUNICATIONS, INC
Method: 1 - FEDERAL MidQr Conv Applied

Year End: 12/31/02
File: E:\AKDATA\658750

Date: 06/03/03
Time: 12:08:14

Asset A/C#	Description	Date Acq	Date Sold	Cost	Accum. Depr.	Net Book Value	Selling Price	Gain (Loss)
18030	BLDG-1197 ASHEVILLE HWY (FORTUNES)	02/14/97	06/01/02	95,000.00	12,991.05	82,008.95	108,369.03	26,360.08
18030	RENOVATIONS-1197 ASHEVILLE HWY	03/25/97	06/01/02	58,326.64	7,851.66	50,474.98	66,534.75	16,059.77
18040	IMPROVEMENTS-1197 ASHEVILLE HWY	07/01/97	06/01/02	17,364.76	11,443.38	5,921.38	19,808.44	13,887.06
18040	IMPROVEMENTS - RANDYS	06/21/99	12/31/02	19,522.87	1,752.06	17,770.81	0.00	-17,770.81
18065	LAND-1197 ASHEVILLE HWY	02/14/97	06/01/02	30,000.00	0.00	30,000.00	34,221.80	4,221.80
18070	SEWER LINE - FORTUNES	04/19/99	06/01/02	10,917.81	2,936.61	7,981.20	12,454.24	4,473.04
18070	SEWER LINES & SEPTIC TANK - RANDYS	09/17/99	12/31/02	38,171.00	10,267.05	27,903.95	0.00	-27,903.95
	* 7 Disposed assets listed.			269,303.08	47,241.81	222,061.27	241,388.26	19,326.99
	* 0 Traded assets listed.			0.00	0.00	0.00		
	* 7 assets listed.			269,303.08	47,241.81	222,061.27		

* These totals include Expense of Sale!

T/B

PP- 42000 1/

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2002 to Dec 31, 2002

Filter Criteria includes: 1) IDs from 42000 to 42000. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description		Debit Amt	Credit Amt	Balance
42000	1/1/02			Beginning Balance				
Sale of Assets	2/1/02			Beginning Balance				
	3/1/02			Beginning Balance				
	4/1/02			Beginning Balance				
	5/1/02			Beginning Balance				
	6/1/02			Beginning Balance				
	6/24/02	dw	CRJ	sale of fortunes	- cash from closing		185,738.67	
				Current Period Change	plus debt pay off		185,738.67	-185,738.67
	7/1/02			Beginning Balance				-185,738.67
	8/1/02			Beginning Balance				-185,738.67
	9/1/02			Beginning Balance				-185,738.67
	10/1/02			Beginning Balance				-185,738.67
	10/9/02	DW	CRJ	Sale of Assets - machines	Misc income		3,900.00	
				Current Period Change	asset on ow		3,900.00	-3,900.00
	11/1/02			Beginning Balance	Depree sch.			-189,638.67
	12/1/02			Beginning Balance				-189,638.67
	12/31/02			Ending Balance				-189,638.67

PP-42000/2

TRISTAR COMMUNICATIONS, INC.
General Ledger Trial Balance
As of Dec 31, 2002

Filter Criteria includes: Report order is by ID. Report is printed in Detail Format.

Account ID	Account Description	Debit Amt	Credit Amt
10000	Cash-Nations Bank	6,702.23	
10050	Cash-Arthur State	13,997.84	
11200	Receivable-ABCO of NC	219,374.75	
11400	Receivable-ABCO Holdings	184,087.81	
11880	Receivable-Worldwide	6,000.00	
11900	Recievable-Heritage	2,000.00	
11950	Receivable-Drews	21,000.00	
15000	Furniture and Fixtures	90,560.77	
15100	Equipment	204,995.17	
15200	Automobiles	27,394.00	
15300	Building	153,326.64	
15400	Building Improvements	257,937.09	
15600	Machines	938,897.48	
15800	Land	30,000.00	
15900	Land Improvements	49,088.81	
16300	Software	236,425.00	
17000	Accumulated Depreciation		573,611.34
20100	N/P Triton		55,649.59
20200	N/P Hugh Andrews		871,506.88
20300	N/P Best Games		401,650.00
20400	N/P Quentin Broom		182,651.05
20500	N/P Jackpot Amusement		45,000.00
20600	N/P Drew's		488,839.11
20650	N/P Drew's (TRINOT)		1,088,312.14
20750	N/P Mr. Broom		15,000.00
23700	State Withholding	746.50	
23950	Insurance Withholding		10,049.34
39003	Common Stock		2,000.00
39004	Retained Earnings "C" Corp		39,934.05
39005	Retained Earnings	2,151,915.24	
40400	Lease Income		12,478.08
40500	Commissions		1,142,929.79
40700	Misc Income		21,157.87
42000	Sale of Assets		189,638.67
62000	Bank Charges	375.36	
63100	Contract Labor	27,271.78	
64050	Delivery Expense	38,195.00	
64700	Dominican Rent	34,645.00	
67000	Insurance Expense	22,457.34	
67200	Insurance-Property & Bldg.	2,538.50	
67500	Interest Expense	2,402.99	
68500	Legal and Professional Expense	16,475.63	
71000	Office Expense	869.12	
72000	Payroll Tax Expense	17,499.38	
72100	Property Taxes	10,525.20	
72500	Penalties and Fines Exp	25.00	
73500	Postage Expense	2,295.83	
75000	Security	119.80	
75500	Supplies Expense	29,188.45	
75600	Storage-GA	28,750.00	
76000	Telephone Expense	2,759.26	
76500	Travel Expense	76,759.90	
77000	Utilities Expense	5,754.97	
77500	Wages Expense	225,525.00	
80000	Vehicle Insurance	2,324.67	
89100	Boat Expenses		799.60
	Total:	5,141,207.51	5,141,207.51

44-1

Tristar Communications

1) May 2002 - Fortunes sold — Mortgage paid off, remove asset
✓2) Receivable Abco NC - $5000 off — adjusted
✓3) State Withholding should be zero.
4) Machines/Equipment account
✓5) Sale of assets - $3600 misc income - s/b 3,900
6) Need to book HA & QB interest at 10% on notes. - Deana w/ get

Jackpot

1) Cash should be zero.

Best Games

1) QB took over Landcruiser payment in August. — March

ABCO NC

1) Note to Tristar off by $5000
2) Ray Childers note does not match schedule.
Depr. paid based on old schedule

Waiting on Heritage information

4-2

Confirmation Report - Memory Send

Date & Time: Apr-21-2003 03:14pm
Tel line : +864 574 3672
Machine ID : LEE BROOME MACBAY AND ASSOC

Job number	:	092
Date & Time	:	Apr-21 03:13pm
To	:	5915777
Number of pages	:	005
Start time	:	Apr-21 03:13pm
End time	:	Apr-21 03:14pm
Pages sent	:	005
Status	:	OK

Job number : 092 *** SEND SUCCESSFUL ***

Lee, Broome, MacBay & Associates, P.A.

109 Southport Road, P.O. Box 5476
Spartanburg, S.C. 29304
Fax: 864-574-3672
Phone: 864-574-3620
Email: lbmanda@bellsouth.net

Fax

To:	Jeff Handle	From:	Timothy L. Russell, CPA
Company:	Swalm,Brown Elliott		
Fax:	864-585-0176	Pages:	5 including cover
Phone:	864-591-5777	Date:	04/21/03
Re:	Tri-Star Communication tax return	cc:	

☐ Urgent ☑ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

• Comments:

SBE - Could not get them from Wakepen to agree w/ mine. Wanted me to fax over 1st 4 pages of 1120.

If you do not receive all of the pages or if the transmission is illegible, please call (864) 574-3620.

The information which follows and is transmitted herewith is privileged and confidential information intended only for the viewing and use of the individual recipient named above. If the reader of this message is not the intended recipient, you are hereby notified that any review, use, communication, dissemination distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us by telephone and return the original message to us at the above address via the U.S. Postal Service or overnight delivery service at our expense.

VV-1.1

Confirmation Report – Memory Send

Date & Time: Jun-04-2003 11:54am
Tel line : +864 574 3672
Machine ID : LEE BROOME MACBAY AND ASSOC

Job number : 428
Date & Time : Jun-04 11:54am
To : 5915777
Number of pages : 001
Start time : Jun-04 11:54am
End time : Jun-04 11:54am
Pages sent : 001
Status : OK

Job number : 428 *** SEND SUCCESSFUL ***

Lee, Broome, MacBay & Associates, P.A.

109 Southport Road, P.O. Box 5476
Spartanburg, S.C. 29304
Fax: 864-574-3672
Phone: 864-574-3620
Email: lbmanda@bellsouth.net

Fax

To:	Eddie Brown	From:	Timothy L. Russell, CPA
Company:	Swalm Brown Elliott		
Fax:	864-591-5777	Pages:	17 including cover
Phone:	864-585-0176	Date:	06/04/03
Re:	Hugh's Companies' financial stmts	CC:	Claudia Humphries

☐ Urgent ☑ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

• Comments:

Eddie,

I am faxing you following financial information:

Intergrated Merchant Systems financial statements
New England Cash Dispensing Systems, Inc. financial statements
ABCO Holdings, LLC trial balance – no f/s prepared
ABCO of NC, LLC trial balance – no f/s prepared

I am close to completing Tri-Star Communications, but am still waiting on some information.

I will also mail the items to you that I faxed.

If you do not receive all of the pages or if the transmission is illegible, please call (864) 574-3620.

The information which follows and is transmitted herewith is privileged and confidential information intended only for the viewing and use of the individual recipient named above. If the reader of this message is not the intended recipient, you are hereby notified that any review, use, communication, dissemination distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us by telephone and return the original message to us at the above address via the U.S. Postal Service or overnight delivery service at our expense.

VV-2

LEE, BROOME, [illegible]BAY, LUTTRELL, P.A.
Certified Public Accountants

PROCESSING AND ROUTING SHEET

CLIENT Tri-State Communications, Inc

ADDRESS _____

_____

CLIENT NUMBER 0065875.0

PERIOD ENDED 12/31/02

TAX RETURNS:

	Form No.	Prepared By	Reviewed By
Federal	1120S	JW	
State	SC1120S	I	
Property Tax	N/A		

	Initials	Hours		Rate		Totals
Check			X		=	
Type			X		=	
Proof			X		=	
Final Review		1/4				
Assembly	RW	1/4	X		=	14.50
Number of Copies		141	X	.20	=	28.20
Number of Reports						
Number of Covers			X	1.00	=	
Other Charges						107.70
TOTAL PROCESSING CHARGES						150.40

OTHER _____

_____

_____

PARTNER REVIEW _____ DATE _____

DATE COMPLETED 6.10.03

FINANCIAL STATEMENTS REPORTING CHECKLIST

BALANCE SHEET DATE N/A

I) GENERAL

_____ 1. Engagement Letter
_____ 2. Approximate Number of A & A Hours

II) NEW CLIENT

_____ 1. New Client Acceptance Form

III) COMPILATION - WITH DISCLOSURE

_____ 1. Client Information Form (Update)
_____ 2. Compilation Procedures Checklist
_____ 3. Compilation Reporting Checklist
_____ 4. Disclosure Checklist
_____ 5. Technical Reviewer Checklist

IV) REVIEW

_____ 1. Client Information Form (Update)
_____ 2. Review Procedure Checklist
_____ 3. Representation Letter
_____ 4. Inquiry and Analytical Procedures Program & Worksheet
_____ 5. Review Reporting Checklist
_____ 6. Disclosure Checklist
_____ 7. Technical Reviewer Checklist

V) AUDIT (Non-Profit Form Numbers Preceded by an N)

_____ 1. Engagement Acceptance and Continuation Form (Updated)
_____ 2. General Procedures Checklist
_____ 3. Attorney's Letter
_____ 4. Client Representation Letter
_____ 5. Audit Planning Form
_____ 6. Planning Materiality Worksheet
_____ 7. Supervision, Review, and Approval Form
_____ 8. Disclosure Checklist
_____ 9. Audit Area Programs as Applicable (see Volume 2 of "Audits of Small Businesses")
_____ 10. Reportable Condition Letter or Document none noted.

2127

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

June 10, 2003

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

For professional services rendered in connection with the preparation of your 2002 corporate tax return:

	Form 7004 (Application for Extension)	$ 7.30
	Form 1120S (S Corporation Return)	32.00
2	Schedule K-1 (Shareholder's Share of Inc/Ded)	14.60
	Form 4562 (Depreciation and Amortization)	7.30
	Form 4797 (Sales of Business Property)	7.30
	Retained Earn Wrk	7.30
	Sch K-1 Summary Wrk	7.30
2	Shr Basis Wrk	14.60
	SC Form SC1120-T (Corporate Extension)	No Charge
	SC Form SC1120S (S Corporation Return)	10.00
	SC Schedule G Wrk	No Charge
2	SC Shareholder Wrk	No Charge
	Amount due	$ 107.70

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

June 10, 2003

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

We have prepared the enclosed returns from information provided by you without verification or audit. We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements.

Federal Filing Instructions

Your 2002 Form 1120S shows no balance due.

An authorized officer of the corporation should sign and date the return on page 1 and mail by September 15, 2003 to:

Internal Revenue Service
Cincinnati, OH 45999-0013

South Carolina Filing Instructions

Your South Carolina 2002 Form SC1120S shows no balance due. An authorized officer should sign and date the return on page 1 and mail it by September 15, 2003 to:

Department of Revenue
Corporation Return
Columbia, SC 29214-0100

Also enclosed is any material you furnished for use in preparing the returns. If the returns are examined, requests may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please do not hesitate to call.

Sincerely,

Lee Broome MacBay & Associates, P.A.

658750

Form **1120S** — **U.S. Income Tax Return for an S Corporation**

▶Do not file this form unless the corporation has timely filed Form 2553 to elect to be an S corporation.

▶See separate instructions.

OMB No. 1545-0130

2002

Department of the Treasury
Internal Revenue Service

For calendar year 2002, or tax year beginning _____ and ending _____

A Effective date of election as an S corporation: 1/01/98	Use IRS label. Otherwise, print or type.	Name: TRI-STAR COMMUNICATIONS, INC	C Employer identification no.
B Business code no. (see pages 29-31): 713900		Number, street, & room or suite no. (If a P.O. box, see page 11 of the instr.): 9107 ASHEVILLE HIGHWAY	D Date incorporated: 2/16/90
		City or town, state, and ZIP code: BOILING SPRINGS SC 29316	E Total assets (see page 11): $ 1,631,643

F Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

G Enter number of shareholders in the corporation at end of the tax year ▶ 2

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See page 11 of the instructions for more information.

Income	1a	Gross rcpt. or sales	b Less rtn. and allowances	c Bal ▶ 1c	
	2	Cost of goods sold (Schedule A, line 8)		2	
	3	Gross profit. Subtract line 2 from line 1c		3	
	4	Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)		4	12,014
	5	Other income (loss) (attach schedule)	STMT 1	5	1,159,466
	6	Total income (loss). Combine lines 3 through 5	▶	6	1,171,480
Deductions (see page 12 of the instructions for limitations)	7	Compensation of officers		7	
	8	Salaries and wages (less employment credits)		8	225,525
	9	Repairs and maintenance		9	
	10	Bad debts		10	
	11	Rents		11	63,395
	12	Taxes and licenses		12	28,796
	13	Interest		13	2,403
	14a	Depreciation (if required, attach Form 4562)	14a 304,381		
	b	Depreciation claimed on Schedule A and elsewhere on return	14b		
	c	Subtract line 14b from line 14a		14c	304,381
	15	Depletion (Do not deduct oil and gas depletion.)		15	
	16	Advertising		16	
	17	Pension, profit-sharing, etc., plans		17	
	18	Employee benefit programs		18	
	19	Other deductions (attach schedule)	STMT 2	19	217,336
	20	Total deductions. Add the amounts shown in the far right column for lines 7 through 19	▶	20	841,836
	21	Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6		21	329,644
Tax and Payments	22	Tax: a Excess net passive income tax (attach sch.)	22a		
	b	Tax from Schedule D (Form 1120S)	22b		
	c	Add lines 22a and 22b (see page 16 of the instructions for additional taxes)		22c	
	23	Payments: a 2002 estimated tax payments & amount applied from 2001 return	23a		
	b	Tax deposited with Form 7004	23b		
	c	Credit for Federal tax paid on fuels (attach Form 4136)	23c		
	d	Add lines 23a through 23c		23d	
	24	Estimated tax penalty. Check if Form 2220 is attached	▶ ☐	24	
	25	Tax due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page 4 of the instructions for depository method of payment	▶	25	
	26	Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid	▶	26	
	27	Enter amount of line 26 you want: Credited to 2003 estimated tax ▶	Refunded ▶	27	

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 rtn. with the preparer shown below (see instr.)? ☒ Yes ☐ No

Signature of officer _____ Date _____ Title _____

Paid Preparer's Use Only

Preparer's signature ▶	Date 6/10/03	Check if self-employed ☐	Preparer's SSN or PTIN
Firm's name (or yours if self-employed), address, and ZIP code ▶ LEE BROOME MACBAY & ASSOCIATES, P.A. PO BOX 5476 SPARTANBURG, SC 29304-5476		EIN	
		Phone no. 864-574-3620	

For Paperwork Reduction Act Notice, see the separate instructions.

DAA

Form **1120S** (2002)

858750

Form 1120S (2002) **TRI-STAR COMMUNICATIONS, INC** Page 2

Schedule A Cost of Goods Sold (see page 17 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	**Total.** Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

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 9d

e Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation? ☐ Yes ☐ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No
If "Yes," attach explanation.

Schedule B Other Information

		Yes	No
1	Check method of accounting: (a) ☒ Cash (b) ☐ Accrual (c) ☐ Other (specify) ▶		
2	Refer to the list on pages 29 through 31 of the instructions and state the corporation's principal: (a) Business activity ▶ **ENTERTAINMENT** (b) Product or service ▶ **VIDEO GAMES**		
3	Did the corporation at the end of the tax year 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, address, and employer identification number and (b) percentage owned		X
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5	Check this box if the corporation has filed or is required to file **Form 8264,** Application for Registration of a Tax Shelter ▶ ☐		
6	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐ If so, the corporation may have to file **Form 8281,** Information Return for Publicly Offered Original Issue Discount Instruments		
7	If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see page 17 of the instructions) ▶ $		
8	Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see page 18 of the instructions) ▶ ☒		
9	Are the corporation's total receipts (see page 29 of the instructions) for the tax year and total assets at the end of the tax year less than $250,000? If "Yes," the corporation is not required to complete Schedules L and M-1		X

Note: If the corporation 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.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

		(a) Pro rata share items		(b) Total amount
Income (Loss)	1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1	329,644
	2	Net income (loss) from rental real estate activities (attach Form 8825)	2	
	3a	Gross income from other rental activities 3a		
	b	Expenses from other rental activities (attach schedule) 3b		
	c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
	4	Portfolio income (loss):		
	a	Interest income	4a	
	b	Ordinary dividends	4b	
	c	Royalty income	4c	
	d	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d	
	e	(1) Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	4e(1)	
		(2) 28% rate gain (loss) ▶ (3) Qualified 5-year gain ▶		
	f	Other portfolio income (loss) (attach schedule)	4f	
	5	Net section 1231 gain (loss) (other than due to casualty or theft) (attach Form 4797)	5	7,313
	6	Other income (loss) (attach schedule)	6	

DAA

Form **1120S** (2002)

658750

Form 1120S (2002) TRI-STAR COMMUNICATIONS, INC

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)

		(a) Pro rata share items		(b) Total amount
Deductions	7	Charitable contributions (attach schedule)	7	
	8	Section 179 expense deduction (attach Form 4562)	8	
	9	Deductions related to portfolio income (loss) (itemize)	9	
	10	Other deductions (attach schedule)	10	
Investment Interest	11a	Interest expense on investment debts	11a	
	b (1)	Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)	
	(2)	Investment expenses included on line 9 above	11b(2)	
Credits	12a	Credit for alcohol used as a fuel (attach Form 6478)	12a	
	b	Low-income housing credit:		
	(1)	From partnerships to which section 42(j)(5) applies	12b(1)	
	(2)	Other than on line 12b(1)	12b(2)	
	c	Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c	
	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e	Credits related to other rental activities	12e	
	13	Other credits	13	
Adjustments and Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	66,064
	b	Adjusted gain or loss	14b	-5,571
	c	Depletion (other than oil and gas)	14c	
	d (1)	Gross income from oil, gas, or geothermal properties	14d(1)	
	(2)	Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e	Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶		
	b	Gross income from all sources	15b	
	c	Gross income sourced at shareholder level	15c	
	d	Foreign gross income sourced at corporate level:		
	(1)	Passive	15d(1)	
	(2)	Listed categories (attach schedule)	15d(2)	
	(3)	General limitation	15d(3)	
	e	Deductions allocated and apportioned at shareholder level:		
	(1)	Interest expense	15e(1)	
	(2)	Other	15e(2)	
	f	Deductions allocated and apportioned at corporate level to foreign source income:		
	(1)	Passive	15f(1)	
	(2)	Listed categories (attach schedule)	15f(2)	
	(3)	General limitation	15f(3)	
	g	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g	
	h	Reduction in taxes available for credit (attach schedule)	15h	
Other	16	Section 59(e)(2) expenditures: a Type ▶ b Amount ▶	16b	
	17	Tax-exempt interest income	17	
	18	Other tax-exempt income	18	
	19	Nondeductible expenses	19	
	20	Total property distributions (including cash) other than dividends reported on line 22 below	20	
	21	Other items and amounts required to be reported separately to shareholders (attach schedule) STMT 3		
	22	Total dividend distributions paid from accumulated earnings and profits	22	
	23	**Income (loss).** (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15g, and 16b	23	336,957

Form 1120S (2002)

DAA

658750

Form 1120S (2002) **TRI-STAR COMMUNICATIONS, INC** Page 4

Note: The corporation is not required to complete Schedules L and M-1 if question 9 of Schedule B is answered "Yes."

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		5,467		20,700
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. Government obligations				
5 Tax-exempt securities				
6 Other current assets STMT 4		354,637		409,463
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments				
10a Buildings and other depreciable assets	1,470,372		2,032,231	
b Less accumulated depreciation	573,611	896,761	830,751	1,201,480
11a Depletable assets				
b Less accumulated depletion				
12 Land (net of any amortization)		30,000		
13a Intangible assets (amortizable only)				
b Less accumulated amortization				
14 Other assets (attach sch.)				
15 Total assets		1,286,865		1,631,643
Liabilities and Shareholders' Equity				
16 Accounts payable				
17 Mortgages, notes, bonds payable in less than 1 year				
18 Other current liabilities				
19 Loans from shareholders		1,310,087		1,294,067
20 Mortgages, notes, bonds payable in 1 year or more		2,086,759		2,109,801
21 Other liabilities (att. sch.)				
22 Capital stock		2,000		2,000
23 Additional paid-in capital				
24 Retained earnings		-2,111,981		-1,774,225
25 Adjustments to shareholders' equity (attach schedule)				
26 Less cost of treasury stock				( )
27 Total liabilities and shareholders' equity		1,286,865		1,631,643

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	337,756	5 Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize):	
2 Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):		a Tax-exempt interest $ STMT 5 799	799
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15g, and 16b (itemize):		6 Deductions included on Schedule K, lines 1 through 11a, 15g, and 16b, not charged against book income this year (itemize):	
a Depreciation $		a Depreciation $	
b Travel and entertainment $		7 Add lines 5 and 6	799
4 Add lines 1 through 3	337,756	8 Income (loss) (Schedule K, line 23). Line 4 less line 7	336,957

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 26 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-2,151,915		
2 Ordinary income from page 1, line 21	329,644		
3 Other additions STMT 6	8,112		
4 Loss from page 1, line 21			
5 Other reductions			
6 Combine lines 1 through 5	-1,814,159		
7 Distributions other than div. distributions			
8 Balance at end of tax year. Subtract ln. 7 from ln. 6	-1,814,159		

658750

SCHEDULE K-1 (Form 1120S)
Department of the Treasury
Internal Revenue Service

Shareholder's Share of Income, Credits, Deductions, etc.

▶ See separate instructions.

For calendar year 2002 or tax year beginning , and ending

OMB No. 1545-0130

2002

Shareholder's identifying number ▶	Corporation's identifying number ▶
Shareholder's name, address, and ZIP code	Corporation's name, address, and ZIP code
H. HUGH ANDREWS, II 9107 ASHEVILLE HWY BOILING SPRINGS SC 29316	TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.000000%

B Internal Revenue Service Center where corporation filed its return ▶ CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1	164,822	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2		
	3 Net income (loss) from other rental activities	3		
	4 Portfolio income (loss):			
	a Interest	4a		Sch. B, Part I, line 1
	b Ordinary dividends	4b		Sch. B, Part II, line 5
	c Royalties	4c		Sch. E, Part I, line 4
	d Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss)	4e(1)		Sch. D, line 12, col. (f)
	(2) 28% rate gain (loss)	4e(2)		Sch. D, line 12, col. (g)
	(3) Qualified 5-year gain	4e(3)		Line 5 of worksheet for Sch. D, line 29
	f Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable ln. of your rtn.)
	5 Net section 1231 gain (loss) (other than due to casualty or theft)	5	3,657	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6 Other income (loss) (attach schedule)	6		(Enter on applicable ln. of your rtn.)
Deductions	7 Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
	8 Section 179 expense deduction	8		See pages 5 and 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss)	9		
	10 Other deductions (attach schedule)	10		
Investment Interest	11a Interest expense on investment debts	11a		Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a		Form 6478, line 10
	b Low-income housing credit:			
	(1) From section 42(j)(5) partnerships	12b(1)		Form 8586, line 5
	(2) Other than on line 12b(1)	12b(2)		
	c Qualified rehabilitation expenditures related to rental real estate activities	12c		See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	e Credits related to other rental activities	12e		
	13 Other credits	13		

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S. Schedule K-1 (Form 1120S) 2002

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658750

H. HUGH ANDREWS, II

Schedule K-1 (Form 1120S) 2002 TRI-STAR COMMUNICATIONS, INC

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a	33,032	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	-2,786	
	c Depletion (other than oil and gas)	14c		
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)		
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e Other adjustments and tax preference items	14e		
Foreign Taxes	15a Name of foreign country or U.S. possession ▶			Form 1116, Part I
	b Gross income from all sources	15b		
	c Gross income sourced at shareholder level	15c		
	d Foreign gross income sourced at corporate level:			
	(1) Passive	15d(1)		
	(2) Listed categories (attach schedule)	15d(2)		
	(3) General limitation	15d(3)		
	e Deductions allocated and apportioned at shareholder level:			
	(1) Interest expense	15e(1)		
	(2) Other	15e(2)		
	f Deductions allocated and apportioned at corporate level to foreign source income:			
	(1) Passive	15f(1)		
	(2) Listed categories (attach schedule)	15f(2)		
	(3) General limitation	15f(3)		
	g Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g		Form 1116, Part II
	h Reduction in taxes available for credit (attach sch.)	15h		See Instructions for Form 1116
Other	16 Section 59(e)(2) expenditures:			See Shareholder's Instructions for Schedule K-1 (Form 1120S)
	a Type ▶			
	b Amount	16b		
	17 Tax-exempt interest income	17		Form 1040, line 8b
	18 Other tax-exempt income	18		
	19 Nondeductible expenses	19		See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21 Amount of loan repayments for "Loans From Shareholders"	21		
	22 Recapture of low-income housing credit:			
	a From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

UNRECAPTURED SECTION 1250 GAIN 11,605

658750

SCHEDULE K-1 (Form 1120S)

Department of the Treasury
Internal Revenue Service

Shareholder's Share of Income, Credits, Deductions, etc.

▶ See separate instructions.

For calendar year 2002 or tax year beginning , and ending

OMB No. 1545-0130

2002

Shareholder's identifying number ▶	Corporation's identifying number ▶
Shareholder's name, address, and ZIP code	Corporation's name, address, and ZIP code
QUENTIN S. BROOM, JR 1041 W.O. EZELL BLVD SPARTANBURG SC 29301	TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.000000%

B Internal Revenue Service Center where corporation filed its return ▶ CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1	164,822	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2		
	3 Net income (loss) from other rental activities	3		
	4 Portfolio income (loss):			
	a Interest	4a		Sch. B, Part I, line 1
	b Ordinary dividends	4b		Sch. B, Part II, line 5
	c Royalties	4c		Sch. E, Part I, line 4
	d Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss)	4e(1)		Sch. D, line 12, col. (f)
	(2) 28% rate gain (loss)	4e(2)		Sch. D, line 12, col. (g)
	(3) Qualified 5-year gain	4e(3)		Line 5 of worksheet for Sch. D, line 29
	f Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable ln. of your rtn.)
	5 Net section 1231 gain (loss) (other than due to casualty or theft)	5	3,656	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6 Other income (loss) (attach schedule)	6		(Enter on applicable ln. of your rtn.)
Deductions	7 Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
	8 Section 179 expense deduction	8		See pages 5 and 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss)	9		
	10 Other deductions (attach schedule)	10		
Investment Interest	11a Interest expense on investment debts	11a		Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a		Form 6478, line 10
	b Low-income housing credit:			
	(1) From section 42(j)(5) partnerships	12b(1)		Form 8586, line 5
	(2) Other than on line 12b(1)	12b(2)		
	c Qualified rehabilitation expenditures related to rental real estate activities	12c		See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	e Credits related to other rental activities	12e		
	13 Other credits	13		

For Paperwork Reduction Act Notice, see the instructions for Form 1120S. Schedule K-1 (Form 1120S) 2002

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		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	33,032	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b	Adjusted gain or loss	14b	-2,785	
	c	Depletion (other than oil and gas)	14c		
	d	(1) Gross income from oil, gas, or geothermal properties	14d(1)		
		(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e	Other adjustments and tax preference items	14e		
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶			Form 1116, Part I
	b	Gross income from all sources	15b		
	c	Gross income sourced at shareholder level	15c		
	d	Foreign gross income sourced at corporate level:			
		(1) Passive	15d(1)		
		(2) Listed categories (attach schedule)	15d(2)		
		(3) General limitation	15d(3)		
	e	Deductions allocated and apportioned at shareholder level:			
		(1) Interest expense	15e(1)		
		(2) Other	15e(2)		
	f	Deductions allocated and apportioned at corporate level to foreign source income:			
		(1) Passive	15f(1)		
		(2) Listed categories (attach schedule)	15f(2)		
		(3) General limitation	15f(3)		
	g	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g		Form 1116, Part II
	h	Reduction in taxes available for credit (attach sch.)	15h		See Instructions for Form 1116
Other	16	Section 59(e)(2) expenditures:			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	a	Type ▶			
	b	Amount	16b		
	17	Tax-exempt interest income	17		Form 1040, line 8b
	18	Other tax-exempt income	18		
	19	Nondeductible expenses	19		
	20	Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	21	Amount of loan repayments for "Loans From Shareholders"	21		
	22	Recapture of low-income housing credit:			
	a	From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b	Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

UNRECAPTURED SECTION 1250 GAIN 11,604

659750

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172

2002

Attachment Sequence No. 67

Name(s) shown on return: **TRI-STAR COMMUNICATIONS, INC**

Identifying number:

Business or activity to which this form relates: **ENTERTAINMENT - VIDEO GAMES**

Part I Election To Expense Certain Tangible 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	24,000
2	Total cost of section 179 property placed in service (see page 2 of the instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	200,000
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 pg. 2 of the instr.	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 2001 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 2003. 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 instr.)	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 4 of the instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2002	17	199,808
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 ▶ ☐		

Section B-Assets Placed in Service During 2002 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		777,081	5.0	HY	200DB	98,632
c	7-year property		24,080	7.0	HY	200DB	4,166
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 2002 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 6 of the instructions)

21	Listed property. Enter amount from line 28	21	1,775
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	304,381
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** (2002)

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TRI-STAR COMMUNICATIONS, INC

Form 4562 (2002)

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See page 8 of the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☒ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☒ No

(a) Type of prop. (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 7 of the instructions)						25		
26 Property used more than 50% in a qualified business use (see page 7 of the instructions):								
1997 FORD TRUCK	11/15/98	100.00 %	15,329	15,329	5.0	200DB	1,775	
		%						
27 Property used 50% or less in a qualified business use (see page 7 of the instructions):								
		%				S/L-		
		%				S/L-		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28	1,775	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles-see page 2 of the instructions)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see page 8 of the instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2002 tax year (see page 9 of the instructions):					
43 Amortization of costs that began before your 2002 tax year				43	
44 Total. Add amounts in column (f). See page 9 of the instructions for where to report				44	

DAA 10 Form 4562 (2002)

656750

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No. 1545-0184

2002

Attachment Sequence No. **27**

Name(s) shown on return

Identifying number

TRI-STAR COMMUNICATIONS, INC

1 Enter the gross proceeds from sales or exchanges reported to you for 2002 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) — 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft-Most Property Held More Than 1 Year (See instructions.)

	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2	LEASEHOLD IMPROVEMENTS - ABANDONED	6/21/99	12/31/02		12,019	57,694	-45,675

3	Gain, if any, from Form 4684, line 39	3	
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4	
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5	
6	Gain, if any, from line 32, from other than casualty or theft	6	52,988
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: **Partnerships (except electing large partnerships) and S corporations.** Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 6, or Form 1120S, Schedule K, line 5. Skip lines 8, 9, 11, and 12 below. **All others.** If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on Schedule D and skip lines 8, 9, 11, and 12 below.	7	7,313
8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8	
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on Schedule D (see instructions)	9	

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 17 (include property held 1 year or less):

11	Loss, if any, from line 7	11	
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	12,014
14	Net gain or (loss) from Form 4684, lines 31 and 38a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Recapture of section 179 expense deduction for partners and S corporation shareholders from property dispositions by partnerships and S corporations (see instructions)	17	
18	Combine lines 10 through 17. Enter the gain or (loss) here and on the appropriate line as follows:	18	12,014
a	**For all except individual returns.** Enter the gain or (loss) from line 18 on the return being filed.		
b	**For individual returns:** (1) If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18b(1)." See instructions	18b(1)	
	(2) Redetermine the gain or (loss) on line 18 excluding the loss, if any, on line 18b(1). Enter here and on Form 1040, line 14	18b(2)	

For Paperwork Reduction Act Notice, see page 7 of the instructions.

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Form **4797** (2002)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255

(a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A BUILDING & IMPROVEMENTS	7/01/97	6/01/02
B 1197 ASHEVILLE HWY IMPROVEMENTS	7/01/97	6/01/02
C		
D		

	These columns relate to the properties on lines 19A - 19D. ▶		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing.)	20	221,580	19,809		
21	Cost or other basis plus expense of sale	21	194,245	17,365		
22	Depreciation (or depletion) allowed or allowable	22	23,780	11,443		
23	Adjusted basis. Subtract line 22 from line 21	23	170,465	5,922		
24	Total gain. Subtract line 23 from line 20	24	51,115	13,887		
25	**If section 1245 property:**					
a	Depreciation allowed or allowable from line 22	25a		11,443		
b	Enter the **smaller** of line 24 or 25a	25b		11,443		
26	**If section 1250 property:** If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a	Additional depreciation after 1975 (see instructions)	26a	571			
b	Applicable percentage multiplied by the **smaller** of line 24 or line 26a (see instructions)	26b	571			
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c	50,544			
d	Additional depreciation after 1969 and before 1976	26d				
e	Enter the **smaller** of line 26c or 26d	26e				
f	Section 291 amount (corporations only)	26f				
g	Add lines 26b, 26e, and 26f	26g	571			
27	**If section 1252 property:** Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).					
a	Soil, water, and land clearing expenses	27a				
b	Line 27a multiplied by applicable percentage (see instr.)	27b				
c	Enter the **smaller** of line 24 or 27b	27c				
28	**If section 1254 property:**					
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a				
b	Enter the **smaller** of line 24 or 28a	28b				
29	**If section 1255 property:**					
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a				
b	Enter the **smaller** of line 24 or 29a (see instructions)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties. Add property columns A - D, line 24	30	65,002
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	12,014
32	Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	52,988

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (See instructions.)

			(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33		
34	Recomputed depreciation. See instructions	34		
35	Recapture amount. Subtract line 34 from line 33. See the instr. for where to report	35		

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Form **7004**
(Rev. October 2000)

Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Corporation Income Tax Return

OMB No. 1545-0233

Name of corporation | Employer identification number

TRI-STAR COMMUNICATIONS, INC

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)
9107 ASHEVILLE HIGHWAY

City or town, state, and ZIP code
BOILING SPRINGS SC 29316

Check type of return to be filed:

- [ ] Form 990-C
- [ ] Form 1120
- [ ] Form 1120-A
- [ ] Form 1120-F
- [ ] Form 1120-FSC
- [ ] Form 1120-H
- [ ] Form 1120-L
- [ ] Form 1120-ND
- [ ] Form 1120-PC
- [ ] Form 1120-POL
- [ ] Form 1120-REIT
- [ ] Form 1120-RIC
- [X] Form 1120S
- [ ] Form 1120-SF

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

1 **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 9/15/03, to file the income tax return of the corporation named above for ▶ [X] calendar year 20 02 or ▶ [ ] tax year beginning ..... , and ending .....

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 **Affiliated group** members (see instructions). If this application also covers subsidiaries to be included in a consolidated return, provide the following information:

Name and address of each member of the affiliated group	Employer identification number	Tax period

3	Tentative tax (see instructions)		3	0
4	**Payments and refundable credits:** (see instructions)			
a	Overpayment credited from prior year	4a		
b	Estimated tax payments for the tax year	4b		
c	Less refund for the tax year applied for on Form 4466	4c	Bal ▶ 4d	
e	Credit for tax paid on undistributed capital gains (Form 2439)		4e	
f	Credit for Federal tax on fuels (Form 4136)		4f	
5	Total. Add lines 4d through 4f (see instr.)		5	0
6	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)		6	0

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.

Jennifer L. Russell — CPA — 3/14/03
(Signature of officer or agent) (Title) (Date)

For Paperwork Reduction Act Notice, see instructions.
DAA

Form **7004** (Rev. 10-2000)

658750 TRI-STAR COMMUNICATIONS, INC

FYE: 12/31/2002

Federal Statements

Statement 1 - Form 1120S, Page 1, Line 5 - Other Income

Description	Amount
COMMISSIONS	$ 1,142,930
MISCELLANEOUS	16,536
TOTAL	$ 1,159,466

Statement 2 - Form 1120S, Page 1, Line 19 - Other Deductions

Description	Amount
CONTRACT LABOR	$ 27,272
INSURANCE	17,271
PROFESSIONAL FEES	16,476
MISCELLANEOUS	375
OFFICE EXPENSE	869
POSTAGE & FREIGHT	40,491
SECURITY	120
SUPPLIES	29,188
TELEPHONE	2,759
UTILITIES	5,755
TRAVEL & LODGING	76,760
TOTAL	$ 217,336

Statement 3 - Form 1120S, Page 3, Sch K, Line 21 - Other Items & Amounts Reported Separately

Description	Amount
UNRECAPTURED SECTION 1250 GAIN	$ 23,209

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

Description	Beginning of Year	End of Year
LOAN RECEIVABLE	$ 354,637	$ 409,463
TOTAL	$ 354,637	$ 409,463

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

Description	Amount
NON TAXABLE INCOME	$ 799
TOTAL	$ 799

Federal Statements

Statement 6 - Form 1120S, Page 4, Schedule M-2, Line 3(a) - Other Additions

Description	Amount
NON TAXABLE INCOME	$ 799
NET SEC 1231 GAIN	7,313
TOTAL	$ 8,112

Form 4562 - Depreciation and Amortization
Election Not to Claim Additional Depreciation for Specific Classes
Pursuant to IRC 168(k)(2)(C)(iii)

me as shown on return: **TRI-STAR COMMUNICATIONS, INC**
Taxpayer's ID#:
Year: **2002**

Taxpayer elects not to claim additional first year depreciation on the following classes:

5 year class
7 year class

14a

658750

Form **1120S** — **Retained Earnings Reconciliation Worksheet** — For calendar year 2002 or tax year beginning , ending — **2002**

Name — Employer Identification Number

TRI-STAR COMMUNICATIONS, INC

Schedule L - Retained Earnings

Retained Earnings - Unappropriated	39,934
Accumulated Adjustments Account	-1,814,159
Other Adjustments Account	0
Undistributed Previously Taxed Income	0
Schedule L, Line 24 - Retained Earnings	-1,774,225

Schedule M-2 - Retained Earnings

	Accumulated Adjustments Account	Other Adjustments Account	Undistributed Previously Taxed Income	Retained Earnings Unappropriated/ Timing Differences	Total Retained Earnings
Beg Yr Bal	-2,151,915	0	0	39,934	-2,111,981
Ordinary Inc (Loss)	329,644				329,644
Other Additions	8,112				8,112
Other Reductions					
Distributions					
End Yr Bal	-1,814,159	0	0	39,934	-1,774,225

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658750 TRI-STAR COMMUNICATIONS, INC

Federal Statements

FYE: 12/31/2002

Form 1120S, Page 1, Line 12 - Taxes and Licenses

Description	Amount
PAYROLL TAXES	$ 18,246
PROPERTY TAXES	10,525
TAXES & LICENSES	25
TOTAL	$ 28,796

Form 4797 - Unrecaptured Section 1250 Gains

Desc	Date Acquired	Date Sold	Sales Price	Depr Allowed	Basis	Total Gain/Loss	28% Rate Gain/Loss
BUILDING & IMPROVEMENTS	7/01/97	6/01/02	$ 51,115	$ 23,780	$ 23,780	$ 571	$ 23,209
TOTAL						$ 571	$ 23,209

658750

STATE OF SOUTH CAROLINA
'S' CORPORATION
INCOME TAX RETURN

SC 1120S
(Rev. 8/29/02)
3095

Return is due on or before the 15th day of the 3rd month following the close of the taxable year.

SC FILE #: 21124438-5
INCOME TAX PERIOD ENDING: 12/31/02
LICENSE FEE PERIOD ENDING: 12/31/03
FED E.I.#:
NAME: TRI-STAR COMMUNICATIONS, INC
MAILING ADDR: 9107 ASHEVILLE HIGHWAY
CITY: BOILING SPRINGS STATE: SC
ZIP CODE: 29316
Change of: Address | Accounting Period
Check if: Consolidated Return

Mail this return to: SCDOR, Corporation Return, Columbia, SC 29214-0100

Total Gross Receipts: ▶ 1,178,793
Total cost of depreciable personal property in SC: ▶ 2,032,231

If Final Return, Indicate Whether: ▶ Merged | Reorganized | Dissolved | Withdrawn

Does the Corporation have any Shareholders who are nonresidents of South Carolina? Yes [X] No

PART I INCOME COMPUTATION

1.	Total of line 1 through 6, Schedule K of Federal Form 1120S	▶1.	336,957
2.	Net Adjustment from line 15, Schedule A and B	2.	-7,313
3.	Total Net Income as Reconciled (add line 1 plus or minus line 2)	▶3.	329,644
4.	If Multi-state Corporation, enter amount from ln. 2, Sch. G; otherwise, enter amount from ln. 3	▶4.	336,957
5.	LESS: Income on line 4 taxed to shareholders of S Corporation	5. <	336,957>
6.	South Carolina Net Income subject to tax (line 4 less line 5)	▶6.	0
7.	TAX: Multiply amount on line 6 by .05 (5.0%)	7.	0
8.	Payments: (a) Tax Withheld (see instructions) ▶ ____ (b) Paid by Declaration ▶ ____ (c) Paid with Tentative Return ▶ ____ (d) Credit from Line 23b ▶ ____		
9.	Total Payments (add lines 8a through 8d)	9.	0
10.	Balance of Tax Due (line 7 less line 9)	▶10.	0
11.	Interest Due ▶ ____ Penalty Due ▶ ____ (See penalty & int. instr.) Enter Total.	▶11.	
12.	TOTAL INCOME TAX, Interest and Penalty Due (add lines 10 and 11) BALANCE DUE	12.	0
13.	OVERPAYMENT (line 9 less line 7) ____ To be applied as follows: (a) Estimated Tax ▶ ____ (b) License Fee ▶ ____ (c) Refunded ▶		

PART II LICENSE FEE COMPUTATION

14.	Total Capital And Paid in Surplus (Multi-State Corporations See Schedule E)	▶14.	2,000
15.	FEE DUE - Line 14 x .001, plus $15.00 **(Fee cannot be less than $25.00 per taxpayer)**	15.	25
16.	LESS: Applicable Credits against License Fee (attach SC1120-TC)	16.	
17.	Balance (line 15 less line 16)	17.	25
18.	Payments: (a) Paid with Tentative Return ▶ 25 (b) Credit from line 13b ▶ ____		
19.	Total Payments (add line 18(a) and (b))	19.	25
20.	Balance of Fee Due (line 17 less line 19)	▶20.	0
21.	Interest Due ▶ ____ Penalty Due ▶ ____ (See penalty & int. instr.) Enter Total.	▶21.	
22.	TOTAL LICENSE FEE, Interest and Penalty Due (add lines 20 and 21) BALANCE DUE	22.	0
23.	OVERPAYMENT (line 19 less line 17) ____ To be applied as follows: (a) Estimated Tax ▶ ____ (b) Income Tax ▶ ____ (c) Refunded ▶		
24.	GRAND TOTAL: INCOME TAX and LICENSE FEE DUE (add lines 12 and 22) EFT [ ]	▶24.	0

Make check payable to: SC Department of Revenue.

Please Sign Here

I, the undersigned, a prin. officer of the corporation for which this return is made declare that this return, including accompanying Annual statements and schedules, has been examined by me and is to the best of my knowledge and belief, a true and complete return.

Signature of officer ____ Date ____ Title ____

I authorize the Director of the Dept. of Revenue or delegate to discuss this return, attachments and related tax matters with the preparer: Yes [X] No [ ]

Preparer's Printed Name: TIMOTHY L. RUSSELL

Paid Preparer's Use Only

Preparer's signature ____ Date ____ Check if self-employed ▶ [ ] Preparer's telephone number ____

Firm's name (or yours if self-employed) and address: LEE BROOME MACBAY & ASSOCIATES, P.A.
PO BOX 5476
SPARTANBURG, SC

F.I. No. ▶ ____
ZIP Code ▶ 29304-5476

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668750

SC1120S TRI-STAR COMMUNICATIONS, INC 21124438-5

SCHEDULE A AND B ADDITIONS TO FEDERAL NET INCOME

1. Taxes on or Measured By Income		1.	
2. Excess net passive income subject to federal tax		2.	
3. Taxable portion of certain built-in gains subject to federal tax		3.	
4.		4.	
5.		5.	
6. Other Additions (attach schedule)		6.	
7. Total Additions (add lines 1 through 6)			7.

DEDUCTIONS FROM FEDERAL NET INCOME

8. SECTION 1231 GAIN		8.	7,313
9.		9.	
10.		10.	
11.		11.	
12.		12.	
13. Other Deductions (attach schedule)		13.	
14. Total Deductions (add lines 8 through 13)			14. 7,313
15. Net Adjustment (line 7 less line 14) Also enter on line 2, Part I, SC1120S			15. -7,313

SCHEDULE C RESERVED

SCHEDULE D ANNUAL REPORT TO BE COMPLETED BY ALL CORPORATIONS

1. Name TRI-STAR COMMUNICATIONS, INC
2. Incorporated under the laws of the State of SOUTH CAROLINA
3. Location of the Registered Office of the Corporation in the State of SC is 9107 ASHEVILLE HIGHWAY
   In the City of BOILING SP Registered Agent at such address is QUENTIN S. BROOM, JR
4. Location of principal office (street address) 9107 ASHEVILLE HIGHWAY
   Nature of principal business in SC ENTERTAINMENT
5. The total number of **authorized** shares of capital stock, itemized by class and series, if any, within each class is as follows:

NUMBER OF SHARES	CLASS	SERIES

6. The total number of **issued** and **outstanding** shares of capital stock itemized by class and series, if any, within each class is as follows:

NUMBER OF SHARES	CLASS	SERIES
2,000	COMMON	

7. The names and business addresses of the directors (or individuals functioning as directors) and principal officers in the Corporation are: (If additional space is necessary, attach separate schedule).

NAME	BUSINESS ADDRESS AND OFFICE	
QUENTIN S. BROOM, JR	9107 ASHEVILLE HWY	BOILING SPRINGS, SC 29316
H. HUGH ANDREWS, II	9107 ASHEVILLE HWY	BOILING SPRINGS, SC 29316

8. Date of this report 12/31/02 Fed. E.I. No.
9. If Foreign Corporation, the date qualified to do business in the State of South Carolina is
10. Was the name of the Corp. changed during the yr.? NO Give old name
    Date Incorporated 2/16/90 Date commenced business in the State of South Carolina was 2/16/90
    The Corporation's books are in the care of QUENTIN S. BROOM, JR
    Located at (street address) 9107 ASHEVILLE HIGHWAY
13. The total amount of stated capital per balance sheet is:

A. Total paid in Capital Stock (cannot be a negative amount)	$ 2,000
B. Total paid in Capital Surplus (cannot be a negative amount)	$
C. Total amount of stated Capital (cannot be a negative amount)	$ 2,000

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Form SC1120S TRI-STAR COMMUNICATIONS, INC 21124438-5

SCHEDULE SC-K

Enter amounts from corresponding lines on your federal Schedule K in Column A.

	(A)* Amounts From Federal Schedule K	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States Other than SC	(E) Col. (C) Amounts Apportioned or Allocated in SC
1	Ordinary Business Income (loss) 329,644		329,644		329,644
2	Net Real Estate Rents				
3	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) 7,313		7,313		7,313
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related To Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp.				

Non-Refundable Tax Credits: Enter Total Credits from SC1120-TC, line 22. .....

SC1120-TC must be attached to return.

A COMPLETE COPY OF FEDERAL RETURN MUST BE ATTACHED TO THIS RETURN.

County or Counties in SC Where Property is Located: SPARTANBURG

City SPARTANBURG Audit Location _____ State SC

Telephone Number: 864-578-4444

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Form **SC 1120S**

SC Allocation Worksheet

Income tax period ending 12/31/02

2002

Name	SC File Number	Employer Identification Number
TRI-STAR COMMUNICATIONS, INC	21124438-5	

Total net income	329,644
Excess passive net income	( )
Built-in gains	( )
Total	329,644
Apportionment percentage	100.000000
Total	329,644
Excess passive net income allocated to SC	0
Built-in gains allocated to SC	0
Section 1231 property allocated to SC	7,313
SC nonbusiness income	
SC allocated and apportioned income	336,957

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Form **SC 1120S**

SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 1

Income tax period ending 12/31/02

2002

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Shareholder's Name H. HUGH ANDREWS, II	SC File Number 21124438-5
Percentage of ownership 50.000000	Corporation's Name TRI-STAR COMMUNICATIONS, INC
	Employer Identification Number

	(A) Amounts From Federal Schedule K-1	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K-1 Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States other than SC	(E) Col. (C) Amounts Apportioned or Allocated To SC-Col (C) minus Col (D)
1	Ordinary Business Income (loss) 164,822		164,822		164,822
2	Net Real Estate Rents				
3c	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) 3,657		3,657		3,657
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related To Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp.				

Dividends taxable to resident shareholders

2/

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Form **SC 1120S**

SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 1

2002

Income tax period ending 12/31/02

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Shareholder's Name: QUENTIN S. BROOM, JR	SC File Number: 2112443 8-5
Percentage of ownership: 50.000000	Corporation's Name: TRI-STAR COMMUNICATIONS, INC
	Employer Identification Number:

	(A) Amounts From Federal Schedule K-1	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K-1 Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States other than SC	(E) Col. (C) Amounts Apportioned or Allocated To SC-Col (C) minus Col (D)
1	Ordinary Business Income (loss) 164,822		164,822		164,822
2	Net Real Estate Rents				
3c	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) 3,656		3,656		3,656
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related To Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp.				

Dividends taxable to resident shareholders

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STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

SC1120-T
(Rev. 8/16/02)

TENTATIVE CORPORATION TAX RETURN AND CONDITIONAL EXTENSION

3096

SC CORPORATE FILE NO.
21124438-5

FED EI NO.

Return for the Period Ending
12/31/02

Return extended to
9/15/03

Signature: Timothy L Russell, CPA Date 3/14/03

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS SC 29316

Complete all blank areas.

1. Tentative Tax Based on Net Income: 0
2. LESS: Estimated Tax Payments: 0
3. Tentative Tax Due ▶ 0 (14-0804)
4. Total Capital and Paid in Surplus 2,000 x .001 plus $15.00 but not less than $25.00 Tentative License Fee ▶ 25 (14-0401)
5. Balance Remitted: 25

TENTATIVE

☐ CHECK IF CONSOLIDATED RETURN. ATTACH A SCHEDULE LISTING EACH MEMBER.

CUT HERE

TRI STAR COMMUNICATIONS, INC.
P O BOX 4914
SPARTANBURG, SC 29305

4186

67-103/532

DATE 3/13/03

PAY TO THE ORDER OF SCDOR $ 25.00

twenty four & 00/100 DOLLARS

ARTHUR STATE BANK
The Affiliated Family of Banks
Spartanburg, South Carolina 29302

FOR File # 21124438-5

Diana Petoskey

659750

Shareholder's Basis Worksheet Page 1

Form **1120S** | **2002**

Schedule K-1 | For calendar year 2002 or tax year beginning , ending

Name: **TRI-STAR COMMUNICATIONS, INC**
H. HUGH ANDREWS, II

Taxpayer Identification Number:

Stock Basis		
Beginning of year		
Capital contributions		
Additions:		
Income items:		
Ordinary income	164,822	
Net income from rental real estate activities		
Net income from other rental activities		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Other portfolio income		
Tax-exempt interest and other income		
Net gain under Section 1231	3,657	
Other income		168,479
Other increases		
Subtotal		168,479
Subtractions:		
Nondeductible noncapital expenses		
Deductible items:		
Ordinary loss	12,891	
Net loss from rental real estate activities		
Net loss from other rental activities		
Net short-term capital loss		
Net long-term capital loss		
Other portfolio loss		
Net loss under Section 1231	5,559	
Other losses		
Charitable contributions		
Section 179 expense		
Deductions related to portfolio income		
Other deductions		
Interest expense on investment debts		
Foreign taxes		
Section 59(e) expenses		18,450
Distributions		
Other decreases		
Amount used to restore loan basis		150,029
End of year		0
Loan Basis		
Beginning of year		0
Loans to corporation		
Basis restored - amount used in prior years to offset losses		150,029
Other increases		
[illegible] repayments		
[illegible]ount used to offset current year losses		
Other decreases		
End of year		150,029
Total stock and loan basis		150,029

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

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Shareholder's Basis Worksheet Page 2

Form 1120S
Schedule K-1

For calendar year 2002 or tax year beginning ending

2002

Name
TRI-STAR COMMUNICATIONS, INC
H. HUGH ANDREWS, II

Taxpayer Identification Number

Loss Allocated to Stock Basis

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncap. exp.						
Deductible items:						
Ordinary loss	12,891		12,891	69.87	12,891	
Rental real estate loss						
Other rental activity loss						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss	5,559		5,559	30.13	5,559	
Other losses						
Charitable contributions						
Section 179 expense						
Portfolio inc. deductions						
Other deductions						
Investment debt interest						
Foreign taxes						
Section 59(e) expenses						
Total deductible items	18,450		18,450	100.00	18,450	
Total	18,450		18,450		18,450	

Loss Allocated to Loan Basis

	Disallowed Stock Loss	Percent	Allowed Loss	Disallowed Loss to Carryforward	Total Allowed Loss (Stock & Loan)
Nondeductible noncap. exp.					
Deductible items:					
Ordinary loss					12,891
Rental real estate loss					
Other rental activity loss					
Short-term capital loss					
Long-term capital loss					
Other portfolio loss					
Section 1231 loss					5,559
Other losses					
Charitable contributions					
Section 179 expense					
Portfolio inc. deductions					
Other deductions					
Investment debt interest					
Foreign taxes					
Section 59(e) expenses					
Total deductible items					18,450
Total					18,450

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

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Shareholder's Basis Worksheet Page 1

Form 1120S | Schedule K-1 | For calendar year 2002 or tax year beginning , ending | 2002

Name: TRI-STAR COMMUNICATIONS, INC
QUENTIN S. BROOM, JR

Taxpayer Identification Number:

Stock Basis

Beginning of year		
Capital contributions		
Additions:		
Income items:		
Ordinary income	164,822	
Net income from rental real estate activities		
Net income from other rental activities		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Other portfolio income		
Tax-exempt interest and other income		
Net gain under Section 1231	3,656	
Other income		168,478
Other increases		
Subtotal		168,478
Subtractions:		
Nondeductible noncapital expenses		24,264
Deductible items:		
Ordinary loss	100,733	
Net loss from rental real estate activities		
Net loss from other rental activities		
Net short-term capital loss		
Net long-term capital loss		
Other portfolio loss		
Net loss under Section 1231	43,481	
Other losses		
Charitable contributions		
Section 179 expense		
Deductions related to portfolio income		
Other deductions		
Interest expense on investment debts		
Foreign taxes		
Section 59(e) expenses		144,214
Distributions		
Other decreases		
Amount used to restore loan basis		
End of year		0

Loan Basis

Beginning of year	0
Loans to corporation	
Basis restored - amount used in prior years to offset losses	
Other increases	
Loan repayments	
Amount used to offset current year losses	
Other decreases	
End of year	0
Total stock and loan basis	0

Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

658750

Form **1120S** Schedule K-1 — **Shareholder's Basis Worksheet Page 2** — For calendar year 2002 or tax year beginning , ending — **2002**

Name
TRI-STAR COMMUNICATIONS, INC
QUENTIN S. BROOM, JR

Taxpayer Identification Number

Loss Allocated to Stock Basis

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncap. exp.	24,264		24,264	100.00	24,264	
Deductible items:						
Ordinary loss	556,787		556,787	69.85	100,733	456,054
Rental real estate loss						
Other rental activity loss						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss	240,327		240,327	30.15	43,481	196,846
Other losses						
Charitable contributions						
Section 179 expense						
Portfolio inc. deductions						
Other deductions						
Investment debt interest						
Foreign taxes						
Section 59(e) expenses						
Total deductible items	797,114		797,114	100.00	144,214	652,900
Total	821,378		821,378		168,478	652,900

Loss Allocated to Loan Basis

	Disallowed Stock Loss	Percent	Allowed Loss	Disallowed Loss to Carryforward	Total Allowed Loss (Stock & Loan)
Nondeductible noncap. exp.					24,264
Deductible items:					
Ordinary loss	456,054	69.85		456,054	100,733
Rental real estate loss					
Other rental activity loss					
Short-term capital loss					
Long-term capital loss					
Other portfolio loss					
Section 1231 loss	196,846	30.15		196,846	43,481
Other losses					
Charitable contributions					
Section 179 expense					
Portfolio inc. deductions					
Other deductions					
Investment debt interest					
Foreign taxes					
Section 59(e) expenses					
Total deductible items	652,900	100.00		652,900	144,214
Total	652,900			652,900	168,478

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

668750

Form **1120S** | **Schedule K-1 Summary Worksheet** | **2002**

Name | Employer Identification Number

TRI-STAR COMMUNICATIONS, INC

	Shareholder Name	SSN/EIN
Column A	H. HUGH ANDREWS, II	
Column B	QUENTIN S. BROOM, JR	
Column C		
Column D		

Schedule K Items	Column A	Column B	Column C	Column D	SCH K TOT
1 Ordinary inc	164,822	164,822			329,644
2 Net income-rent					
3c Net inc-oth rent					
4a Interest income					
4b Dividend income					
4c Royalty income					
4d ST capital gain					
4e1 LT capital gain					
4e2 28% capital gain					
4e3 Qualified 5 yr gain					
4f Oth portfolio inc					
5 Net gain-sec 1231	3,657	3,656			7,313
6 Other income					
7 Charitable contr					
8 Sec 179 expense					
9 Portfolio exp					
10 Other deductions					
11a Int-invest debts					
11b1 Invest income					
11b2 Invest expense					
12a Fuel alcohol cr					
12b1 Low-inc house cr					
12b2 Low-inc house cr					
12c Qualif rehab exp					
12d Credits for rent					
12e Credits-oth rent					
13 Other credits					
14a Depr adjustment	33,032	33,032			66,064
14b Adj gain or loss	-2,786	-2,785			-5,571
14c Depletion					
14d1 Inc-oil/gas/geoth					
14d2 Ded-oil/gas/geoth					
14e Oth adj & tax pref					
15b Gross inc all src					
15c,dTot foreign inc					
15e,f Tot foreign deds					
15g Foreign taxes					
15h Reduct in taxes					
16b Sec 59(e)(2) exp					
18a Tax-exempt int					
18b Oth tax-exempt					
19 Nonded expense					
20 Tot property dist					
23 Income (loss)	168,479	168,478			336,957

658750

Diagnostic Worksheet

Form **1120S** | For calendar year 2002 or tax year beginning ending | **2002**

Name | Employer identification number

TRI-STAR COMMUNICATIONS, INC

Page 1 Calculation		Schedule M-1		Next Year's Estimates	
Total income	1,171,480	Sch M-1	336,957	1st qtr	0
Total deductions	841,836	Sch K, Ln 23	336,957	2nd qtr	0
Ordinary income	329,644	Difference	0	3rd qtr	0
				4th qtr	0
Excess passive income tax	0	Total # of shareholders	2	Total	0
Schedule D taxes	0	Shareholder %	100.000000		
Recapture taxes	0		Prior Year	Schedule L	Current Year
Total tax	0	Assets	1,286,865		1,631,643
Payments	0	Liabilities	1,286,865		1,631,643
Other credits	0	Difference	0		0
2220 Penalty	0				
Overpayment applied	0		Sch L	Retained Earnings	Sch M-2
Due/-Refund per Page 1	0	AAA	-1,814,159		-1,814,159
Failure to file penalty	0	OAA	0		0
Failure to pay penalty	0	UTI	0		0
Late filing interest	0	R.E. Unapprop	39,934		39,934
Net Due/-Refund	0	Total	-1,774,225		-1,774,225

Diagnostic Messages

FYI-THE PROGRAM AUTOMATICALLY CALCULATED SCH M-1 NET INCOME PER BOOKS
FYI-DATA HAS BEEN ACCEPTED VIA DATASHARING; REVIEW AND VERIFY THE DATA.
FYI-FORM 4562, SEC B MAY BE REQUIRED. PLEASE REVIEW RTN FOR COMPLETENESS

668750

Form
SC 1120S

SC Diagnostic Worksheet

Income tax period ending 12/31/02

2002

Name	SC File Number	Employer Identification Number
TRI-STAR COMMUNICATIONS, INC	21124438-5	

Income Tax Calculation

Net income as reconciled	329,644	
Apportionment ratio	100.000000	
Total SC net income	336,957	
Inc taxed to shareholders	336,957	
SC net inc subj to tax	0	
Income tax		0
Payments		0
Interest and penalty		0
SC2220 Penalty		0
Due/-Overpayment		0
Overpayment application:		
Estimated tax		0
License fee		0
Refunded		0

License Fee Calculation

Total capital & paid-in-surplus	2,000
Apportionment ratio	100.000000
SC capital & paid-in-surplus	2,000
License fee due	25
Credits	0
Payments	25
Interest and penalty	0
Due/-Overpayment	0
Overpayment application:	
Estimated tax	0
Income tax	0
Refunded	0

Number of Shareholders

Resident	2
Nonresident	0

Diagnostic Messages

AN INTEREST RATE IS BLANK FOR APPLICABLE PERIOD(S) WHEN CALCULATING P&I.
FYI - TO PREVENT INT, EXT PMT IS CALC'D USING 100 PCT OF TAX LIAB.

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

March 14, 2003

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

We have prepared the enclosed extension forms from information provided by you without verification or audit. We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements.

Federal Filing Instructions

Your 2002 Form 7004 shows no amount due. An authorized officer of the corporation should sign and date the form and mail it by March 17, 2003 to:

Internal Revenue Service
Cincinnati, OH 45999-0013

The federal extension is valid until September 15, 2003; therefore, your completed corporate return must be filed on or before this date. We will be contacting you in advance of this date with the completed return.

South Carolina Filing Instructions

Your South Carolina 2002 Form SC1120-T shows an amount due of $25. An authorized officer of the corporation should sign and date the form and mail it with your check payable to SC Department of Revenue by March 17, 2003. Write "SC File No. 21124438-5, and 2002 Form SC1120-T" on the check and mail to:

SC Department of Revenue
Corporation Tenative
Columbia, SC 29214-0006

The South Carolina extension is valid until September 15, 2003; therefore, your completed Form SC1120S return must be filed on or before this date. We will be contacting you in advance of this date with the completed return.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please do not hesitate to call.

Sincerely,

Lee Broome MacBay & Associates, P.A.

Form **7004**
(Rev. October 2000)
Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Corporation Income Tax Return

OMB No. 1545-0233

Name of corporation

TRI-STAR COMMUNICATIONS, INC

Employer identification number

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)
9107 ASHEVILLE HIGHWAY

City or town, state, and ZIP code
BOILING SPRINGS SC 29316

Check type of return to be filed:

- ☐ Form 990-C
- ☐ Form 1120
- ☐ Form 1120-A
- ☐ Form 1120-F
- ☐ Form 1120-FSC
- ☐ Form 1120-H
- ☐ Form 1120-L
- ☐ Form 1120-ND
- ☐ Form 1120-PC
- ☐ Form 1120-POL
- ☐ Form 1120-REIT
- ☐ Form 1120-RIC
- ☒ Form 1120S
- ☐ Form 1120-SF

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

1 **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 **9/15/03**, to file the income tax return of the corporation named above for ▶ ☒ calendar year 20 **02** or ▶ ☐ tax year beginning ..... , and ending .....

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 **Affiliated group members** (see instructions). If this application also covers subsidiaries to be included in a consolidated return, provide the following information:

Name and address of each member of the affiliated group	Employer identification number	Tax period

3	Tentative tax (see instructions)		3	0
4	**Payments and refundable credits:** (see instructions)			
a	Overpayment credited from prior year	4a		
b	Estimated tax payments for the tax year	4b		
c	Less refund for the tax year applied for on Form 4466	4c	Bal ▶ 4d	
e	Credit for tax paid on undistributed capital gains (Form 2439)		4e	
f	Credit for Federal tax on fuels (Form 4136)		4f	
5	Total. Add lines 4d through 4f (see instr.)		5	0
6	**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)		6	0

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.

Timothy L. Russell — (Signature of officer or agent)
CPA — (Title)
3/14/03 — (Date)

For Paperwork Reduction Act Notice, see instructions.
DAA

Form **7004** (Rev. 10-2000)

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE

TENTATIVE CORPORATION TAX RETURN AND CONDITIONAL EXTENSION

SC1120-T
(Rev. 8/16/02)
3096

SC CORPORATE FILE NO. 21124438-5

FED EI NO.

Return for the Period Ending 12/31/02

Return extended to 9/15/03

Signature Timothy L Russell, CPA Date 3/14/03

Complete all blank areas.

1. Tentative Tax Based on Net Income — 0
2. LESS: Estimated Tax Payments — 0
3. Tentative Tax Due ▶ — 0 — 14-0804
4. Total Capital and Paid in Surplus 2,000 x .001 plus $15.00 but not less than $25.00 Tentative License Fee ▶ — 25 — 14-0401
5. Balance Remitted — 25

TENTATIVE

TRI-STAR COMMUNICATIONS, INC.
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS SC 29316

☐ CHECK IF CONSOLIDATED RETURN. ATTACH A SCHEDULE LISTING EACH MEMBER.

CUT HERE

TRI STAR COMMUNICATIONS, INC.
P O BOX 4914
SPARTANBURG, SC 29305

4186

67-103/532

DATE 3/13/03

PAY TO THE ORDER OF SCDOR $ 25.00

Twenty five 00/100 DOLLARS

ARTHUR STATE BANK
The Affiliated Family of Banks
Spartanburg, South Carolina 29302

FOR File # 21124438-5 Diana Petoskey

WORKING PAPER INDEX

Client Name Tri-Star Communications

Client # 658750

Year End 12/31/03

Jan

Type of engagement (audit, comp, review, tax)

Last day of field work

(GWP) General Workpaper Index

- I - Financial Stmts, F/S Workpapers, Financial Stmt Groupings
- II Management Letter, Reportable Conditions, Corrective Action
- III - Working Trial Balance
- IV - Adjusting Journal Entries, Passed, Reclassifying
- V - Inquiries, Comments, Review, & General (Notes for next year, to do, etc)
- VI - Quality Control Forms (supervision/review, disclosure, procedures cklist, etc)
- VII - Engagement Letter, Client Representation Letter, Attorney Letters
- VIII - Contingencies/Commitments/Litigation/Subsequent Events/Related Party Trans.
- IX - Minutes & Budgets
- X - Internal Control Structure
- XI - Planning, Materiality, Risk Assessment, Fraud Risk
- XII - Work Program (or filed in front of applicable w/p category)

- A - Cash & Cash Equivalents
- B - Marketable Securities
- C - Accounts Receivable
- D - Notes Receivable & Other Receivables (includes shareholder & employee)
- F - Inventories & WIP
- G - Prepaid Expenses & Other Current Assets
- J - Income Taxes Receivable & Deferred Taxes
- L - Investments & Noncurrent Assets
- M - Property & Equipment & Accumulated Depreciation
- N - Intangible Assets & Other Assets
- BB -
- CC - Accounts Payable
- DD - Other Payables & Loans (includes shareholder & employee)
- FF - Accrued Payroll & Payroll Taxes & Salaries
- GG - Accrued Expenses & Other Liabilities
- JJ - Income Taxes Payable & Deferred Taxes
- LL - Other Noncurrent Liabilities
- MM - Long & Short Term Debt and Capital Leases
- NN - Equity
- PP - Revenues
- QQ - Expenses & Other Income/Expenses
- RR - Analytical Proc., Significant Variances, Ratio Analysis, Inquiries, Review accts w/client
- SS - Compliance, Test of Controls, & Compliance Documents
- TT - Confirmation Control, copies of confirms, misc returned confirms-not filed elsewhere
- UU - Miscellaneous (client t/b, misc w/p's), & Consultations
- VV - Miscellaneous Correspondence, Letters, Faxes, Document Request, Etc.
- WW -
- YY -

- **TAX** - Tax Returns, Grouping w/ps, Tax workpapers, 4562 & tax preferences, Property Tax w/ps, income tax notices, etc
- **BKG** - Monthly bookkeeping or other misc accounting. Index month/year at the the bottom of the workpaper
- **PR** - Payroll Tax Returns, W-2s, 1099s, workpapers, p/r tax notices
- **PF** - Permanent File - keep in a separate file

Returned:

Client information

T/B & AJE's

Depreciation Sch.

Reportable Cond.

Computer Disk

Contact:

Telephone #

Software - Peachtree

User ID N/A

Password 1

Other Tabs/Sections (if needed)

(RF) Temporarily Restricted Assets

(PRF) Permanently Restricted Assets

(GF) General Fund

(SR) Special Revenue Fund

(DS) Debt Service Fund

(EF) Enterprise Fund

(FAAG) Fixed Asset Acct Grp

(GLTD) General LT Debt Acct Grp

Standard Symbols

TSTI - Too small to investigate

TSTA - Too small to adjust

NAPN - No additional procedures necessary

N/C/N - Not considered necessary

PBC - Prepared/Provided by client

ISI - Individually Significant Item

1 code	Description	Adjusted 12/31/2002	Adjusted 12/31/2003
00	CASH		
10000	CASH - NATIONSBANK	6,702.23	0.00
10050	CASH - ARTHUR STATE	13,997.84	28,914.00
Total CASH		20,700.07	28,914.00
11500	LOANS RECEIVABLE		
11200	RECEIVABLE -ABCO OF NC	219,374.75	249,144.75
11400	RECEIVABLE-ABCO HOLDINGS	184,087.81	200,077.41
11880	RECEIVABLE - WORLDWIDE	6,000.00	0.00
11900	A/R - HERITAGE	0.00	0.00
11950	A/R - DREWS	0.00	0.00
Total LOANS RECEIVABLE		409,462.56	449,222.16
15000	PROPERTY & EQUIPMENT		
15000	FURNITURE & FIXTURES	90,560.77	86,615.70
15100	EQUIPMENT	247,973.41	247,973.41
15200	VEHICLES	27,394.00	27,394.00
15300	BUILDINGS	0.00	0.00
15400	BUILDING IMPROVEMENTS	221,049.46	0.00
15600	MACHINES	1,208,828.24	1,208,828.24
15700	SIGNS	0.00	0.00
15900	LAND IMPROVEMENTS	0.00	0.00
16300	SOFTWARE	236,425.00	236,425.00
Total PROPERTY & EQUIPMENT		2,032,230.88	1,807,236.35
17000	ACCUMULATED DEPRECIATION		
17000	ACCUMULATED DEPRECIATION	-830,750.78	-1,201,901.01
Total ACCUMULATED DEPRECIATION		-830,750.78	-1,201,901.01
17100	LAND		
15800	LAND	0.00	0.00
Total LAND		0.00	0.00
20200	SHAREHOLDER LOANS		
20200	N/P HUGH ANDREWS	-1,112,415.88	-934,915.88
20400	N/P QUENTIN BROOM	-181,651.05	-4,151.05
Total SHAREHOLDER LOANS		-1,294,066.93	-939,066.93
20700	NOTES PAYABLE		
20100	N/P TRITON	0.00	0.00
20300	N/P BEST GAMES	-401,650.00	-401,650.00
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00
20600	N/P DREWS	-559,839.11	0.00
20650	N/P - DREWS (TRINOT)	-1,088,312.14	0.00
20750	N/P - MR. BROOM	-15,000.00	0.00
Total NOTES PAYABLE		-2,109,801.25	-446,650.00
23400	PAYROLL TAXES W/H		
23700	STATE TAX W/H	0.00	0.00
23950	INSURANCE WITHHOLDING	0.00	0.00
Total PAYROLL TAXES W/H		0.00	0.00
39003	CAPITAL STOCK		
39003	COMMON STOCK	-2,000.00	-2,000.00
Total CAPITAL STOCK		-2,000.00	-2,000.00
39004	RETAINED EARNINGS		
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05
39005	RETAINED EARNINGS - AAA	2,151,915.24	1,814,159.50
39006	DISTRIBUTIONS - Q. BROOM	0.00	0.00
39007	DISTRIBUTIONS - H. ANDREWS	0.00	0.00
Total RETAINED EARNINGS		2,111,981.19	1,774,225.45
40500	COMMISSION INCOME		
40500	COMMISSION INCOME	-1,142,929.79	-1,364,000.00
Total COMMISSION INCOME		-1,142,929.79	-1,364,000.00
40700	MISCELLANEOUS INCOME		
40400	LEASE INCOME	-12,478.08	-1,800.00
40700	MISCELLANEOUS INCOME	-4,057.87	-9,001.98
49000	FORGIVENESS OF DEBT	0.00	-1,648,151.25
Total MISCELLANEOUS INCOME		-16,535.95	-1,658,953.23
42000	GAIN/LOSS ON SALE OF ASSETS		
42000	SALE OF ASSETS	-19,326.99	195,260.13
Total GAIN/LOSS ON SALE OF ASSETS		-19,326.99	195,260.13

Grp 1 code	Description	Adjusted 12/31/2002	Adjusted 12/31/2003
0	SALARIES & WAGES		
7500	SALARIES & WAGES	225,525.00	166,825.00
Total SALARIES & WAGES		225,525.00	166,825.00
6020	ADVERTISING		
60000	ADVERTISING	0.00	53.60
89000	PETTY CASH	0.00	0.00
Total ADVERTISING		0.00	53.60
6030	AUTO EXPENSE		
61000	AUTO EXPENSE	0.00	1,145.06
Total AUTO EXPENSE		0.00	1,145.06
6065	CONTRACT LABOR		
63100	CONTRACT LABOR	27,271.78	35,521.18
Total CONTRACT LABOR		27,271.78	35,521.18
6070	DEPRECIATION		
64000	DEPRECIATION	304,381.25	400,884.63
Total DEPRECIATION		304,381.25	400,884.63
6110	REPAIRS & MAINTENANCE		
74500	REPAIRS & MAINTENANCE	0.00	7,887.50
Total REPAIRS & MAINTENANCE		0.00	7,887.50
6120	INSURANCE		
67000	INSURANCE EXPENSE	12,408.00	23,170.44
67100	INSURANCE - WORKERS COMP	0.00	443.75
67200	INSURANCE - PROPERTY & BLDG	2,538.50	312.50
80000	VEHICLE INSURANCE	2,324.67	2,374.81
Total INSURANCE		17,271.17	26,301.50
6130	INTEREST		
67500	INTEREST EXPENSE	2,402.99	0.00
Total INTEREST		2,402.99	0.00
0	PROFESSIONAL FEES		
68500	LEGAL/PROFESSIONAL SERVICES	16,475.63	38,006.10
Total PROFESSIONAL FEES		16,475.63	38,006.10
6150	MEALS & ENTERTAINMENT		
70500	MEALS & ENTERTAINMENT	0.00	146.61
Total MEALS & ENTERTAINMENT		0.00	146.61
6160	MISCELLANEOUS		
62000	BANK CHARGES	375.36	94.81
70000	MISCELLANEOUS EXPENSE	0.00	0.00
Total MISCELLANEOUS		375.36	94.81
6170	OFFICE EXPENSE		
71000	OFFICE EXPENSE	869.12	2,382.91
Total OFFICE EXPENSE		869.12	2,382.91
6180	POSTAGE & FREIGHT		
64050	DELIVERY EXPENSE	38,195.00	13,018.42
73500	POSTAGE/FREIGHT	2,295.83	5,118.83
Total POSTAGE & FREIGHT		40,490.83	18,137.25
6190	RENT		
64700	DOMINICAN RENT	34,645.00	16,542.00
75600	STORAGE - GA	28,750.00	16,500.00
Total RENT		63,395.00	33,042.00
6200	SECURITY		
75000	SECURITY	119.80	279.70
Total SECURITY		119.80	279.70
6208	SUPPLIES		
75500	SUPPLIES	29,188.45	536,652.78
Total SUPPLIES		29,188.45	536,652.78
0	TAXES & LICENSES		
69000	LICENSE EXPENSE	25.00	260.00
72000	PAYROLL TAXES	18,245.88	16,037.92
72100	PROPERTY TAXES	10,525.20	4,874.45

Grp 1 code	Description	Adjusted 12/31/2002	Adjusted 12/31/2003
Total TAXES & LICENSES		28,796.08	21,172.37
6220	TELEPHONE		
76000	TELEPHONE	2,759.26	6,233.63
Total TELEPHONE		2,759.26	6,233.63
6230	UTILITIES		
77000	UTILITIES	5,754.97	3,510.16
Total UTILITIES		5,754.97	3,510.16
6240	PENALTIES		
72500	PENALTIES & FINES	0.00	208.00
Total PENALTIES		0.00	208.00
6270	TRAVEL		
76500	TRAVEL	76,759.90	59,228.29
Total TRAVEL		76,759.90	59,228.29
7100	NONDEDUCTIBLES		
89100	BOAT EXPENSES	-799.60	0.00
Total NONDEDUCTIBLES		-799.60	0.00
TOTALS		0.00	0.00
YTD NI (Loss)		337,755.74	1,469,980.02

Account	Description	Adjusted 12/31/2002	Unadjusted 12/31/2003	AJE	12/31/2003	Adjusted 12/31/2003
)000	CASH - NATIONSBANK	6,702.23	0.00		0.00	0.00
10050	CASH - ARTHUR STATE	13,997.84	28,914.00		0.00	28,914.00
11200	RECEIVABLE -ABCO OF NC	219,374.75	249,144.75		0.00	249,144.75
11400	RECEIVABLE-ABCO HOLDINGS	184,087.81	200,077.41		0.00	200,077.41
11880	RECEIVABLE - WORLDWIDE	6,000.00	6,000.00	1	-6,000.00	0.00
11900	A/R - HERITAGE	0.00	-2,000.00	2	2,000.00	0.00
11950	A/R - DREWS	0.00	0.00		0.00	0.00
Total Current Assets		430,162.63	482,136.16		-4,000.00	478,136.16
15000	FURNITURE & FIXTURES	90,560.77	101,740.58	9	-11,179.81	
				11	-3,945.07	86,615.70
15100	EQUIPMENT	247,973.41	371,703.13	2	-42,978.24	
				8	-3,559.46	
				9	-77,192.02	247,973.41
15200	VEHICLES	27,394.00	27,394.00		0.00	27,394.00
15300	BUILDINGS	0.00	-153,326.64	2	153,326.64	0.00
15400	BUILDING IMPROVEMENTS	221,049.46	184,161.83	2	36,887.63	
				11	-221,049.46	0.00
15600	MACHINES	1,208,828.24	1,866,566.29	2	-312,909.00	
				2	42,978.24	
				9	-387,807.29	1,208,828.24
15700	SIGNS	0.00	7,137.50	10	-7,137.50	0.00
15800	LAND	0.00	-15,000.00	2	30,000.00	
				6	-15,000.00	0.00
15900	LAND IMPROVEMENTS	0.00	-49,088.81	2	49,088.81	0.00
16300	SOFTWARE	236,425.00	273,925.00	9	-37,500.00	236,425.00
17000	ACCUMULATED DEPRECIATION	-830,750.78	-1,087,890.22	2	304,381.25	
				2	-47,241.81	
				11	-371,150.23	-1,201,901.01
Total Non-current Assets		1,201,480.10	1,527,322.66		-921,987.32	605,335.34
Total Assets		1,631,642.73	2,009,458.82		-925,987.32	1,083,471.50
20750	N/P - MR. BROOM	-15,000.00	0.00		0.00	0.00
23700	STATE TAX W/H	0.00	-746.50	2	746.50	0.00
23950	INSURANCE WITHHOLDING	0.00	8,301.49	2	-10,049.34	
				3	1,747.85	0.00
Total Current Liabilities		-15,000.00	7,554.99		-7,554.99	0.00
20100	N/P TRITON	0.00	55,649.59	2	-55,649.59	0.00
20200	N/P HUGH ANDREWS	-1,112,415.88	-1,194,574.88	2	241,909.00	
				2	-1,000.00	
				4	18,750.00	-934,915.88
20300	N/P BEST GAMES	-401,650.00	-401,650.00		0.00	-401,650.00
20400	N/P QUENTIN BROOM	-181,651.05	-46,901.05	2	-1,000.00	
				4	28,750.00	
				6	15,000.00	-4,151.05
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00		0.00	-45,000.00
20600	N/P DREWS	-559,839.11	-630,839.11	2	71,000.00	
				12	559,839.11	0.00
20650	N/P - DREWS (TRINOT)	-1,088,312.14	-1,088,312.14	12	1,088,312.14	0.00
Total Non-current Liabilities		-3,388,868.18	-3,351,627.59		1,965,910.66	-1,385,716.93
Total Liabilities		-3,403,868.18	-3,344,072.60		1,958,355.67	-1,385,716.93
39003	COMMON STOCK	-2,000.00	-2,000.00		0.00	-2,000.00
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05		0.00	-39,934.05
39005	RETAINED EARNINGS - AAA	2,151,915.24	1,814,159.50		0.00	1,814,159.50
39006	DISTRIBUTIONS - Q. BROOM	0.00	28,750.00	4	-28,750.00	0.00
39007	DISTRIBUTIONS - H. ANDREWS	0.00	18,750.00	4	-18,750.00	0.00
	Net (Income) Loss	-337,755.74	-485,111.67			-1,469,980.02
Total Capital/Owners' Equity		1,772,225.45	1,334,613.78		-1,032,368.35	302,245.43
Total Liabilities & Capital		-1,631,642.73	-2,009,458.82		925,987.32	-1,083,471.50
40400	LEASE INCOME	-12,478.08	-1,800.00		0.00	-1,800.00
40500	COMMISSION INCOME	-1,142,929.79	-1,370,000.00	1	6,000.00	-1,364,000.00
40700	MISCELLANEOUS INCOME	-4,057.87	-12,901.98	2	3,900.00	-9,001.98
42000	SALE OF ASSETS	-19,326.99	170,311.68	2	-3,900.00	
				2	-166,411.68	
				11	195,260.13	195,260.13
)000	FORGIVENESS OF DEBT	0.00	0.00	12	-1,648,151.25	-1,648,151.25
Total Revenues		-1,178,792.73	-1,214,390.30		-1,613,302.80	-2,827,693.10
60000	ADVERTISING	0.00	53.60		0.00	53.60
61000	AUTO EXPENSE	0.00	1,145.06		0.00	1,145.06
62000	BANK CHARGES	375.36	94.81		0.00	94.81

TRISTAR COMMUNICATIONS, INC.
Balance Sheet
December 31, 2003

ASSETS

Current Assets		
Cash-Arthur State	$ 28,914.00	
Receivable-ABCO of NC	249,144.75	
Receivable-ABCO Holdings	200,077.41	
Total Current Assets		478,136.16
Property and Equipment		
Furniture and Fixtures	86,615.70	
Equipment	247,973.41	
Automobiles	27,394.00	
Machines	1,171,328.24	
Software	273,925.00	
Accumulated Depreciation	(1,201,901.01)	
Total Property and Equipment		605,335.34
Other Assets		
Total Other Assets		0.00
Total Assets		$ 1,083,471.50

LIABILITIES AND CAPITAL

Current Liabilities		
N/P Hugh Andrews	$ 934,915.88	
N/P Best Games	401,650.00	
N/P Quentin Broom	4,151.05	
N/P Jackpot Amusement	45,000.00	
Total Current Liabilities		1,385,716.93
Long-Term Liabilities		
Total Long-Term Liabilities		0.00
Total Liabilities		1,385,716.93
Capital		
Common Stock	2,000.00	
Retained Earnings "C" Corp	39,934.05	
Retained Earnings	(1,814,159.50)	
Net Income	1,469,980.02	
Total Capital		(302,245.43)
Total Liabilities & Capital		$ 1,083,471.50

TRISTAR COMMUNICATIONS, INC.
Income Statement
For the Twelve Months Ending December 31, 2003

	Current Month		Year to Date	
Revenues				
Lease Income	$ 1,800.00	0.10	$ 1,800.00	0.06
Commissions	94,000.00	5.48	1,364,000.00	48.24
Misc Income	(3,622.86)	(0.21)	9,001.98	0.32
Sale of Assets	(24,948.45)	(1.45)	(195,260.13)	(6.91)
Cancellation of Debt	1,648,151.25	96.08	1,648,151.25	58.29
Total Revenues	1,715,379.94	100.00	2,827,693.10	100.00
Cost of Sales				
Total Cost of Sales	0.00	0.00	0.00	0.00
Gross Profit	1,715,379.94	100.00	2,827,693.10	100.00
Expenses				
Advertising	0.00	0.00	53.60	0.00
Auto Expenses	0.00	0.00	1,145.06	0.04
Bank Charges	0.00	0.00	94.81	0.00
Contract Labor	30,000.00	1.75	35,521.18	1.26
Depreciation Expense	96,503.38	5.63	400,884.63	14.18
Delivery Expense	0.00	0.00	13,018.42	0.46
Dominican Rent	0.00	0.00	16,542.00	0.58
Insurance Expense	8,690.57	0.51	23,170.44	0.82
Insurance-Workers Comp	0.00	0.00	443.75	0.02
Insurance-Property & Bldg.	0.00	0.00	312.50	0.01
Legal and Professional Expense	1,939.64	0.11	38,006.10	1.34
Licenses Expense	(25.00)	0.00	260.00	0.01
Miscellaneous Expense	(30,000.00)	(1.75)	0.00	0.00
Meals and Entertainment Exp	0.00	0.00	146.61	0.01
Office Expense	0.00	0.00	2,382.91	0.08
Payroll Tax Expense	317.15	0.02	16,037.92	0.57
Property Taxes	0.00	0.00	4,874.45	0.17
Penalties and Fines Exp	25.00	0.00	208.00	0.01
Postage Expense	866.69	0.05	5,118.83	0.18
Repairs Expense	7,137.50	0.42	7,887.50	0.28
Security	0.00	0.00	279.70	0.01
Supplies Expense	522,238.58	30.44	536,652.78	18.98
Storage-GA	0.00	0.00	16,500.00	0.58
Telephone Expense	55.88	0.00	6,233.63	0.22
Travel Expense	2,772.89	0.16	59,228.29	2.09
Utilities Expense	150.76	0.01	3,510.16	0.12
Wages Expense	12,700.00	0.74	166,825.00	5.90
Vehicle Insurance	227.14	0.01	2,374.81	0.08
Petty Cash	(5,000.00)	(0.29)	0.00	0.00
Total Expenses	648,600.18	37.81	1,357,713.08	48.01
Net Income	$ 1,066,779.76	62.19	$ 1,469,980.02	51.99

Account	Description	Adjusted 12/31/2002	Unadjusted 12/31/2003	AJE 12/31/2003		Adjusted 12/31/2003
4000	DEPRECIATION	304,381.25	304,381.25	2	-304,381.25	
				11	400,884.63	400,884.63
64050	DELIVERY EXPENSE	38,195.00	13,018.42		0.00	13,018.42
64700	DOMINICAN RENT	34,645.00	16,542.00		0.00	16,542.00
67000	INSURANCE EXPENSE	12,408.00	14,868.95	2	10,049.34	
				3	-1,747.85	23,170.44
67100	INSURANCE - WORKERS COMP	0.00	443.75		0.00	443.75
67200	INSURANCE - PROPERTY & BLDG	2,538.50	312.50		0.00	312.50
67500	INTEREST EXPENSE	2,402.99	0.00		0.00	0.00
68500	LEGAL/PROFESSIONAL SERVICES	16,475.63	38,006.10		0.00	38,006.10
69000	LICENSE EXPENSE	25.00	285.00	2	-25.00	260.00
70000	MISCELLANEOUS EXPENSE	0.00	30,000.00	7	-30,000.00	0.00
70500	MEALS & ENTERTAINMENT	0.00	146.61		0.00	146.61
71000	OFFICE EXPENSE	869.12	2,382.91		0.00	2,382.91
72000	PAYROLL TAXES	18,245.88	16,784.42	2	-746.50	16,037.92
72100	PROPERTY TAXES	10,525.20	4,874.45		0.00	4,874.45
72500	PENALTIES & FINES	0.00	183.00	2	25.00	208.00
73500	POSTAGE/FREIGHT	2,295.83	5,118.83		0.00	5,118.83
74500	REPAIRS & MAINTENANCE	0.00	750.00	10	7,137.50	7,887.50
75000	SECURITY	119.80	279.70		0.00	279.70
75500	SUPPLIES	29,188.45	14,414.20	5	5,000.00	
				8	3,559.46	
				9	513,679.12	536,652.78
75600	STORAGE - GA	28,750.00	16,500.00		0.00	16,500.00
76000	TELEPHONE	2,759.26	6,233.63		0.00	6,233.63
76500	TRAVEL	76,759.90	59,228.29		0.00	59,228.29
77000	UTILITIES	5,754.97	3,510.16		0.00	3,510.16
77500	SALARIES & WAGES	225,525.00	166,825.00		0.00	166,825.00
80000	VEHICLE INSURANCE	2,324.67	2,374.81		0.00	2,374.81
89000	PETTY CASH	0.00	5,000.00	5	-5,000.00	0.00
89100	BOAT EXPENSES	-799.60	0.00		0.00	0.00
	Total Expenses	841,036.99	729,278.63		628,434.45	1,357,713.08
TOTALS		0.00	0.00		-0.00	0.00
YTD NI (Loss)		337,755.74	485,111.67			1,469,980.02

ntry #	Status	Account/Code	Description	Debit	Credit
1	Posted	40500	COMMISSION INCOME	6,000.00	
		11880	RECEIVABLE - WORLDWIDE		6,000.00
			TO REVERSE RECEIVABLE FROM WORLDWIDE		
AJE 2	Posted	72000	PAYROLL TAXES		746.50
		23700	STATE TAX W/H	746.50	
		42000	SALE OF ASSETS		3,900.00
		40700	MISCELLANEOUS INCOME	3,900.00	
		15600	MACHINES		312,909.00
		20200	N/P HUGH ANDREWS	241,909.00	
		20600	N/P DREWS	71,000.00	
		15100	EQUIPMENT		42,978.24
		15600	MACHINES	42,978.24	
		64000	DEPRECIATION		304,381.25
		17000	ACCUMULATED DEPRECIATION	304,381.25	
		17000	ACCUMULATED DEPRECIATION		47,241.81
		20100	N/P TRITON		55,649.59
		42000	SALE OF ASSETS		166,411.68
		15300	BUILDINGS	153,326.64	
		15400	BUILDING IMPROVEMENTS	36,887.63	
		15800	LAND	30,000.00	
		15900	LAND IMPROVEMENTS	49,088.81	
		23950	INSURANCE WITHHOLDING		10,049.34
		67000	INSURANCE EXPENSE	10,049.34	
		69000	LICENSE EXPENSE		25.00
		72500	PENALTIES & FINES	25.00	
		20200	N/P HUGH ANDREWS		1,000.00
		20400	N/P QUENTIN BROOM		1,000.00
		11900	A/R - HERITAGE	2,000.00	
			To reverse duplicate recording of the 2002 adjusting journal entries		
AJE 3	Posted	23950	INSURANCE WITHHOLDING	1,747.85	
		67000	INSURANCE EXPENSE		1,747.85
			TO RECLASS INSURANCE W/H AGAINST INSURANCE PYMT		
AJE 4	Posted	20200	N/P HUGH ANDREWS	18,750.00	
		20400	N/P QUENTIN BROOM	28,750.00	
		39006	DISTRIBUTIONS - Q. BROOM		28,750.00
		39007	DISTRIBUTIONS - H. ANDREWS		18,750.00
			TO RECLASS LOAN REPYMTS		
AJE 5	Posted	75500	SUPPLIES	5,000.00	
		89000	PETTY CASH		5,000.00
			TO RECLASS SUPPLIES		
AJE 6	Posted	20400	N/P QUENTIN BROOM	15,000.00	
		15800	LAND		15,000.00
			TO RECLASS LOAN REPYMT TO QUENTIN		
AJE 7	Posted	63100	CONTRACT LABOR	30,000.00	
		70000	MISCELLANEOUS EXPENSE		30,000.00
			TO RECLASS CONTRACT LABOR		
AJE 8	Posted	75500	SUPPLIES	3,559.46	
		15100	EQUIPMENT		3,559.46
			TO RECLASS SUPPLIES		
9	Posted	75500	SUPPLIES	513,679.12	
		15000	FURNITURE & FIXTURES		11,179.81
		15100	EQUIPMENT		77,192.02
		15600	MACHINES		387,807.29
		16300	SOFTWARE		37,500.00
			TO RECLASS EQUIPMENT		

Entry #	Status	Account/Code	Description	Debit	Credit
10	Posted	74500	REPAIRS & MAINTENANCE	7,137.50	
		15700	SIGNS		7,137.50
			TO RECLASS REPAIRS & MAINTENANCE		
AJE 11	Posted	42000	SALE OF ASSETS	195,260.13	
		64000	DEPRECIATION	400,884.63	
		15000	FURNITURE & FIXTURES		3,945.07
		15400	BUILDING IMPROVEMENTS		221,049.46
		17000	ACCUMULATED DEPRECIATION		371,150.23
			TO RECORD DEPRECIATION & ASSET DISPOSITIONS		
AJE 12	Posted	20600	N/P DREWS	559,839.11	
		20650	N/P - DREWS (TRINOT)	1,088,312.14	
		49000	FORGIVENESS OF DEBT		1,648,151.25
			TO WRITE DREWS NOTES PAYABLE AS FORGIVENESS OF DEBT TO AGREE WITH DREWS		
TOTALS				3,820,212.35	3,820,212.35

Iri Star Communications, Inc.

AJEs

12/31/03

	Initials	Date
Prepared By		
Approved By		

© WILSON JONES G7504 ColumnWrite ®

		Acct #	Dr.	Cr.
	① To reverse receivable.	40500	6,000 00	
		11880		6,000 00
	② See attached -			
	③ To reclass unr W/H against unr. payrl	23950	1,747 85	
		67000		1,747 85
✓	④ To reclass loan repayments	20200	18,750 00	
		20400	28,750 00	
		39006		28,750 00
		39007		18,750 00
	⑤ To reclass supplies	75500	5,000 00	
		89000		5,000 00
✓	⑥ To reclass loan repymt to OB - Jr	20400	15,000 00	
		15800		15,000 00
✓	⑦ To reclass casual labor	63100	30,000 00	
		70000		30,000 00
	⑧ To reclass supplies	75500	3,559 46	
		15100		3,559 46
	⑨ To reclass R&M's	75500	513,679 12	
		15000		11,179 81
		15100		77,192 02
		15600		387,807 29
		16300		37,500 00

IV - 2.1

TRISTAR COMMUNICATIONS, INC.

General Journal

For the Period From Jan 1, 2003 to Jan 1, 2003

Filter Criteria includes: Report order is by Date. Report is printed with Accounts having Zero Amounts and with Truncated Transaction Descriptions and in Detail Format.

Date	Account ID	Reference	Trans Description	Debit Amt	Credit Amt
1/1/03	40700				~~21,000.00~~
	11950			~~21,000.00~~	
1/1/03	40700	adjusting entries		~~21,000.00~~	
	11950				~~21,000.00~~
	72000			746.50	
	23700				746.50
	42000			3,900.00	
	40700				3,900.00
	15600			312,909.00	
	20200				241,909.00
	20600				71,000.00
	15100			42,978.24	
	15600				42,978.24
	64000			304,381.25	
	17000				304,381.25
	17000			47,241.81	
	20100			55,649.59	
	42000			166,411.68	
	15300				153,326.64
	15400				36,887.63
	15800				30,000.00
	15900				49,088.81
	23950			10,049.34	
	67000				10,049.34
	69000			25.00	
	72500				25.00
	20200			1,000.00	
	20400			1,000.00	
	11900				2,000.00
		Total		988,292.41	988,292.41

Client recorded my 2002 adjusting entries twice. Once on 12/31/02, which got peachtree in balance w/ my 4/E ! then again on 1/1/03. cl will reverse that entry.

Tri Star Communications

AJE's

12/31/03

	Initials	Date
Prepared By		
Approved By		

© WILSON JONES G7504 ColumnWrite ®

		1	2	3	4
			Acct #	Dr.	Cr
1	(10)				
2	To reclass repairs		74500	7,137 50	
3			15700		7,137 50
4					
5	(11)				
6	To record depreciation &		64000	400,884 63	
7	disposition of assets		17000		371,150 23
8			15400		221,647 96
9			42000	195,260 13	
10			15000		3,945 07

W/P 2.3

Account	Description	Adjusted 12/31/2002	Unadjusted 12/31/2003	
10000	CASH - NATIONSBANK	6,702.23	0.00	closed out
10050	CASH - ARTHUR STATE	13,997.84	28,914.00	agrees w/ bank reconciliation
11200	RECEIVABLE -ABCO OF NC	219,374.75	249,144.75	agrees w/ ABCO NC
11400	RECEIVABLE-ABCO HOLDINGS	184,087.81	200,077.41	agrees w/ ABCO Holdings
11880	RECEIVABLE - WORLDWIDE	6,000.00	6,000.00	agree
11900	A/R - HERITAGE	0.00	-2,000.00	agree
11950	A/R - DREWS	0.00	0.00	
	Total Current Assets	430,162.63	482,136.16	
15000	FURNITURE & FIXTURES	90,560.77	101,740.58	
15100	EQUIPMENT	247,973.41	371,703.13	agree
15200	VEHICLES	27,394.00	27,394.00	
15300	BUILDINGS	0.00	-153,326.64	agree
15400	BUILDING IMPROVEMENTS	221,049.46	184,161.83	agree
15600	MACHINES	1,208,828.24	1,866,566.29	agree
15700	SIGNS	0.00	7,137.50	agree
15800	LAND	0.00	-15,000.00	agree
15900	LAND IMPROVEMENTS	0.00	-49,088.81	agree
16300	SOFTWARE	236,425.00	273,925.00	agree
17000	ACCUMULATED DEPRECIATION	-830,750.78	-1,087,890.22	agree
	Total Non-current Assets	1,201,480.10	1,527,322.66	
	Total Assets	1,631,642.73	2,009,458.82	
20750	N/P - MR. BROOM	-15,000.00	0.00	
23700	STATE TAX W/H	0.00	-746.50	agree
23950	INSURANCE WITHHOLDING	0.00	8,301.49	agree
	Total Current Liabilities	-15,000.00	7,554.99	
20100	N/P TRITON	0.00	55,649.59	agree
20200	N/P HUGH ANDREWS	-1,112,415.88	-1,194,574.88	agree
20300	N/P BEST GAMES	-401,650.00	-401,650.00	agrees w/ Best Games
20400	N/P QUENTIN BROOM	-181,651.05	-46,901.05	agree
20500	N/P JACKPOT AMUSEMENTS	-45,000.00	-45,000.00	agrees w/ Jackpot
20600	N/P DREWS	-559,839.11	-630,839.11	agree
20650	N/P - DREWS (TRINOT)	-1,088,312.14	-1,088,312.14	
	Total Non-current Liabilities	-3,388,868.18	-3,351,627.59	
	Total Liabilities	-3,403,868.18	-3,344,072.60	
39003	COMMON STOCK	-2,000.00	-2,000.00	
39004	RETAINED EARNINGS - 'C' CORP	-39,934.05	-39,934.05	
39005	RETAINED EARNINGS - AAA	2,151,915.24	1,814,159.50	
39006	DISTRIBUTIONS - Q. BROOM	0.00	28,750.00	agree

Account	Description	Adjusted 12/31/2002	Unadjusted 12/31/2003	
3007	DISTRIBUTIONS - H. ANDREWS	0.00	18,750.00	agen
	Net (Income) Loss	-337,755.74	-485,111.67	
	Total Capital/Owners' Equity	1,772,225.45	1,334,613.78	
	Total Liabilities & Capital	-1,631,642.73	-2,009,458.82	
40400	LEASE INCOME	-12,478.08	-1,800.00	
40500	COMMISSION INCOME	-1,142,929.79	-1,370,000.00	
40700	MISCELLANEOUS INCOME	-4,057.87	-12,901.98	
42000	SALE OF ASSETS	-19,326.99	170,311.68	agen
	Total Revenues	-1,178,792.73	-1,214,390.30	
60000	ADVERTISING	0.00	53.60	
61000	AUTO EXPENSE	0.00	1,145.06	
62000	BANK CHARGES	375.36	94.81	
63100	CONTRACT LABOR	27,271.78	5,521.18	
64000	DEPRECIATION	304,381.25	304,381.25	
64050	DELIVERY EXPENSE	38,195.00	13,018.42	
64700	DOMINICAN RENT	34,645.00	16,542.00	
67000	INSURANCE EXPENSE	12,408.00	14,868.95	
7100	INSURANCE - WORKERS COMP	0.00	443.75	
67200	INSURANCE - PROPERTY & BLDG	2,538.50	312.50	
67500	INTEREST EXPENSE	2,402.99	0.00	
68500	LEGAL/PROFESSIONAL SERVICES	16,475.63	38,006.10	
69000	LICENSE EXPENSE	25.00	285.00	
70000	MISCELLANEOUS EXPENSE	0.00	30,000.00	
70500	MEALS & ENTERTAINMENT	0.00	146.61	
71000	OFFICE EXPENSE	869.12	2,382.91	
72000	PAYROLL TAXES	18,245.88	16,784.42	
72100	PROPERTY TAXES	10,525.20	4,874.45	
72500	PENALTIES & FINES	0.00	183.00	
73500	POSTAGE/FREIGHT	2,295.83	5,118.83	
74500	REPAIRS & MAINTENANCE	0.00	750.00	
75000	SECURITY	119.80	279.70	
75500	SUPPLIES	29,188.45	14,414.20	
75600	STORAGE - GA	28,750.00	16,500.00	
76000	TELEPHONE	2,759.26	6,233.63	
76500	TRAVEL	76,759.90	59,228.29	
77000	UTILITIES	5,754.97	3,510.16	
7500	SALARIES & WAGES	225,525.00	166,825.00	
80000	VEHICLE INSURANCE	2,324.67	2,374.81	
89000	PETTY CASH	0.00	5,000.00	
89100	BOAT EXPENSES	-799.60	0.00	

Account	Description	Adjusted 12/31/2002	Unadjusted 12/31/2003
	Total Expenses	841,036.99	729,278.63
TOTALS		0.00	0.00
YTD NI (Loss)		337,755.74	485,111.67

Tristar Communication

12/31/03

V 1. Fixed Assets

- Review acct analysis, get asset description
- Review depreciation schedule for dispositions

V 2. Review N/P. Quentin, Sr. | Ok. -0- Balance

V 3. Review Shareholder loans

V 4. Miscellaneous expense? $30,000 | Contract Labor

V 5. Write off bldg improvements | No

V. 6. Quentin owns 50% of stock.

TRISTAR COMMUNICATIONS, INC.
Account Reconciliation
As of Dec 31, 2003
10050 - Cash-Arthur State
Bank Statement Date: December 31, 2003

Filter Criteria includes: Report is printed in Detail Format.

Beginning GL Balance				95,468.38
Add: Cash Receipts				108,583.77
Less: Cash Disbursements				(161,438.25)
Add (Less) Other				(13,699.90)
Ending GL Balance				28,914.00
Ending Bank Balance				99,471.83
Add back deposits in transit				
Total deposits in transit				
(Less) outstanding checks				
	Dec 28, 2003	4409	(16,025.00)	
	Dec 28, 2003	4410	(227.14)	
	Dec 28, 2003	4411	(27,208.88)	
	Dec 28, 2003	4412	(4,734.84)	
	Dec 28, 2003	4413	(1,842.47)	
	Dec 28, 2003	4414	(372.26)	
	Dec 28, 2003	4415	(18.64)	
	Dec 28, 2003	4416	(50.07)	
	Dec 28, 2003	4417	(78.53)	
	Dec 28, 2003	4418	(10,000.00)	
	Dec 28, 2003	4419	(10,000.00)	
Total outstanding checks				(70,557.83)
Add (Less) Other				
Total other				
Unreconciled difference				0.00
Ending GL Balance				28,914.00

TIO

Asset Summary Report - Sorted by - ASSET A/C#

Company: TRI-STAR COMMUNICATIONS, INC
Method: 1 - FEDERAL Std Conv Applied
Range: 18010 - 18099

Date: 12/31/03
File: C:\AKDATA\658750

Page: 1
Date: 07/12/04
Time: 15:47:11

ASSET A/C#	Account Name		Beg. Bal.	Beg Assets	Additions	Disposals	Ending Balance	
18010 - FURNITURE & FIXTURES								
Totals for: ASSET A/C#: 18010		Cost	90,560.77	-	0.00	3,945.07	86,615.70	T/B
		Accum. Depr.	43,135.73	-	15,176.24	2,466.28	55,845.69	
		Curr. Depr.	-	14,929.78	0.00	246.46	15,176.24	
		Number	15	-	0	2	13	
18020 - VEHICLES								
Totals for: ASSET A/C#: 18020		Cost	27,394.00	-	0.00	0.00	27,394.00	T/B
		Accum. Depr.	17,804.31	-	3,996.47	0.00	21,800.78	
		Curr. Depr.	-	3,996.47	0.00	0.00	3,996.47	
		Number	3	-	0	0	3	
18040 - BUILDING IMPROVEMENTS								
Totals for: ASSET A/C#: 18040		Cost	221,049.46	-	0.00	221,049.46	0.00	T/B
		Accum. Depr.	21,289.56	-	5,978.56	27,268.12	0.00	
		Curr. Depr.	-	0.00	0.00	5,978.56	5,978.56	
		Number	7	-	0	7	0	
18050 - MACHINES								
Totals for: ASSET A/C#: 18050		Cost	1,208,828.24	-	0.00	0.00	1,208,828.24	T/B
		Accum. Depr.	488,587.34	-	287,676.53	0.00	776,263.87	
		Curr. Depr.	-	287,676.53	0.00	0.00	287,676.53	
		Number	26	-	0	0	26	
18060 - EQUIPMENT								
for: ASSET A/C#: 18060		Cost	247,973.41	-	0.00	0.00	247,973.41	T/B
		Accum. Depr.	158,136.34	-	34,205.83	0.00	192,342.17	
		Curr. Depr.	-	34,205.83	0.00	0.00	34,205.83	
		Number	29	-	0	0	29	
18099 - SOFTWARE								
Totals for: ASSET A/C#: 18099		Cost	236,425.00	-	0.00	0.00	236,425.00	T/B
		Accum. Depr.	101,797.50	-	53,851.00	0.00	155,648.50	
		Curr. Depr.	-	53,851.00	0.00	0.00	53,851.00	
		Number	10	-	0	0	10	
Grand Totals:		Cost	2,032,230.88	-	0.00	224,994.53	1,807,236.35	
		Accum. Depr.	830,750.78	-	400,884.63	29,734.40	1,201,901.01	T/B
		Curr. Depr.	-	394,659.61	0.00	6,225.02	400,884.63	T/B
		Number	90	-	0	9	81	

Additional Summary Statistics for Assets:

	Cost	Current Year Section 179	Depreciable Basis	Beginning Accum. Depr.	Current Depreciation	Ending Accum. Depr.	Net Book Value
Grand Totals for all assets	2,032,230.88	0.00	2,032,230.88	830,750.78	400,884.63	1,231,635.41	800,595.47
Less: Inactive Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposed Assets	224,994.53	0.00	224,994.53	23,509.38	6,225.02	29,734.40	195,260.13
Traded Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Totals (Active Assets)	1,807,236.35	0.00	1,807,236.35	807,241.40	394,659.61	1,201,901.01	605,335.34

Asset Depreciation Short Report - Sorted by - ASSET A/C#

Page: 1

Company: TRI-STAR COMMUNICATIONS, INC | Year End: 12/31/03 | Date: 07/12/04

Method: 1 - FEDERAL Std Conv Applied | File: C:\AKDATA\658750 | Time: 15:51:41

Range: 18010 - FURNITURE & FIXTURES - 18099 - SOFTWARE | Include: All assets

Date Acq		Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
ASSET A/C#: 18010 - FURNITURE & FIXTURES									
02/28/99		43 BAR STOOLS	M*200/ 5.00	6,966.00	0.00	6,966.00	5,762.27	802.49	6,564.76
03/31/99		43 BAR STOOLS	M*200/ 5.00	7,314.30	0.00	7,314.30	6,050.39	842.61	6,893.00
05/30/99		36 BAR STOOLS	M*200/ 5.00	6,123.60	0.00	6,123.60	5,065.44	705.44	5,770.88
06/30/99		47 BAR STOOLS	M*200/ 5.00	8,044.05	0.00	8,044.05	6,654.04	926.67	7,580.71
05/19/00	D	JEWLRY SHOWCASE (NC BLDG)	MA200/ 7.00	1,400.00	0.00	1,400.00	787.76	87.46	875.22
06/20/00	D	CHAIRS & LIGHTING FIXTURES (NC BLDG	MA200/ 7.00	2,545.07	0.00	2,545.07	1,432.06	159.00	1,591.06
05/10/01		19 BAR SHOOLS - BEST GAMES	MA200/ 7.00	1,900.00	0.00	1,900.00	736.74	332.36	1,069.10
05/16/01		FURNITURE - DR	MA200/ 7.00	32,187.65	0.00	32,187.65	12,480.93	5,630.49	18,111.42
01/24/02		MQ FURNITURE / FIXTURES - BALLENTINE E	MA200/ 7.00	1,600.10	0.00	1,600.10	400.03	342.88	742.91
03/12/02		MQ CHAIRS / STOOLS	MA200/ 7.00	1,950.00	0.00	1,950.00	487.50	417.86	905.36
03/19/02		MQ 100 BAR STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	1,375.00	1,178.57	2,553.57
05/21/02		MQ 100 STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	982.14	1,290.82	2,272.96
09/05/02		MQ 100 STOOLS	MA200/ 7.00	5,500.00	0.00	5,500.00	589.29	1,403.06	1,992.35
09/23/02		MQ 50 STOOLS	MA200/ 7.00	2,635.00	0.00	2,635.00	282.32	672.19	954.51
11/27/02		MQ 26 BAR STOOLS	MA200/ 7.00	1,395.00	0.00	1,395.00	49.82	384.34	434.16
Grand totals: 18010 - FURNITURE & FIXTURES (15 assets)				90,560.77	0.00	90,560.77	43,135.73	15,176.24	58,311.97
Less: 2 Disposed assets (Current Depreciation: $246.46)				3,945.07	0.00	3,945.07	2,219.82		2,466.28
Net totals: 18010 - FURNITURE & FIXTURES (13 assets)				86,615.70	0.00	86,615.70	40,915.91	15,176.24	55,845.69
ASSET A/C#: 18020 - VEHICLES									
11/15/98		MQ 1997 FORD TRUCK	M*200/ 5.00	15,329.00	0.00	15,329.00	12,266.45	1,775.00	14,041.45
02/08/01		SERVICE TRAILER	MA200/ 7.00	5,565.00	0.00	5,565.00	2,157.86	973.47	3,131.33
03/15/01		CROWN VICTORIA	MA200/ 5.00	6,500.00	0.00	6,500.00	3,380.00	1,248.00	4,628.00
Grand totals: 18020 - VEHICLES (3 assets)				27,394.00	0.00	27,394.00	17,804.31	3,996.47	21,800.78
T A/C#: 18040 - BUILDING IMPROVEMENTS									
05/08/00	D	CARPET/ TILE - NC BLDG	MACRS/39.00	12,839.76	0.00	12,839.76	864.21	315.51	1,179.72
05/19/00	D	HEATING & A/C - NC BLDG	MACRS/39.00	34,000.00	0.00	34,000.00	2,288.45	835.47	3,123.92
06/26/00	D	RENOVATIONS - NC BLDG	MACRS/39.00	87,887.32	0.00	87,887.32	5,727.70	2,159.62	7,887.32
07/06/00	D	FIXTURES - NC BLDG	MACRS/39.00	4,640.41	0.00	4,640.41	292.49	114.03	406.52
07/10/00	D	PAVING - NC BLDG	MA150/15.00	15,200.00	0.00	15,200.00	3,503.60	584.82	4,088.42
07/20/00	D	RENOVATIONS - NC BLDG	MACRS/39.00	57,630.77	0.00	57,630.77	3,632.70	1,416.14	5,048.84
09/22/00	D	SECURITY SYSTEM - NC BLDG	MA200/ 7.00	8,851.20	0.00	8,851.20	4,980.41	552.97	5,533.38
Grand totals: 18040 - BUILDING IMPROVEMENTS (7 assets)				221,049.46	0.00	221,049.46	21,289.56	5,978.56	27,268.12
Less: 7 Disposed assets (Current Depreciation: $5978.56)				221,049.46	0.00	221,049.46	21,289.56		27,268.12
Net totals: 18040 - BUILDING IMPROVEMENTS (0 assets)				0.00	0.00	0.00	0.00	5,978.56	0.00
ASSET A/C#: 18050 - MACHINES									
02/03/97		MQ POT O GOLD-2001590197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2000110297	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2008910197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2009030197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2008930197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2008960197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2000160297	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2001600197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2009390197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2000680197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2008870197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2000670197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2009100197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2009040197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
02/03/97		MQ POT O GOLD-2009370197	M*200/ 5.00	7,450.00	0.00	7,450.00	7,450.00	0.00	7,450.00
[illegible]/00		5 ROUND TOPS FOR TOUCH GOLD	MA200/ 5.00	1,575.00	0.00	1,575.00	1,121.40	181.44	1,302.84
[illegible]/00		189 POT O GOLD - DREWS	MA200/ 5.00	396,900.00	0.00	396,900.00	282,592.80	45,722.88	328,315.68
12/01/00		130 BASES FOR POT O GOLD	MA200/ 5.00	27,300.00	0.00	27,300.00	19,437.60	3,144.96	22,582.56
03/13/01		5 POT O GOLD - JOHN ELUM	MA200/ 7.00	6,000.00	0.00	6,000.00	2,326.53	1,049.56	3,376.09

Date Acq	Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
ASSET A/C#: 18050 - MACHINES								
06/26/02	MQ12 POT O GOLD - STEVE COURTNEY	MA200/ 5.00	12,000.00	0.00	12,000.00	3,000.00	3,600.00	6,600.00
06/30/02	MQEXPRESS VIDEO - REFURBISH MACHINES	MA200/ 5.00	92,144.24	0.00	92,144.24	23,036.06	27,643.27	50,679.33
07/29/02	MQ61 POT O GOLD	MA200/ 5.00	88,450.00	0.00	88,450.00	13,267.50	30,073.00	43,340.50
09/15/02	MQ79 POT O GOLD - Q.BROOM SR	MA200/ 5.00	84,200.00	0.00	84,200.00	12,630.00	28,628.00	41,258.00
11/07/02	MQ71 POT O GOLD - DREWS DISTRIBUTING	MA200/ 5.00	71,000.00	0.00	71,000.00	3,550.00	26,980.00	30,530.00
11/07/02	MQ190 POT O GOLD - H.ANDREWS	MA200/ 5.00	241,909.00	0.00	241,909.00	12,095.45	91,925.42	104,020.87
11/21/02	MQEXPRESS VIDEO - REFURBISH MACHINES	MA200/ 5.00	75,600.00	0.00	75,600.00	3,780.00	28,728.00	32,508.00
Grand totals: 18050 - MACHINES (26 assets)			1,208,828.24	0.00	1,208,828.24	488,587.34	287,676.53	776,263.87
ASSET A/C#: 18060 - EQUIPMENT								
02/03/97	MQ93-5S FIVE PLAYER STRAIGHT	M*200/ 5.00	3,675.00	0.00	3,675.00	3,675.00	0.00	3,675.00
02/03/97	MQEXTENSIONS 19" TOPS	M*200/ 5.00	4,091.00	0.00	4,091.00	4,091.00	0.00	4,091.00
02/17/97	MQMACHINE STOOLS	M*200/ 5.00	1,155.00	0.00	1,155.00	1,155.00	0.00	1,155.00
02/20/97	MQCHAIRS	M*200/ 5.00	563.00	0.00	563.00	563.00	0.00	563.00
02/20/97	MQCHAIRS	M*200/ 5.00	521.00	0.00	521.00	521.00	0.00	521.00
07/09/97	MQSTOOLS / CHAIRS	M*200/ 5.00	2,687.00	0.00	2,687.00	2,687.00	0.00	2,687.00
10/19/97	MQSTOOLS / CHAIRS	M*200/ 5.00	945.00	0.00	945.00	945.00	0.00	945.00
12/08/97	MQSTOOLS / CHAIRS	M*200/ 5.00	3,041.00	0.00	3,041.00	3,041.00	0.00	3,041.00
05/07/98	MQ10 ROUND TOPS	M*200/ 5.00	2,500.00	0.00	2,500.00	2,393.42	106.58	2,500.00
05/07/98	MQ3 PLAYER STRAIGHT	M*200/ 5.00	3,500.00	0.00	3,500.00	3,350.79	149.21	3,500.00
05/07/98	MQBLACKJACK-5040041AC7A1-6	M*200/ 5.00	40,000.00	0.00	40,000.00	38,294.74	1,705.26	40,000.00
05/22/98	MQ8 EXTENSIONS	M*200/ 5.00	800.00	0.00	800.00	765.90	34.10	800.00
06/15/98	MQ60 BAR STOOLS	M*200/ 5.00	4,290.00	0.00	4,290.00	4,107.11	182.89	4,290.00
12/16/98	MQ60 ROUND TOPS	M*200/ 5.00	23,000.00	0.00	23,000.00	20,797.52	2,202.48	23,000.00
12/30/98	MQ86 BAR STOOLS	M*200/ 5.00	13,932.00	0.00	13,932.00	12,597.87	1,334.13	13,932.00
12/30/98	MQ5 ROUND TOPS	M*200/ 5.00	2,500.00	0.00	2,500.00	2,260.60	239.40	2,500.00
12/31/98	MQ44 EXTENSIONS	M*200/ 5.00	4,400.00	0.00	4,400.00	3,978.66	421.34	4,400.00
[illegible]/99	MONEY COUNTER	M*200/ 5.00	2,027.65	0.00	2,027.65	1,677.27	233.59	1,910.86
[illegible]99	MONEY COUNTER	M*200/ 5.00	2,913.75	0.00	2,913.75	2,410.25	335.67	2,745.92
04/01/99	MONEY COUNTER	M*200/ 5.00	2,913.75	0.00	2,913.75	2,410.25	335.67	2,745.92
05/26/99	SAFE	MA200/ 7.00	2,016.00	0.00	2,016.00	1,386.26	179.93	1,566.19
02/09/01	36 HOPPERS - EXPRESS VIDEO	MA200/ 7.00	10,653.00	0.00	10,653.00	4,130.76	1,863.50	5,994.26
04/17/01	125 COIN MECHANISMS	MA200/ 7.00	23,708.20	0.00	23,708.20	9,192.98	4,147.21	13,340.19
04/18/01	6 CPU BOARDS	MA200/ 7.00	4,200.00	0.00	4,200.00	1,628.57	734.69	2,363.26
04/18/01	5 COIN COUNTERS	MA200/ 7.00	3,387.35	0.00	3,387.35	1,313.46	592.54	1,906.00
05/31/01	200 COIN MECHANISMS	MA200/ 7.00	37,925.40	0.00	37,925.40	14,705.76	6,634.18	21,339.94
06/21/01	HOPPERS	MA200/ 7.00	3,650.07	0.00	3,650.07	1,415.33	638.50	2,053.83
03/19/02	MQCOIN MECHANISMS	MA200/ 5.00	18,962.70	0.00	18,962.70	6,636.95	4,930.30	11,567.25
04/19/02	MQCOIN MECHANISMS	MA200/ 5.00	24,015.54	0.00	24,015.54	6,003.89	7,204.66	13,208.55
Grand totals: 18060 - EQUIPMENT (29 assets)			247,973.41	0.00	247,973.41	158,136.34	34,205.83	192,342.17
ASSET A/C#: 18099 - SOFTWARE								
03/14/01	250 SPANISH SOFTWARE	MA200/ 5.00	107,625.00	0.00	107,625.00	55,965.00	20,664.00	76,629.00
07/24/01	SOFTWARE - JOHN ELUM	MA200/ 5.00	10,000.00	0.00	10,000.00	5,200.00	1,920.00	7,120.00
09/29/01	SOFTWARE - ANDREW BENTON	MA200/ 5.00	25,000.00	0.00	25,000.00	13,000.00	4,800.00	17,800.00
11/01/01	SOFTWARE - ANDREW BENTON	MA200/ 5.00	25,000.00	0.00	25,000.00	13,000.00	4,800.00	17,800.00
02/26/02	MQSOFTWARE - ANDREW BENTON	MA200/ 5.00	15,625.00	0.00	15,625.00	5,468.75	4,062.50	9,531.25
03/26/02	MQSOFTWARE - ANDREW BENTON	MA200/ 5.00	8,125.00	0.00	8,125.00	2,843.75	2,112.50	4,956.25
04/22/02	MQSOFTWARE - ANDREW BENTON	MA200/ 5.00	8,125.00	0.00	8,125.00	2,031.25	2,437.50	4,468.75
08/05/02	MQSOFTWARE - ANDREW BENTON	MA200/ 5.00	13,175.00	0.00	13,175.00	1,976.25	4,479.50	6,455.75
09/24/02	MQSOFTWARE - ANDREW BENTON-90 SETS	MA200/ 5.00	11,250.00	0.00	11,250.00	1,687.50	3,825.00	5,512.50
11/18/02	MQSOFTWARE - ANDREW BENTON-100 SETS	MA200/ 5.00	12,500.00	0.00	12,500.00	625.00	4,750.00	5,375.00
Grand totals: 18099 - SOFTWARE (10 assets)			236,425.00	0.00	236,425.00	101,797.50	53,851.00	155,648.50

Company: TRI-STAR COMMUNICATIONS, INC Year End: 12/31/03 Method: 1 - FEDERAL Date: 07/12/04

Date Acq	Description	Meth/Life	Cost	Sec. 179	Depr Basis	Includes Section 179 Beg A/Depr	Curr Depr	End A/Depr
	Grand totals for all accounts: (90 assets)		2,032,230.88	0.00	2,032,230.88	830,750.78	400,884.63	1,231,635.41
	Less: 9 Disposed assets (Current Depreciation: $6225.02)		224,994.53	0.00	224,994.53	23,509.38		29,734.40
	Net totals for all accounts: (81 assets)		1,807,236.35	0.00	1,807,236.35	807,241.40	400,884.63	1,201,901.01

Codes that may appear next to the date acquired include: A - Addition, D - Disposal, T - Traded, MQ - Mid Quarter Applied

Additional Summary Statistics for Assets:

	Cost	Current Year Section 179	Prior Year Section 179	Depreciable Basis	Beginning Accum. Depr.	Current Depreciation	Ending Accum. Depr.	Net Book Value
Grand Totals for all assets	2,032,230.88	0.00	0.00	2,032,230.88	830,750.78	400,884.63	1,231,635.41	800,595.47
Less: Inactive Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposed Assets	224,994.53	0.00	0.00	224,994.53	23,509.38	6,225.02	29,734.40	195,260.13
Traded Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Totals (Active Assets)	1,807,236.35	0.00	0.00	1,807,236.35	807,241.40	394,659.61	1,201,901.01	605,335.34

Total Additional First Year Depreciation Taken at 30% Rate: *0.00*

Total Additional First Year Depreciation Taken at 50% Rate: *0.00*

Total Additional First Year Depreciation Taken at Both Rates: *0.00*

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

See Separate Instructions. Attach this form to your return.

OMB No. 1545-0172

2003

Attachments Sequence No. **67**

Name(s) shown on return: **TRI-STAR COMMUNICATIONS, INC**

Business or activity to which this form relates

Identifying number

Part I Election to Expense Certain Tangible 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	100,000
2	Total cost of section 179 property placed in service (see page 2 of the instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	400,000
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 2 of the instructions	5	100,000

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

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 2002 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	100,000
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 2004. 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 property (other than listed property) placed in service during the tax year (see page 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 4 of the instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2003	17	399,110
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 ☐		

Section B - Assets Placed in Service During 2003 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			3 yrs.	HY		
b	5-year property			5 yrs.	HY		
c	7-year property			7 yrs.	HY		
d	10-year property			10 yrs.	HY		
e	15-year property			15 yrs.	HY		
f	20-year property			20 yrs.	HY		
g	25-year property			25 yrs.	HY	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	
				39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2002 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 6 of the instructions.)

21	Listed Property. Enter amount from line 28	21	1,775
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line21. Enter here and on the appropriate lines of your return. Partnerships and S Corporations - see instructions	22	400,885
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	

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Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See page 8 of the instructions for limits for passenger automobiles.* **)**

24a Do you have evidence to support the business/investment use claimed? Yes [X] No — 24b If "Yes," is the evidence written? Yes [X] No

(a) Type of property (list vehicles first)	(b) Date place in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/ investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation Deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 7 of the instructions)					25			
26 Property use more than 50% in a qualified business use (See page 7 of the instructions.):								
1997 FORD TR	11/15/98	100 %	15,329	15,329	5 yrs	200DB	1,775	
		%						
		%						
27 Property use 50% or less in a qualified business use (See page 7 of the instructions.):								
		%				S/L-		
		%				S/L-		
		%				S/L-		
28 Add amounts in column (h), lines 25 through 27. Enter the total here and on line 21, page 1					28		1,775	
29 Add amounts in column (i), line 26. Enter the total here and on line 7, page 1					29			

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total bus./investment miles driven during the yr. (DO NOT include commuting miles) . . .												
31 Total commuting miles driven during the year												
32 Total other personal (non-commuting miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person? . . .												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons. (See page 8 of the instructions.)

		Yes	No
37	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39	Do you treat all use of vehicles by employees as personal use?		
40	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41	Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2003 tax year (See page 9 of the instructions):					
43 Amortization of costs that began before 2003				43	
44 Total. Add amounts in column (f). See page 9 of instructions for where to report				44	

Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/03

File: C:\AKDATA\658750

Date: 07/12/04

Time: 15:52:15

Method [1-FEDERAL] AMT Method [2-ALT MIN TAX]

Asset A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
18010	02/28/99	43 BAR STOOLS	M*150	9.0000	6,966.00	802.49	671.87	130.62	
18010	03/31/99	43 BAR STOOLS	M*150	9.0000	7,314.30	842.61	705.47	137.14	
18010	05/30/99	36 BAR STOOLS	M*150	9.0000	6,123.60	705.44	590.62	114.82	
18010	06/30/99	47 BAR STOOLS	M*150	9.0000	8,044.05	926.67	775.85	150.82	
18010	05/19/00	JEWLRY SHOWCASE (NC BLDG)	MA150	10.0000	1,400.00	87.46	70.17	17.29	
18010	06/20/00	CHAIRS & LIGHTING FIXTURES (NC BLDG)	MA150	10.0000	2,545.07	159.00	127.57	31.43	
18010	05/10/01	19 BAR SHOOLS - BEST GAMES	MA150	7.0000	1,900.00	332.36	285.62	46.74	
18010	05/16/01	FURNITURE - DR	MA150	7.0000	32,187.65	5,630.49	4,838.70	791.79	
18010	01/24/02	FURNITURE / FIXTURES - BALLENTINE	MA150	7.0000	1,600.10	342.88	278.59	64.29	
18010	03/12/02	CHAIRS / STOOLS	MA150	7.0000	1,950.00	417.86	339.51	78.35	
18010	03/19/02	100 BAR STOOLS	MA150	7.0000	5,500.00	1,178.57	957.59	220.98	
18010	05/21/02	100 STOOLS	MA150	7.0000	5,500.00	1,290.82	1,020.73	270.09	
18010	09/05/02	100 STOOLS	MA150	7.0000	5,500.00	1,403.06	1,083.87	319.19	
18010	09/23/02	50 STOOLS	MA150	7.0000	2,635.00	672.19	519.27	152.92	
18010	11/27/02	26 BAR STOOLS	MA150	7.0000	1,395.00	384.34	290.92	93.42	
18020	11/15/98	1997 FORD TRUCK	M*150	5.0000	15,329.00	1,775.00	1,775.00	0.00	
18020	02/08/01	SERVICE TRAILER	MA150	7.0000	5,565.00	973.47	836.58	136.89	
18020	03/15/01	CROWN VICTORIA	MA150	5.0000	6,500.00	1,248.00	1,160.25	87.75	
18040	05/08/00	CARPET/ TILE - NC BLDG	MACR	39.0000	12,839.76	315.51	315.51	0.00	
18040	05/19/00	HEATING & A/C - NC BLDG	MACR	39.0000	34,000.00	835.47	835.47	0.00	
18040	06/26/00	RENOVATIONS - NC BLDG	MACR	39.0000	87,887.32	2,159.62	2,159.62	0.00	
18040	07/06/00	FIXTURES - NC BLDG	MACR	39.0000	4,640.41	114.03	114.03	0.00	
18040	07/10/00	PAVING - NC BLDG	MA150	20.0000	15,200.00	584.82	469.42	115.40	
18040	07/20/00	RENOVATIONS - NC BLDG	MACR	39.0000	57,630.77	1,416.14	1,416.14	0.00	
18040	09/22/00	SECURITY SYSTEM - NC BLDG	MA150	10.0000	8,851.20	552.97	443.65	109.32	
18050	02/03/97	POT O GOLD-2001590197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2000110297	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2008910197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2009030197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2008930197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2008960197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2000160297	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2001600197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2009390197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2000680197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2008870197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2000670197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2009100197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2009040197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	02/03/97	POT O GOLD-2009370197	M*150	9.0000	7,450.00	0.00	657.18	-657.18	
18050	08/31/00	5 ROUND TOPS FOR TOUCH GOLD	MA150	9.0000	1,575.00	181.44	167.10	14.34	
18050	09/30/00	189 POT O GOLD - DREWS	MA150	9.0000	396,900.00	45,722.88	42,109.38	3,613.50	
18050	12/01/00	130 BASES FOR POT O GOLD	MA150	9.0000	27,300.00	3,144.96	2,896.41	248.55	
18050	03/13/01	5 POT O GOLD - JOHN ELUM	MA150	7.0000	6,000.00	1,049.56	901.97	147.59	
18050	06/26/02	12 POT O GOLD - STEVE COURTNEY	MA150	5.0000	12,000.00	3,600.00	2,925.00	675.00	
18050	06/30/02	EXPRESS VIDEO - REFURBISH MACHINES	MA150	5.0000	92,144.24	27,643.27	22,460.16	5,183.11	
18050	07/29/02	61 POT O GOLD	MA150	5.0000	88,450.00	30,073.00	23,549.81	6,523.19	
18050	09/15/02	79 POT O GOLD - Q.BROOM SR	MA150	5.0000	84,200.00	28,628.00	22,418.25	6,209.75	
18050	11/07/02	71 POT O GOLD - DREWS DISTRIBUTING	MA150	5.0000	71,000.00	26,980.00	20,501.25	6,478.75	

Tax Preference Report - Pre-87 and Post-86 Preferences

Company: TRI-STAR COMMUNICATIONS, INC Year End: 12/31/03

A/C#	Date Acq	Description	Alt Min Tax Method	Life	AMT Cost	TAX Depr.	AMT Depr.	Preference Amounts POST 1986	PRE 1987
[illegible]	11/07/02	190 POT O GOLD - H.ANDREWS	MA150	5.0000	241,909.00	91,925.42	69,851.22	22,074.20	
18050	11/21/02	EXPRESS VIDEO - REFURBISH MACHINES	MA150	5.0000	75,600.00	28,728.00	21,829.50	6,898.50	
18060	02/03/97	93-5S FIVE PLAYER STRAIGHT	M*150	9.0000	3,675.00	0.00	324.19	-324.19	
18060	02/03/97	EXTENSIONS 19" TOPS	M*150	9.0000	4,091.00	0.00	360.89	-360.89	
18060	02/17/97	MACHINE STOOLS	M*150	9.0000	1,155.00	0.00	101.85	-101.85	
18060	02/20/97	CHAIRS	M*150	9.0000	563.00	0.00	49.69	-49.69	
18060	02/20/97	CHAIRS	M*150	9.0000	521.00	0.00	45.96	-45.96	
18060	07/09/97	STOOLS / CHAIRS	M*150	9.0000	2,687.00	0.00	234.98	-234.98	
18060	10/19/97	STOOLS / CHAIRS	M*150	9.0000	945.00	0.00	90.13	-90.13	
18060	12/08/97	STOOLS / CHAIRS	M*150	9.0000	3,041.00	0.00	290.19	-290.19	
18060	05/07/98	10 ROUND TOPS	M*150	9.0000	2,500.00	106.58	241.13	-134.55	
18060	05/07/98	3 PLAYER STRAIGHT	M*150	9.0000	3,500.00	149.21	337.57	-188.36	
18060	05/07/98	BLACKJACK-5040041AC7A1-6	M*150	9.0000	40,000.00	1,705.26	3,858.03	-2,152.77	
18060	05/22/98	8 EXTENSIONS	M*150	9.0000	800.00	34.10	77.16	-43.06	
18060	06/15/98	60 BAR STOOLS	M*150	9.0000	4,290.00	182.89	413.77	-230.88	
18060	12/16/98	60 ROUND TOPS	M*150	9.0000	23,000.00	2,202.48	2,218.37	-15.89	
18060	12/30/98	86 BAR STOOLS	M*150	9.0000	13,932.00	1,334.13	1,343.75	-9.62	
18060	12/30/98	5 ROUND TOPS	M*150	9.0000	2,500.00	239.40	241.13	-1.73	
18060	12/31/98	44 EXTENSIONS	M*150	9.0000	4,400.00	421.34	424.38	-3.04	
18060	01/12/99	MONEY COUNTER	M*150	9.0000	2,027.65	233.59	195.57	38.02	
18060	03/31/99	MONEY COUNTER	M*150	9.0000	2,913.75	335.67	281.03	54.64	
18060	04/01/99	MONEY COUNTER	M*150	9.0000	2,913.75	335.67	281.03	54.64	
18060	05/26/99	SAFE	M*150	10.0000	2,016.00	179.93	176.19	3.74	
[illegible]	02/09/01	36 HOPPERS - EXPRESS VIDEO	MA150	7.0000	10,653.00	1,863.50	1,601.45	262.05	
[illegible]	04/17/01	125 COIN MECHANISMS	MA150	7.0000	23,708.20	4,147.21	3,564.01	583.20	
18060	04/18/01	6 CPU BOARDS	MA150	7.0000	4,200.00	734.69	631.38	103.31	
18060	04/18/01	5 COIN COUNTERS	MA150	7.0000	3,387.35	592.54	509.21	83.33	
18060	05/31/01	200 COIN MECHANISMS	MA150	7.0000	37,925.40	6,634.18	5,701.25	932.93	
18060	06/21/01	HOPPERS	MA150	7.0000	3,650.07	638.50	548.71	89.79	
18060	03/19/02	COIN MECHANISMS	MA150	5.0000	18,962.70	4,930.30	4,195.50	734.80	
18060	04/19/02	COIN MECHANISMS	MA150	5.0000	24,015.54	7,204.66	5,853.79	1,350.87	
18099	03/14/01	250 SPANISH SOFTWARE	MA150	5.0000	107,625.00	20,664.00	19,211.06	1,452.94	
18099	07/24/01	SOFTWARE - JOHN ELUM	MA150	5.0000	10,000.00	1,920.00	1,785.00	135.00	
18099	09/29/01	SOFTWARE - ANDREW BENTON	MA150	5.0000	25,000.00	4,800.00	4,462.50	337.50	
18099	11/01/01	SOFTWARE - ANDREW BENTON	MA150	5.0000	25,000.00	4,800.00	4,462.50	337.50	
18099	02/26/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	15,625.00	4,062.50	3,457.03	605.47	
18099	03/26/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	2,112.50	1,797.66	314.84	
18099	04/22/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	2,437.50	1,980.47	457.03	
18099	08/05/02	SOFTWARE - ANDREW BENTON	MA150	5.0000	8,125.00	4,479.50	2,163.28	2,316.22	
18099	09/24/02	SOFTWARE - ANDREW BENTON-90 SETS	MA150	5.0000	11,250.00	3,825.00	2,995.31	829.69	
18099	11/18/02	SOFTWARE - ANDREW BENTON-100 SETS	MA150	5.0000	12,500.00	4,750.00	3,609.38	1,140.62	
90 Post-1986 assets listed.					Post-1986 Totals	400,884.63	341,666.25	59,218.38	
0 Pre-1987 assets listed.					Pre-1987 Totals	0.00	0.00		0.00
0 No preference assets listed. Does not include Fed. AMORT assets.					No Preferecne Totals	0.00	0.00		

Tax Preference Report - Post-1986 Dispositions
Company: TRI-STAR COMMUNICATIONS, INC

Year End: 12/31/03
File: C:\AKDATA\658750

Date: 07/12/04
Time: 15:52:17

Method [1-FEDERAL] **AMT Method [2-ALT MIN TAX]**

Asset A/C#	Date Acq	Description	NBV Tax	NBV AMT	Selling Price	TAX Gain/Loss	AMT Gain/Loss	Post-1986 Pref.
18010	05/19/00	JEWLRY SHOWCASE (NC BLDG)	524.78	865.47	0.00	-524.78	-865.47	-340.69
18010	06/20/00	CHAIRS & LIGHTING FIXTURES (NC BLDG)	954.01	1,573.33	0.00	-954.01	-1,573.33	-619.32
18040	05/08/00	CARPET/ TILE - NC BLDG	11,660.04	11,660.04	0.00	-11,660.04	-11,660.04	0.00
18040	05/19/00	HEATING & A/C - NC BLDG	30,876.08	30,876.08	0.00	-30,876.08	-30,876.08	0.00
18040	06/26/00	RENOVATIONS - NC BLDG	80,000.00	80,000.00	0.00	-80,000.00	-80,000.00	0.00
18040	07/06/00	FIXTURES - NC BLDG	4,233.89	4,233.89	0.00	-4,233.89	-4,233.89	0.00
18040	07/10/00	PAVING - NC BLDG	11,111.58	12,048.37	0.00	-11,111.58	-12,048.37	-936.79
18040	07/20/00	RENOVATIONS - NC BLDG	52,581.93	52,581.93	0.00	-52,581.93	-52,581.93	0.00
18040	09/22/00	SECURITY SYSTEM - NC BLDG	3,317.82	5,471.72	0.00	-3,317.82	-5,471.72	-2,153.90
9 Post-1986 assets listed.							**Post-1986 Adjustment**	-4,050.70

Current Year Disposed Assets Report

Company: TRI-STAR COMMUNICATIONS, INC

Method: 1 - FEDERAL Std Conv Applied

Year End: 12/31/03

File: C:\AKDATA\658750

Date: 07/12/04

Time: 15:48:54

Asset A/C#	Description	Date Acq	Date Sold	Cost	Accum. Depr.	Net Book Value	Selling Price	Gain (Loss)
18010	JEWLRY SHOWCASE (NC BLDG)	05/19/00	12/31/03	1,400.00	875.22	524.78	0.00	-524.78
18010	CHAIRS & LIGHTING FIXTURES (NC BLDG)	06/20/00	12/31/03	2,545.07	1,591.06	954.01	0.00	-954.01
18040	CARPET/ TILE - NC BLDG	05/08/00	12/31/03	12,839.76	1,179.72	11,660.04	0.00	-11,660.04
18040	HEATING & A/C - NC BLDG	05/19/00	12/31/03	34,000.00	3,123.92	30,876.08	0.00	-30,876.08
18040	RENOVATIONS - NC BLDG	06/26/00	12/31/03	87,887.32	7,887.32	80,000.00	0.00	-80,000.00
18040	FIXTURES - NC BLDG	07/06/00	12/31/03	4,640.41	406.52	4,233.89	0.00	-4,233.89
18040	PAVING - NC BLDG	07/10/00	12/31/03	15,200.00	4,088.42	11,111.58	0.00	-11,111.58
18040	RENOVATIONS - NC BLDG	07/20/00	12/31/03	57,630.77	5,048.84	52,581.93	0.00	-52,581.93
18040	SECURITY SYSTEM - NC BLDG	09/22/00	12/31/03	8,851.20	5,533.38	3,317.82	0.00	-3,317.82
	* 9 Disposed assets listed.			224,994.53	29,734.40	195,260.13	0.00	-195,260.13
	* 0 Traded assets listed.			0.00	0.00	0.00		
	* 9 assets listed.			224,994.53	29,734.40	195,260.13		

* These totals include Expense of Sale!

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 15000 to 15000. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15000	1/1/03			Beginning Balance			90,560.77
Furniture and Fixtures	1/22/03	4122	CDJ	Bank of America - mis	1,074.81	misc furniture	
				Current Period Change	1,074.81		1,074.81
	2/1/03			Beginning Balance			91,635.58
	2/18/03	4004	CDJ	- 50 stools	2,635.00		
				Current Period Change	2,635.00		2,635.00
	3/1/03			Beginning Balance			94,270.58
	4/1/03			Beginning Balance			94,270.58
	4/30/03	4218	CDJ	Andrews Amusement -	800.00	20 bar stools	
	4/30/03	4219	CDJ	Drew Distributing - 46	6,670.00	46 bar stools	
				Current Period Change	7,470.00		7,470.00
	5/1/03			Beginning Balance			101,740.58
	6/1/03			Beginning Balance			101,740.58
	7/1/03			Beginning Balance			101,740.58
	8/1/03			Beginning Balance			101,740.58
	9/1/03			Beginning Balance			101,740.58
	10/1/03			Beginning Balance			101,740.58
	11/1/03			Beginning Balance			101,740.58
	12/1/03			Beginning Balance			101,740.58
	12/31/03			Ending Balance			101,740.58

TLB

m- 15000

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 15100 to 15100. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15100	1/1/03			Beginning Balance			247,973.41
Equipment	1/1/03	adjusting entrie	GENJ		42,978.24		
	1/17/03	4120	CDJ	Express Video	(1) 18,616.28	Parts	
				Current Period Change	61,594.52		61,594.52
	2/1/03			Beginning Balance			309,567.93
	2/5/03	4111	CDJ	Roger Williams Mint -	(2) 8,400.00	Tokens	
				Current Period Change	8,400.00		8,400.00
	3/1/03			Beginning Balance			317,967.93
	3/7/03	4167	CDJ	Happ Controls	(1) 1,229.07	Components	
				Current Period Change	1,229.07		1,229.07
	4/1/03			Beginning Balance			319,197.00
	5/1/03			Beginning Balance			319,197.00
	6/1/03			Beginning Balance			319,197.00
	7/1/03			Beginning Balance			319,197.00
	7/21/03	4286	CDJ	Roger Williams Mint	(2) 2,440.00		
				Current Period Change	2,440.00		2,440.00
	8/1/03			Beginning Balance			321,637.00
	8/18/03	4309	CDJ	Hamco Reclass to Supplies	3,559.46	paper	
				Current Period Change	3,559.46		3,559.46
	9/1/03			Beginning Balance			325,196.46
	9/13/03	4326	CDJ	Express Video - 19770	(1) 5,705.81		
	9/13/03	4328	CDJ	Roger Williams Mint	(2) 18,690.00		
				Current Period Change	24,395.81		24,395.81
	10/1/03			Beginning Balance			349,592.27
	10/25/03	4366	CDJ	Express Video	(1) 9,456.20		
				Current Period Change	9,456.20		9,456.20
	11/1/03			Beginning Balance			359,048.47
	11/14/03	4383	CDJ	Coin Mechanisms	(3) 1,097.50		
				Current Period Change	1,097.50		1,097.50
	12/1/03			Beginning Balance			360,145.97
	12/3/03	4401	CDJ	Express Video - 19781	(1) 11,557.16		
				Current Period Change	11,557.16		11,557.16
	12/31/03			Ending Balance			371,703.13

AJE (2) To correct duplicate AJE posted by client for 2002 < 42,978.24 >

AJE (8) To reclass supplies < 3,559.46 >

AJE (9) To reclass equipment < 177,192.02 >

247,973.41

TIB

	Recap above	From #15100	Total
(1) Machine Components -	46,564.52	124,964.00	171,528.52
(2) Tokens -	29,530.00	9,550.00	39,080.00
(3) Coin Mechanisms -	1,697.50	156,493.29	157,590.79
	77,192.02	291,007.29	368,199.31

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 15600 to 15600. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15600	1/1/03			Beginning Balance			1,208,828.24
Machines	1/1/03	adjusting entrie	GENJ		312,909.00		
	1/1/03	adjusting entrie	GENJ			42,978.24	
				Current Period Change	312,909.00	42,978.24	269,930.76
	2/1/03			Beginning Balance			1,478,759.00
	2/22/03	4159	CDJ	Quentin Broom, Sr. - P	55,000.00 — (4)		
				Current Period Change	55,000.00		55,000.00
	3/1/03			Beginning Balance			1,533,759.00
	4/1/03			Beginning Balance			1,533,759.00
	4/14/03	4113	CDJ	Express Video - Domi	51,716.92 (1)		
	4/14/03	4113	CDJ	Express Video - Oklah	6,858.90 (1)		
	4/15/03	4196	CDJ	Roger Williams Mint -	9,550.00 (2)		
	4/21/03	4210	CDJ	Quentin Broom, Sr. - b	41,800.00 — (4)		
				Current Period Change	109,925.82		109,925.82
	5/1/03			Beginning Balance			1,643,684.82
	6/1/03			Beginning Balance			1,643,684.82
	6/2/03	4237	CDJ	Express Video	6,813.00 (1)		
	6/2/03	4239	CDJ	Hamco	4,003.14 (1)		
				Current Period Change	10,816.14		10,816.14
	7/1/03			Beginning Balance			1,654,500.96
	7/14/03	4278	CDJ	Express Video - inv# 1	12,363.50 (1)		
				Current Period Change	12,363.50		12,363.50
	8/1/03			Beginning Balance			1,666,864.46
	8/8/03	4293	CDJ	Express Video - 19766	12,338.90 (1)		
	8/11/03	4303	CDJ	Coin Mechanisms	3,428.31 (3)		
	8/18/03	4319	CDJ	Express Video - 19769	10,109.80 (1)		
				Current Period Change	25,877.01		25,877.01
	9/1/03			Beginning Balance			1,692,741.47
	9/13/03	4327	CDJ	Coin Mechanisms	42,521.39 — (3)		
				Current Period Change	42,521.39		42,521.39
	10/1/03			Beginning Balance			1,735,262.86
	10/28/03	4367	CDJ	Coin Mechanisms	42,521.39 (3)		
				Current Period Change	42,521.39		42,521.39
	11/1/03			Beginning Balance			1,777,784.25
	11/21/03	4395	CDJ	Coin Mechanisms - 94	40,813.32 (3)		
				Current Period Change	40,813.32		40,813.32
	12/1/03			Beginning Balance			1,818,597.57
	12/28/03	4409	CDJ	Express Video	16,025.00 (1)		
	12/28/03	4411	CDJ	Coin Mechanisms	27,208.88 (3)		
	12/28/03	4412	CDJ	Hamco	4,734.84 (1)		
				Current Period Change	47,968.72		47,968.72
	12/31/03			Ending Balance			1,866,566.29

AJE (2) To correct duplicate AJE posted by client

AJE (9) To reclass Supplies

< 269,930.76 >

1,596,635.53

< 387,807.29 >

1,208,828.24

TB

(1) Machine Components - 124,964.00

(2) Tokens - 9,550.00

(3) Coin Mechanisms - 152,493.29

(4) Machines 2/22/03 - 55,000
4/21/03 - 41,800

} 387,807.29 Reclass to Supplies

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 15700 to 15700. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15700	1/1/03			Beginning Balance			
Signs	2/1/03			Beginning Balance			
	3/1/03			Beginning Balance			
	3/18/03		GENJ	Artist Works & Custo	7,137.50	Glass for Machines	
				Current Period Change	7,137.50		7,137.50
	4/1/03			Beginning Balance			7,137.50
	5/1/03			Beginning Balance			7,137.50
	6/1/03			Beginning Balance			7,137.50
	7/1/03			Beginning Balance			7,137.50
	8/1/03			Beginning Balance			7,137.50
	9/1/03			Beginning Balance			7,137.50
	10/1/03			Beginning Balance			7,137.50
	11/1/03			Beginning Balance			7,137.50
	12/1/03			Beginning Balance			7,137.50
	12/31/03			Ending Balance			7,137.50

AJE (10) To reclass repairs/maintenance (7,137.50)

-0-

TB

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 15800 to 15800. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
15800	1/1/03			Beginning Balance			
Land	1/1/03	adjusting entrie	GENJ			30,000.00	
	1/14/03	4109	CDJ	Quentin Broom, Sr. - p (1)	15,000.00	Pay back for Express Video	
				Current Period Change	15,000.00	30,000.00	-15,000.00
	2/1/03			Beginning Balance			-15,000.00
	3/1/03			Beginning Balance			-15,000.00
	4/1/03			Beginning Balance			-15,000.00
	5/1/03			Beginning Balance			-15,000.00
	6/1/03			Beginning Balance			-15,000.00
	7/1/03			Beginning Balance			-15,000.00
	8/1/03			Beginning Balance			-15,000.00
	9/1/03			Beginning Balance			-15,000.00
	10/1/03			Beginning Balance			-15,000.00
	11/1/03			Beginning Balance			-15,000.00
	12/1/03			Beginning Balance			-15,000.00
	12/31/03			Ending Balance			-15,000.00

AJE (2) Reverse duplicate recording of AJE's 30,000.00

15,000.00

AJE (2) To reclass loan repymt see (1) below < 15,000.00 >

-0-

TB

(1) This was to pay back Q Broom, Sr for his loan in 2002. However Ck # 4088 (see MM # 20750) payable to Q. Broom, Jr Paid that off on G/L. It should have been a loan repymt to Q.B. Jr. therefore the above should go to loan repymt Q.B. Jr.

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 16300 to 16300. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
16300	1/1/03			Beginning Balance			236,425.00
Software	2/1/03			Beginning Balance			236,425.00
	3/1/03			Beginning Balance		Bds: Software	236,425.00
	3/19/03	4153	CDJ	Cash	37,500.00		
				Current Period Change	37,500.00		37,500.00
	4/1/03			Beginning Balance			273,925.00
	5/1/03			Beginning Balance			273,925.00
	6/1/03			Beginning Balance			273,925.00
	7/1/03			Beginning Balance			273,925.00
	8/1/03			Beginning Balance			273,925.00
	9/1/03			Beginning Balance			273,925.00
	10/1/03			Beginning Balance			273,925.00
	11/1/03			Beginning Balance			273,925.00
	12/1/03			Beginning Balance			273,925.00
	12/31/03			Ending Balance			273,925.00

T/B

< 37,500.00 >

A/E @ To reclass Purchases

236,425.00

T/B

Tri-Star Communication

Comparison of General Ledger w/ Manual Sheets

	Initials	Date
Prepared By	JEA	6/29/04
Approved By		

© WILSON JONES G7504 ColumnWrite ®

			1	2	3	4
			Claudia's Worksheets		Tri Star	G/L
			Hugh	Drew	Hugh	Drew
12/31/99			824,475.39 ✓		824,475.39 ✓	1,224,504.24
12/31/00	58,075.87		1,184,475.39		1,126,399.42	456,213.09
						1,088,312.14
12/31/01			1,427,402.19	1,728,089.95	1,056,506.88	488,839.11
						1,088,312.14
12/31/02			1,257,402.19	1,799,088.95	1,112,415.88	559,839.11
						1,088,312.14
12/31/03			1,117,402.19	1,799,088.95	934,915.88	559,839.11
						1,088,312.14
Adjustments						
12/31/00 - returned games to Drew's				(77,175.00)		
12/31/01 - Reclass receivable from Heritage				(12,819.34)		
12/31/02 " " " "				(1,000.00)		
	Difference				182,486.31	150,937.70
				Difference	333,424.01	

Drlins

NAME Tr. Star ACCOUNT. NO.

ADDRESS CREDIT LIMIT

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
	TR 2930 3/30 Report	474 81 450		474 81 450
	TRINOT 3/30/01 Report	1088 3 1214		1088 3 1214
12/31/01	Interest Chgs	324 13 664 •		1787 26 328
9/30/02	Interest 9 months	886 27 559 •	20 735 38.87	2043 53 887
4/16/01	Dw # 55234	359384		
4/16/01	Dw # 55235	103545		3048 16816
6/4/01	Dw # 55316	43302		
12/29/00	Dw #54918	116 00000		
1/22/01	Dw #55000	11 40000		
4/10/01	Dw # 55227	7 00000		
✓	Dw # 55228	6000000		
✓	Dw # 55229	7500000		
✓	Dw # 55230	4500000		
✓	Dw # 55231	4500000		
✓	Dw # 55232	3000000		
7/1/02	Dw # 33	71 00000 ✓		
	Interest on 54918 thru 9/02	34800000 •		
	Interest on 55000- ~~5523~~ thru 9/02	3249000 •		
	Interest on 55227 - 55232	7800000 •		
	Interest 33 thru 9/02	1065000 •		2331 41 518
10/02	Finance Chgs	34 89 623 •		
11/02	✓ ✓	34 89 623 •		2396 20 762
	Interest 03	339 62 076 339		2685 82 838
	04 Interest	109 82 615		2795 65 453

WILSON JONES Ledger Folder No. 700-04. For use with WILSON JONES Short-Cut Billing System. Made in U.S.A.

INTEREST THROUGH 12/31/03 866,739.43

Balance at 12/31/03 W/o interest - 1,799088.95

Per G/L 1,719,151.25

79,937.70

NAME Tri Star Communication ACCOUNT. NO. 1090 Hugh

ADDRESS CREDIT LIMIT Loan

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
2-20-98		160000000		160000000
4-1-98	ck # 5037	20000000		180000000
5-28-98	ck # 5071	15000000		195000000
11-5-98	ck # 5158	50000000		245000000
11-16-	ck # 5161	300000000		545000000
11-30-98	ck # 5169	50000000		595000000
1-5-99	ck # 5201	50000000		645000000
2-24-99	ck # 5221 +	100000000		745000000
11-19-99	Pkg Fin ck # 5165 Boat Loan	7944539		82447539
5-30-00	ck # 10041 LC	160000000		98447539
12-13-00	ck # 5620	200000000		184447539
2-6-01	ck # 5717	200000000		384447539
1-2-01	Wire transfer	300000000	300000000	384447539
2-15-	Wire transfer	150000 -		135447539
2-2-	ck # 5731	25000 -		137947539
4-3-01	ck # 5760	50000 -		142947539
3-16	repaid		45000000	139447539
5-15-01	ck # 5793 TAT use card	1292680		139740219
~~2-26-01~~	~~ck 5717~~	~~2000000~~	x	1417402 19
7-17-01			20000000	1347402 19
10-10-01	ck 5932	5000000		139740219
11-1-01	5953	5000000		1447402 19
6-26-02	ck # 3445		100000 -	1347402 19
6-26-02	3446		150000	1332402 19
7-25-	ck # 3463	1	15000 x	
7-25	ck # 3456		150000 x	1302402 19
8-29	ck # 3500		25000000	1,239 4 0 2 19
~~10-99~~	Interest 97.98.	99.00 01.02		
		586 42 8 81		1,843 8 3 1 00

1,428,402.19

WILSON JONES Ledger Folder No. 700-04. For use with WILSON JONES Short-Cut Billing System. Made in U.S.A.

DATE	REFERENCE	CHARGES	CREDITS	1,843,831.00 BALANCE
~~1/9/04~~	~~yr financial Stat~~		~~10000000~~	1888831.00
1/28/03	CK # 4089		1500000	
3/19/03	6649 loan	1875000		
5/9/03	CK # 4217		4500000	
5/30/03	CK # 4235		1875000	
8/18/03	4307		1000000	
7/10/03	4276		750000	
7/25/03	4289		750000	
8/6/03	4295		1000000	
9/13/03	4325		1000000	
10/20/03	4352		1000000	
10/28/03	4364		1000000	1703831.00
12/1/03	4399		1500000	1748831.00
				1,878,774.10
	Interest 03	174883.10		1923744.10
1/9/04			1000000	
3/3/04	445		4000000	
4/27/04	4497		2500000	1848714.10
	Jan-May Interest	77029.75		1925743.85
5-10-04	~~44~~			

Total interest thru 12/31/03 = 761,311.91

Balance w/o interest @ 12/31/03 1,117,402.19

Balance per CIC 1194574.88

(77,172.69)

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 20200 to 20200. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
20200	1/1/03			Beginning Balance			-1,112,415.88
N/P Hugh Andrews	1/1/03	adjusting entrie	GENJ			~~241,909.00~~	
	1/1/03	adjusting entrie	GENJ		~~1,000.00~~		
	1/13/03	4089	CDJ	Hugh Andrews	15,000.00		
				Current Period Change	16,000.00	241,909.00	-225,909.00
	2/1/03			Beginning Balance			-1,338,324.88
	2/24/03	4149	CDJ	Hugh Andrews	~~20,000.00~~		
				Current Period Change	~~20,000.00~~		20,000.00
	3/1/03			Beginning Balance			-1,318,324.88
	3/19/03		GENJ			18,750.00	
				Current Period Change		18,750.00	-18,750.00
	4/1/03			Beginning Balance			-1,337,074.88
	5/1/03			Beginning Balance			-1,337,074.88
	5/4/03	4217	CDJ	Hugh Andrews	45,000.00		
				Current Period Change	45,000.00		45,000.00
	6/1/03			Beginning Balance			-1,292,074.88
	7/1/03			Beginning Balance			-1,292,074.88
	7/9/03	4268	CDJ	Hugh Andrews	7,500.00		
	7/10/03	4276	CDJ	Hugh Andrews	7,500.00		
	7/25/03	4289	CDJ	Hugh Andrews	7,500.00		
				Current Period Change	22,500.00		22,500.00
	8/1/03			Beginning Balance			-1,269,574.88
	8/8/03	4295	CDJ	Hugh Andrews	10,000.00		
	8/11/03	4149V	CDJ	Hugh Andrews		~~20,000.00~~	
	8/18/03	4307	CDJ	Hugh Andrews	10,000.00		
				Current Period Change	20,000.00	~~20,000.00~~	
	9/1/03			Beginning Balance			-1,269,574.88
	9/13/03	4325	CDJ	Hugh Andrews	10,000.00		
	9/25/03	4334	CDJ	Hugh Andrews	15,000.00		
				Current Period Change	25,000.00		25,000.00
	10/1/03			Beginning Balance			-1,244,574.88
	10/10/03	4352	CDJ	Hugh Andrews	10,000.00		
	10/25/03	4364	CDJ	Hugh Andrews	15,000.00		
				Current Period Change	25,000.00		25,000.00
	11/1/03			Beginning Balance			-1,219,574.88
	12/1/03			Beginning Balance			-1,219,574.88
	12/1/03	4399	CDJ	Hugh Andrews	15,000.00		
	12/28/03	4419	CDJ	Hugh Andrews	10,000.00		
				Current Period Change	25,000.00		25,000.00
	12/31/03			Ending Balance			-1,194,574.88

AJE (2) To reclass duplicate recording of AJE's 240,909.00

< 953,665.88 >

AJE (4) To reclass loan repayments 18,750.00

934,915.88

T/B

Total repayment 177,500.00

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 20400 to 20400. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
20400	1/1/03			Beginning Balance			-181,651.05
N/P Quentin Broom	1/1/03	adjusting entrie	GENJ		~~1,000.00~~		
				Current Period Change	1,000.00		1,000.00
	2/1/03			Beginning Balance			-180,651.05
	2/24/03	4148	CDJ	Quentin Broom	20,000.00 ✓		
				Current Period Change	20,000.00		20,000.00
	3/1/03			Beginning Balance			-160,651.05
	3/19/03		GENJ			18,750.00 ✓	
				Current Period Change		18,750.00	-18,750.00
	4/1/03			Beginning Balance			-179,401.05
	5/1/03			Beginning Balance			-179,401.05
	5/4/03	4216	CDJ	Quentin Broom	25,000.00		
				Current Period Change	25,000.00		25,000.00
	6/1/03			Beginning Balance			-154,401.05
	7/1/03			Beginning Balance			-154,401.05
	7/9/03	4267	CDJ	Quentin Broom	7,500.00		
	7/10/03	4275	CDJ	Quentin Broom	7,500.00		
	7/25/03	4287	CDJ	Quentin Broom	7,500.00		
				Current Period Change	22,500.00		22,500.00
	8/1/03			Beginning Balance			-131,901.05
	8/8/03	4294	CDJ	Quentin Broom	10,000.00		
	8/18/03	4308	CDJ	Quentin Broom	10,000.00		
				Current Period Change	20,000.00		20,000.00
	9/1/03			Beginning Balance			-111,901.05
	9/13/03	4324	CDJ	Quentin Broom	10,000.00		
	9/25/03	4333	CDJ	Quentin Broom	15,000.00		
				Current Period Change	25,000.00		25,000.00
	10/1/03			Beginning Balance			-86,901.05
	10/25/03	4365	CDJ	Quentin Broom	15,000.00		
				Current Period Change	15,000.00		15,000.00
	11/1/03			Beginning Balance			-71,901.05
	12/1/03			Beginning Balance			-71,901.05
	12/1/03	4398	CDJ	Quentin Broom	15,000.00		
	12/28/03	4418	CDJ	Quentin Broom	10,000.00		
				Current Period Change	25,000.00		25,000.00
	12/31/03			Ending Balance			-46,901.05

AJE ② to reverse duplicate AJE by client — < 1,000.00 >

< 47,901.05 >

AJE ④ To reclass loan repymts 18,750.00 + 10,000.00 — 28,750.00

AJE ⑤ Reclass loan repymts — 15,000.00

< 4,151.05 >

T/B

- Total repymts = 177,500

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 20600 to 20600. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
20600	1/1/03			Beginning Balance			-559,839.11
N/P Drew's	1/1/03	adjusting entrie	GENJ			71,000.00	
				Current Period Change		71,000.00	-71,000.00
	2/1/03			Beginning Balance			-630,839.11
	3/1/03			Beginning Balance			-630,839.11
	4/1/03			Beginning Balance			-630,839.11
	5/1/03			Beginning Balance			-630,839.11
	6/1/03			Beginning Balance			-630,839.11
	7/1/03			Beginning Balance			-630,839.11
	8/1/03			Beginning Balance			-630,839.11
	9/1/03			Beginning Balance			-630,839.11
	10/1/03			Beginning Balance			-630,839.11
	11/1/03			Beginning Balance			-630,839.11
	12/1/03			Beginning Balance			-630,839.11
	12/31/03			Ending Balance			-630,839.11

AJE (2) to reverse duplicate adj E by client 71,000.00

<559,839.11>

T/B

DA- 20600

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 20750 to 20750. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
20750	1/1/03			Beginning Balance			-15,000.00
N/P Mr. Broom, Sr.	1/13/03	4088	CDJ	Quentin Broom (1)	15,000.00		
				Current Period Change	15,000.00		15,000.00
	2/1/03			Beginning Balance			
	3/1/03			Beginning Balance			
	4/1/03			Beginning Balance			
	5/1/03			Beginning Balance			
	6/1/03			Beginning Balance			
	7/1/03			Beginning Balance			
	8/1/03			Beginning Balance			
	9/1/03			Beginning Balance			
	10/1/03			Beginning Balance			
	11/1/03			Beginning Balance			
	11/30/03	dw	CRJ	Mr Broom - loan		45,000.00	
				Current Period Change		45,000.00	-45,000.00
	12/1/03			Beginning Balance			-45,000.00
	12/1/03	4400	CDJ	Quentin Broom, Sr.	45,000.00		
				Current Period Change	45,000.00		45,000.00
	12/31/03			Ending Balance			

(1) See M-15803

FOR INFO & NLA

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 39006 to 39006. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
39006	1/1/03			Beginning Balance			
Distributions-Q Broom	2/1/03			Beginning Balance			
	3/1/03			Beginning Balance			
	4/1/03			Beginning Balance			
	5/1/03			Beginning Balance			
	5/30/03	4235	CDJ	Quentin Broom - reim f	18,750.00		
				Current Period Change	18,750.00		18,750.00
	6/1/03			Beginning Balance			18,750.00
	7/1/03			Beginning Balance			18,750.00
	8/1/03			Beginning Balance			18,750.00
	9/1/03			Beginning Balance			18,750.00
	10/1/03			Beginning Balance			18,750.00
	10/10/03	4351	CDJ	Quentin Broom	10,000.00		
				Current Period Change	10,000.00		10,000.00
	11/1/03			Beginning Balance			28,750.00
	12/1/03			Beginning Balance			28,750.00
	12/31/03			Ending Balance			28,750.00

AJE (4) To reclass loan repymts

< 28,750.00 >

-0-

TB

NN- 39006

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 39007 to 39007. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
39007	1/1/03			Beginning Balance			
Distributions-H Andrews	2/1/03			Beginning Balance			
	3/1/03			Beginning Balance			
	4/1/03			Beginning Balance			
	5/1/03			Beginning Balance			
	5/30/03	4236	CDJ	Hugh Andrews	18,750.00		
				Current Period Change	18,750.00		18,750.00
	6/1/03			Beginning Balance			18,750.00
	7/1/03			Beginning Balance			18,750.00
	8/1/03			Beginning Balance			18,750.00
	9/1/03			Beginning Balance			18,750.00
	10/1/03			Beginning Balance			18,750.00
	11/1/03			Beginning Balance			18,750.00
	12/1/03			Beginning Balance			18,750.00
	12/31/03			Ending Balance			18,750.00

A&E ④. To reclass loan repayments < 18,750.00 >

-0-

TB

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 64700 to 64700. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
64700	1/1/03			Beginning Balance			
Dominican Rent	1/15/03	3304	GENJ		2,757.00		
				Current Period Change	2,757.00		2,757.00
	2/1/03			Beginning Balance			2,757.00
	2/10/03	4114	CDJ	Dominican Rent	2,757.00		
				Current Period Change	2,757.00		2,757.00
	3/1/03			Beginning Balance			5,514.00
	3/10/03	4115	CDJ	Dominican Rent	2,757.00		
				Current Period Change	2,757.00		2,757.00
	4/1/03			Beginning Balance			8,271.00
	4/10/03	4116	CDJ	Dominican Rent	2,757.00		
				Current Period Change	2,757.00		2,757.00
	5/1/03			Beginning Balance			11,028.00
	5/30/03	1000000	CDJ	Dominican Rent	2,757.00		
				Current Period Change	2,757.00		2,757.00
	6/1/03			Beginning Balance			13,785.00
	6/10/03	1000001	CDJ	Dominican Rent	2,757.00		
				Current Period Change	2,757.00		2,757.00
	7/1/03			Beginning Balance			16,542.00
	8/1/03			Beginning Balance			16,542.00
	9/1/03			Beginning Balance			16,542.00
	10/1/03			Beginning Balance			16,542.00
	11/1/03			Beginning Balance			16,542.00
	12/1/03			Beginning Balance			16,542.00
	12/31/03			Ending Balance			16,542.00

For info only

00-6470

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 68500 to 68500. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
68500	1/1/03			Beginning Balance			
Legal and Professional Ex	1/20/03	4124	CDJ	Advantage Payroll	98.05		
				Current Period Change	98.05		98.05
	2/1/03			Beginning Balance			98.05
	3/1/03			Beginning Balance			98.05
	3/7/03	4174	CDJ	Advantage Payroll	164.69		
				Current Period Change	164.69		164.69
	4/1/03			Beginning Balance			262.74
	4/15/03	4202	CDJ	Advantage Payroll	160.41		
	4/15/03	4206	CDJ	Lee, Broome, Macbay	5,613.63		
				Current Period Change	5,774.04		5,774.04
	5/1/03			Beginning Balance			6,036.78
	5/14/03	4222	CDJ	Lee, Broome, Macbay	120.00		
				Current Period Change	120.00		120.00
	6/1/03			Beginning Balance			6,156.78
	6/2/03	4238	CDJ	Advantage Payroll	78.91		
	6/9/03	4248	CDJ	Lee, Broome, Macbay	750.00		
	6/10/03	wire	CDJ	Luis Miguel	5,375.45		
				Current Period Change	6,204.36		6,204.36
	7/1/03			Beginning Balance			12,361.14
	7/6/03	4265	CDJ	Advantage Payroll	117.48		
				Current Period Change	117.48		117.48
	8/1/03			Beginning Balance			12,478.62
	8/11/03	4297	CDJ	Advantage Payroll	37.28		
	8/18/03	4315	CDJ	Advantage Payroll	94.52		
				Current Period Change	131.80		131.80
	9/1/03			Beginning Balance			12,610.42
	9/4/03	4321	CDJ	Thomas Belenchia	437.50		
	9/10/03	?????	CDJ	DC Attorney	10,000.00		
	9/25/03	4339	CDJ	Advantage Payroll	77.20		
	9/28/03	4332	CDJ	Lee, Broome, Macbay	1,390.82		
				Current Period Change	11,905.52		11,905.52
	10/1/03			Beginning Balance			24,515.94
	10/20/03	4361	CDJ	Advantage Payroll	57.24		
				Current Period Change	57.24		57.24
	11/1/03			Beginning Balance			24,573.18
	11/14/03	4384	CDJ	Advantage Payroll	171.72		
	11/14/03	4389	CDJ	Lee, Broome, Macbay	3,525.56		
	11/17/03	4393	CDJ	Thomas Belenchia	2,318.75		
	11/17/03	4394	CDJ	Colburn & Schertler	5,477.25		
				Current Period Change	11,493.28		11,493.28
	12/1/03			Beginning Balance			36,066.46
	12/28/03	4413	CDJ	Coburn & Schertler LL	1,842.47		
	12/28/03	4415	CDJ	Advantage Payroll	18.64		
	12/28/03	4417	CDJ	Thomas Belenchia	78.53		
				Current Period Change	1,939.64		1,939.64
	12/31/03			Ending Balance			38,006.10

- for info only -

00-68500

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 76500 to 76500. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
76500	1/1/03			Beginning Balance			
Travel Expense	1/7/03	3573	CDJ	Travis Owens	229.02		
	1/13/03	4090	CDJ	American Express	2,886.45		
	1/14/03	4108	CDJ	Rick Brown	165.74		
				Current Period Change	3,281.21		3,281.21
	2/1/03			Beginning Balance			3,281.21
	2/1/03	4127	CDJ	Tom Young	1,036.46		
	2/13/03	4135	CDJ	Quentin Broom, Sr.	1,306.81		
	2/13/03	4137	CDJ	John Elum	507.94		
	2/13/03	4143	CDJ	American Express	1,716.93		
	2/24/03	4150	CDJ	Rick Brown	209.17		
				Current Period Change	4,777.31		4,777.31
	3/1/03			Beginning Balance			8,058.52
	3/7/03	4168	CDJ	American Express	5,022.50		
	3/7/03	4176	CDJ	Bank of America	133.10		
	3/11/03	4178	CDJ	Tom Young	1,493.91		
	3/11/03	4182	CDJ	Rick Brown	151.00		
	3/18/03	4154	CDJ	American Express	2,642.33		
				Current Period Change	9,442.84		9,442.84
	4/1/03			Beginning Balance			17,501.36
	4/1/03	4211	CDJ	Petty Cash	1,200.00		
	4/4/03	4011	CDJ	Tim Brown	211.00		
	4/15/03	4194	CDJ	Travis Owens	609.57		
	4/15/03	4200	CDJ	American Express	5,678.41		
	4/15/03	4208	CDJ	Tom Young	903.01		
	4/15/03	4209	CDJ	John Elum	227.37		
	4/15/03	4213	CDJ	Petty Cash	1,200.00		
	4/30/03	3542	GENJ	American Express	92.43		
				Current Period Change	10,121.79		10,121.79
	5/1/03			Beginning Balance			27,623.15
	5/14/03	4220	CDJ	American Express	5,652.97		
	5/30/03	4233	CDJ	Quentin Broom, Sr.	239.50		
				Current Period Change	5,892.47		5,892.47
	6/1/03			Beginning Balance			33,515.62
	6/9/03	4247	CDJ	American Express	5,511.64		
				Current Period Change	5,511.64		5,511.64
	7/1/03			Beginning Balance			39,027.26
	7/8/03	4273	CDJ	American Express	3,081.15		
	7/10/03	4277	GENJ	Travis Owens	383.68		
				Current Period Change	3,464.83		3,464.83
	8/1/03			Beginning Balance			42,492.09
	8/8/03	4296	CDJ	American Express	4,451.91		
				Current Period Change	4,451.91		4,451.91
	9/1/03			Beginning Balance			46,944.00
	9/4/03	4323	CDJ	American Express	4,554.93		
	9/25/03	4341	CDJ	Bank of America	42.45		
				Current Period Change	4,597.38		4,597.38
	10/1/03			Beginning Balance			51,541.38
	10/20/03	4353	CDJ	American Express	3,006.48		
				Current Period Change	3,006.48		3,006.48
	11/1/03			Beginning Balance			54,547.86
	11/1/03	4381	CDJ	American Express	1,907.54		
				Current Period Change	1,907.54		1,907.54
	12/1/03			Beginning Balance			56,455.40
	12/3/03	4402	CDJ	American Express	1,191.52		
	12/28/03	47420	CDJ	Quentin Broom, Sr.	1,581.37		
				Current Period Change	2,772.89		2,772.89
	12/31/03			Ending Balance			59,228.29

For Info Only.

PP - 76500

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 70000 to 70000. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
70000	1/1/03			Beginning Balance			
Miscellaneous Expense	2/1/03			Beginning Balance			
	3/1/03			Beginning Balance			
	4/1/03			Beginning Balance			
	5/1/03			Beginning Balance			
	5/4/03	4214	CDJ	Zeke Godfrey	30,000.00		
				Current Period Change	30,000.00		30,000.00
	6/1/03			Beginning Balance			30,000.00
	7/1/03			Beginning Balance			30,000.00
	8/1/03			Beginning Balance			30,000.00
	9/1/03			Beginning Balance			30,000.00
	10/1/03			Beginning Balance			30,000.00
	11/1/03			Beginning Balance			30,000.00
	12/1/03			Beginning Balance			30,000.00
	12/31/03			Ending Balance			30,000.00

Reclass to contract labor.

TRISTAR COMMUNICATIONS, INC.

General Ledger Trial Balance

As of Dec 31, 2003

Filter Criteria includes: Report order is by ID. Report is printed in Detail Format.

Account ID	Account Description	Debit Amt	Credit Amt
10050	Cash-Arthur State	28,914.00	
11200	Receivable-ABCO of NC	249,144.75	
11400	Receivable-ABCO Holdings	200,077.41	
11880	Receivable-Worldwide	6,000.00	
11900	Recievable-Heritage		2,000.00
15000	Furniture and Fixtures	101,740.58	
15100	Equipment	371,703.13	
15200	Automobiles	27,394.00	
15300	Building		153,326.64
15400	Building Improvements	184,161.83	
15600	Machines	1,866,566.29	
15700	Signs	7,137.50	
15800	Land		15,000.00
15900	Land Improvements		49,088.81
16300	Software	273,925.00	
17000	Accumulated Depreciation		1,087,890.22
20100	N/P Triton	55,649.59	
20200	N/P Hugh Andrews		1,194,574.88
20300	N/P Best Games		401,650.00
20400	N/P Quentin Broom		46,901.05
20500	N/P Jackpot Amusement		45,000.00
20600	N/P Drew's		630,839.11
20650	N/P Drew's (TRINOT)		1,088,312.14
23700	State Withholding		746.50
23950	Insurance Withholding	8,301.49	
39003	Common Stock		2,000.00
39004	Retained Earnings "C" Corp		39,934.05
39005	Retained Earnings	1,814,159.50	
39006	Distributions-Q Broom	28,750.00	
39007	Distributions-H Andrews	18,750.00	
40400	Lease Income		1,800.00
40500	Commissions		1,370,000.00
40700	Misc Income		12,901.98
42000	Sale of Assets	170,311.68	
60000	Advertising	53.60	
61000	Auto Expenses	1,145.06	
62000	Bank Charges	94.81	
63100	Contract Labor	5,521.18	
64000	Depreciation Expense	304,381.25	
64050	Delivery Expense	13,018.42	
64700	Dominican Rent	16,542.00	
67000	Insurance Expense	14,868.95	
67100	Insurance-Workers Comp	443.75	
67200	Insurance-Property & Bldg.	312.50	
68500	Legal and Professional Expense	38,006.10	
69000	Licenses Expense	285.00	
70000	Miscellaneous Expense	30,000.00	
70500	Meals and Entertainment Exp	146.61	
71000	Office Expense	2,382.91	
72000	Payroll Tax Expense	16,784.42	
72100	Property Taxes	4,874.45	
72500	Penalties and Fines Exp	183.00	
73500	Postage Expense	5,118.83	
74500	Repairs Expense	750.00	
75000	Security	279.70	
75500	Supplies Expense	14,414.20	
75600	Storage-GA	16,500.00	
76000	Telephone Expense	6,233.63	
76500	Travel Expense	59,228.29	
77000	Utilities Expense	3,510.16	
77500	Wages Expense	166,825.00	
80000	Vehicle Insurance	2,374.81	
89000	Petty Cash	5,000.00	
	Total:	6,141,965.38	6,141,965.38

TRISTAR COMMUNICATIONS, INC.
Balance Sheet
December 31, 2003

ASSETS

Current Assets			
Cash-Arthur State	$ 28,914.00		
Receivable-ABCO of NC	249,144.75		
Receivable-ABCO Holdings	200,077.41		
Receivable-Worldwide	6,000.00		
Recievable-Heritage	(2,000.00)		
Total Current Assets			482,136.16
Property and Equipment			
Furniture and Fixtures	101,740.58		
Equipment	371,703.13		
Automobiles	27,394.00		
Building	(153,326.64)		
Building Improvements	184,161.83		
Machines	1,866,566.29		
Signs	7,137.50		
Land	(15,000.00)		
Land Improvements	(49,088.81)		
Software	273,925.00		
Accumulated Depreciation	(1,087,890.22)		
Total Property and Equipment			1,527,322.66
Other Assets			
Total Other Assets			0.00
Total Assets		$	2,009,458.82

LIABILITIES AND CAPITAL

Current Liabilities			
N/P Triton	$ (55,649.59)		
N/P Hugh Andrews	1,194,574.88		
N/P Best Games	401,650.00		
N/P Quentin Broom	46,901.05		
N/P Jackpot Amusement	45,000.00		
N/P Drew's	630,839.11		
N/P Drew's (TRINOT)	1,088,312.14		
State Withholding	746.50		
Insurance Withholding	(8,301.49)		
Total Current Liabilities			3,344,072.60
Long-Term Liabilities			
Total Long-Term Liabilities			0.00
Total Liabilities			3,344,072.60
Capital			
Common Stock	2,000.00		
Retained Earnings "C" Corp	39,934.05		
Retained Earnings	(1,814,159.50)		
Distributions-Q Broom	(28,750.00)		

TRISTAR COMMUNICATIONS, INC.
Balance Sheet
December 31, 2003

Distributions-H Andrews	(18,750.00)	
Net Income	485,111.67	
Total Capital		(1,334,613.78)
Total Liabilities & Capital		$ 2,009,458.82

TRISTAR COMMUNICATIONS, INC.
Income Statement
For the Twelve Months Ending December 31, 2003

	Current Month		Year to Date	
Revenues				
Lease Income	$ 1,800.00	1.76	$ 1,800.00	0.15
Commissions	100,000.00	97.97	1,370,000.00	112.81
Misc Income	277.14	0.27	12,901.98	1.06
Sale of Assets	0.00	0.00	(170,311.68)	(14.02)
Total Revenues	102,077.14	100.00	1,214,390.30	100.00
Cost of Sales				
Total Cost of Sales	0.00	0.00	0.00	0.00
Gross Profit	102,077.14	100.00	1,214,390.30	100.00
Expenses				
Advertising	0.00	0.00	53.60	0.00
Auto Expenses	0.00	0.00	1,145.06	0.09
Bank Charges	0.00	0.00	94.81	0.01
Contract Labor	0.00	0.00	5,521.18	0.45
Depreciation Expense	0.00	0.00	304,381.25	25.06
Delivery Expense	0.00	0.00	13,018.42	1.07
Dominican Rent	0.00	0.00	16,542.00	1.36
Insurance Expense	389.08	0.38	14,868.95	1.22
Insurance-Workers Comp	0.00	0.00	443.75	0.04
Insurance-Property & Bldg.	0.00	0.00	312.50	0.03
Legal and Professional Expense	1,939.64	1.90	38,006.10	3.13
Licenses Expense	0.00	0.00	285.00	0.02
Miscellaneous Expense	0.00	0.00	30,000.00	2.47
Meals and Entertainment Exp	0.00	0.00	146.61	0.01
Office Expense	0.00	0.00	2,382.91	0.20
Payroll Tax Expense	1,063.65	1.04	16,784.42	1.38
Property Taxes	0.00	0.00	4,874.45	0.40
Penalties and Fines Exp	0.00	0.00	183.00	0.02
Postage Expense	866.69	0.85	5,118.83	0.42
Repairs Expense	0.00	0.00	750.00	0.06
Security	0.00	0.00	279.70	0.02
Supplies Expense	0.00	0.00	14,414.20	1.19
Storage-GA	0.00	0.00	16,500.00	1.36
Telephone Expense	55.88	0.05	6,233.63	0.51
Travel Expense	2,772.89	2.72	59,228.29	4.88
Utilities Expense	150.76	0.15	3,510.16	0.29
Wages Expense	12,700.00	12.44	166,825.00	13.74
Vehicle Insurance	227.14	0.22	2,374.81	0.20
Petty Cash	0.00	0.00	5,000.00	0.41
Total Expenses	20,165.73	19.76	729,278.63	60.05
Net Income	$ 81,911.41	80.24	$ 485,111.67	39.95

SBE

FAX

DATE: 8-27-03 NO. OF PAGES: 4
INCLUDING COVER

TO: Claudia - Tim

FAX: 599-6230

PHONE:

CC:

FROM: Wendy Claudia

Swaim Brown Elliott PA

FAX: (864) 591-5777

PHONE: (864) 585-0176

REMARKS: ☐ URGENT ☐ FOR REVIEW ☐ REPLY ASAP ☐ PLEASE COMMENT

Adjusting entries for Drew's Distributing.
Call if you have questions.

IF YOU DO NOT RECEIVE ALL OF THE PAGES OR THEY ARE ILLEGIBLE, PLEASE CALL 864.585.0176

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Certified Public Accountants and Consultants
864.585.0176 | fax 864.591.5777 | toll free 1.888.662.4272 | www.MySBE.com
350 East St. John Street | PO Box 6404 | Spartanburg SC 29304-6404

TRISTAR COMMUNICATIONS, INC.

General Ledger

For the Period From Jan 1, 2003 to Dec 31, 2003

Filter Criteria includes: 1) IDs from 89000 to 89000. Report order is by ID. Report is printed with Truncated Transaction Descriptions and in Detail Format.

Account ID / Account Description	Date	Reference	Jrnl	Trans Description	Debit Amt	Credit Amt	Balance
89000	1/1/03			Beginning Balance			
Petty Cash	1/13/03	4002	CDJ	Petty Cash	500.00		
				Current Period Change	500.00		500.00
	2/1/03			Beginning Balance			500.00
	2/27/03	4160	CDJ	Cash	1,200.00		
				Current Period Change	1,200.00		1,200.00
	3/1/03			Beginning Balance			1,700.00
	4/1/03			Beginning Balance			1,700.00
	5/1/03			Beginning Balance			1,700.00
	5/27/03	4155	CDJ	Petty Cash	500.00		
				Current Period Change	500.00		500.00
	6/1/03			Beginning Balance			2,200.00
	7/1/03			Beginning Balance			2,200.00
	7/11/03	4158	GENJ	Petty Cash	500.00		
	7/31/03	4157	GENJ	Petty Cash	500.00		
				Current Period Change	1,000.00		1,000.00
	8/1/03			Beginning Balance			3,200.00
	9/1/03			Beginning Balance			3,200.00
	9/22/03	4270	GENJ	Petty Cash	900.00		
				Current Period Change	900.00		900.00
	10/1/03			Beginning Balance			4,100.00
	10/29/03	4271	GENJ	Pett Cash	600.00		
				Current Period Change	600.00		600.00
	11/1/03			Beginning Balance			4,700.00
	11/18/03	4272	CDJ	Petty Cash	300.00		
				Current Period Change	300.00		300.00
	12/1/03			Beginning Balance			5,000.00
	12/31/03			Ending Balance			5,000.00

AJE ⑤ To reclass supplies

< 5,000.00>

-0-

For info Only

PP - 89000

Page: 1
Prepared by: WLH
Reviewed by:

Brown & Elliott PA

DREWS DISTRIBUTING, INC.
ADJUSTED TRIAL BALANCE REPORT
December 31, 2002

7/2003 9:18AM

Account Description	Adjusted 12/31/2001	Unadjusted 12/31/2002	AJE 12/31/2002		Adjusted 12/31/2002
11000 NBSC Checking	24,192.84	24,192.84	1	-856,632.19	
			2	833,260.07	
			13	-820.72	
11040 Petty Cash	400.00	400.00	2	-400.00	
11050 NBSC Payroll Acct.	-1,491.17	-1,491.17	2	1,491.17	
11095 BB&T Savings	15,470.34	15,470.34	13	-15,470.34	
11100 Palmetto Bank Checking			4	5,815.98	
			13	-5,815.98	
11202 Loan Receivable - TriStar	4,800.00	4,800.00	11	-4,800.00	
11300 Accounts Receivable	2,571,712.19	2,571,712.19	2	-69,534.52	
			6	6,500.00	
			11	-2,502,177.67	
			13	-6,500.00	
11400 Management Fee Receivable	100,000.00	100,000.00	11	-100,000.00	
12100 Inventory	827,752.14	827,752.14	2	-1,787.06	
			13	-825,965.08	
Total Current Assets	3,542,836.34	3,542,836.34		-3,542,836.34	0.00
11210 Notes Rec. Andrews Aviati	490,064.98	490,064.98	2	2,207.56	
			4	-490,064.98	
			5	-2,207.56	
11211 Plane Payment Receivable	1,237.90	1,237.90	13	-1,237.90	
12110 Lease Equipment					
13000 Display Units	116,992.03	116,992.03	13	-116,992.03	
13200 Equipment	63,327.05	63,327.05	13	-63,327.05	
13201 9107 Security	53,299.92	53,299.92	13	-53,299.92	
13250 Furniture & Fixtures	121,899.88	121,899.88	7	8,288.95	
13300 Computer System			13	-130,188.83	
	293,702.86	293,702.86	2	97,088.00	
13400 Vehicles			13	-390,790.86	
	24,481.40	24,481.40	13	-24,481.40	
13500 Improvements	-511,938.72	-511,938.72	3	-47,683.41	
13600 Accum. Depreciation			13	559,622.13	
	5,858.00	5,858.00	13	-5,858.00	
13700 Loan Costs	-5,858.00	-5,858.00	13	5,858.00	
13750 Accumulated Amortization	11,500.00	11,500.00	5	-11,500.00	
13900 Investment in S Corporati			4	-118,932.67	
14000 Investment ABH Group			5	118,932.67	
Total Non-current Assets	664,567.30	664,567.30		-664,567.30	-0.00
Total Assets	4,207,403.64	4,207,403.64		-4,207,403.64	-0.00
20201 Loan Payable - 2001 BMW	-46,725.81	-46,725.81	2	12,809.00	
			13	33,916.81	
20430 401k Payable	1,463.92	1,463.92	2	-1,463.92	
20760 SC Sales Tax Payable	-265,000.00	-265,000.00	4	265,000.00	
20850 Due to Andrews Aviation,					
Total Current Liabilities	-310,261.89	-310,261.89		310,261.89	0.00
20200 Loan Payable	-50,000.00	-50,000.00	2	-14,035.93	
			12	64,035.93	
20202 Loan Payable - Hugh	-1,487,000.00	-1,487,000.00	2	-859,634.37	
			9	37,000.00	
			12	-64,035.93	
			13	1,041,351.17	-1,332,319.13
Total Non-current Liabilities	-1,537,000.00	-1,537,000.00		204,680.87	-1,332,319.13
Total Liabilities	-1,847,261.89	-1,847,261.89		514,942.76	-1,332,319.13
30100 Common Stock	-10,000.00	-10,000.00	4	-1.00	-10,001.00
30150 Dividends Paid	11,156.26	11,156.26			11,156.26
30200 Retained Earnings		1,087,978.81	4	338,182.67	1,426,161.48
30210 Acc. Adjustments	-3,449,276.82	-3,449,276.82			-3,449,276.82
Net (Income) Loss	1,087,978.81				3,354,279.21

Page: 2
Prepared by: WLH
Reviewed by:

Swaim Brown & Elliott PA

DREWS DISTRIBUTING, INC.
ADJUSTED TRIAL BALANCE REPORT
December 31, 2002

7/2003 9:18AM

Account Description	Adjusted 12/31/2001	Unadjusted 12/31/2002	AJE 12/31/2002		Adjusted 12/31/2002
Total Capital/Owners' Equit	-2,360,141.75	-2,360,141.75	3,692,460.88		1,332,319.13
Total Liabilities & Capital	-4,207,403.64	-4,207,403.64	4,207,403.64		-0.00
41000 Sales	-58,174.85		1	-69,979.49	-69,979.49
41001 Adspace Sales	-27,745.10				
44000 Repair Income	-350.50		1	-212,017.68	-212,017.68
46100 Finance Charge Income	-63,972.26		1	-7.50	-7.50
46200 Freight Income	-2,236.53		5	-105,225.11	-105,225.11
46300 Gain\Loss Sale of Assets	-928.00				
52100 Interest Income	-289.08				
52900 Miscellaneous Income	-15.60				
Total Revenues	-153,711.92	0.00	-387,229.78		-387,229.78
47050 Cost of Goods Sold	100,436.41		1	80,186.96	80,186.96
47060 Repairs to Parts	693.66				
47300 Shop Supplies	1,904.71				
47500 Purchase Discounts	-1.65				
50000 Ad Creation	5,481.25				
50020 Management Salary	233,192.13		1	36,572.00	36,572.00
50040 Administrative Salaries	69,169.18		1	21,632.00	21,632.00
50050 Shipping Salaries	9,058.88				
50055 Maintenance Salaries	31,609.00		1	30,961.68	30,961.68
50060 Repairmans Salaries	5,760.00				
50080 Salesperson Salaries	74,657.08		1	7,498.57	7,498.57
50100 Commissions	8,867.25		1	47,229.04	
50200 Payroll Taxes	27,964.94		6	-6,500.00	40,729.04
50210 Empl. Health Insurance	9,338.68		1	2,129.00	2,129.00
50220 Workmens Comp Insurance	1,408.00		1	8,523.59	8,523.59
50300 Vehicle Maintenance	-0.18		1	192.00	192.00
50330 Vehicle Rental	1,708.22		1	11,103.58	11,103.58
50350 Vehicle Insurance	13,818.00		1	945.21	945.21
50360 Vehicle Fuel & Oil	811.96		1	2,369.24	2,369.24
50370 Prop. & Bldg. Insurance	7,188.00		1	275.00	275.00
50390 Security on 9107 Asheville	548.64		1	1,508.30	1,508.30
50400 Bldg. Repairs & Maintenan	4,185.85		1	663.37	663.37
50450 Office Supplies	2,512.77		1	12,633.95	
50460 Computer Expenses	5,538.52		7	-8,288.95	4,345.00
50550 Telephone Expense	24,418.43		1	7,412.49	7,412.49
50560 Utilities	31,984.96		1	18,988.81	18,988.81
50600 Postage	409.36		1	71.05	71.05
50610 Freight	6,358.53		1	697.36	697.36
50650 Licenses & Fees			8	110.00	
50660 Donations	1,750.00		9	115.00	225.00
50671 Employee Meals	756.68		1	366.67	366.67
50680 Legal & Professional Fees	239,005.97		1	467,525.90	
50700 Miscellaneous	54.00		8	-110.00	
50720 Travel & Entertainment	53,082.46		8	-67.24	467,348.66
50730 Meetings & Seminars			1	38,963.77	
50740 Rent	88,548.87		9	-37,000.00	
50770 Advertising	2,720.16		9	-115.00	1,848.77
50780 Property Taxes	4,850.52		10	2,266.40	2,266.40
50790 Dues & Subscriptions	549.95		1	7,554.65	
50800 Bad Debts	11,640.49		10	-2,266.40	5,288.25
50860 Bank Charges	126.54		1	7,125.13	7,125.13
50870 Contract Services	5,405.00		1	10,264.84	10,264.84
	35,194.11		1	300.00	300.00
			11	2,606,977.67	2,606,977.67
			1	234.12	
			8	67.24	301.36
			1	21,334.00	21,334.00
			1	52,819.20	52,819.20
			1	240,555.38	240,555.38

Page: 3
Prepared by: WLH
Reviewed by:

Brown & Elliott PA

DREWS DISTRIBUTING, INC.
ADJUSTED TRIAL BALANCE REPORT
December 31, 2002

8/27/2003 9:18AM

Account Description	Adjusted 12/31/2001	Unadjusted 12/31/2002	AJE 12/31/2002	Adjusted 12/31/2002
Total Expenses	1,241,690.73	0.00	3,741,508.99	3,741,508.99
	-0.00	-0.00	0.00	-0.00
TALS	-1,087,978.81	0.00		-3,354,279.21
NI (Loss)				

Page: 1
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DREWS DISTRIBUTING, INC.
Journal Entries Report : Adjusting Entries
December 31, 2002

/27/2003 8:22AM

try #	Status	Accoun	Description	Debit	Credit
E 1	Posted	41000	Sales		69,979.49
		46100	Finance Charge Income		212,017.68
		46200	Freight Income		7.50
		47050	Cost of Goods Sold	80,186.96	
		50040	Administrative Salaries	36,572.00	
		50055	Maintenance Salaries	21,632.00	
		50080	Salesperson Salaries	30,961.68	
		50200	Payroll Taxes	7,498.57	
		50210	Empl. Health Insurance	47,229.04	
		50220	Workmens Comp Insurance	2,126.00	
		50300	Vehicle Maintenance	8,523.59	
		50330	Vehicle Rental	192.00	
		50350	Vehicle Insurance	11,103.58	
		50360	Vehicle Fuel & Oil	945.21	
		50370	Prop. & Bldg. Insurance	2,369.24	
		50390	Security on 9107 Asheville Hwy	275.00	
		50400	Bldg. Repairs & Maintenance	1,508.30	
		50450	Office Supplies	663.37	
		50460	Computer Expenses	12,633.95	
		50550	Telephone Expense	7,412.49	
		50560	Utilities	18,988.81	
		50600	Postage	71.05	
		50610	Freight	697.36	
		50671	Employee Meals	366.67	
		50680	Legal & Professional Fees	467,525.90	
		50700	Miscellaneous	38,963.77	
		50730	Meetings & Seminars	7,554.65	
		50740	Rent	7,125.13	
		50780	Property Taxes	10,264.84	
		50790	Dues & Subscriptions	300.00	
		50860	Bank Charges	234.12	
		50870	Contract Services	21,334.00	
		50880	Airplane Expenses	52,819.20	
		53100	Interest Expense	240,555.38	
		11000	NBSC Checking		856,632.19
			To record current year transactions		
AJE 2	Posted	11040	Petty Cash		400.00
		11050	NBSC Payroll Acct.	1,491.17	
		11300	Accounts Receivable		69,534.52
		12100	Inventory		1,787.06
		11210	Notes Rec. Andrews Aviation	2,207.56	
		13400	Vehicles	97,088.00	
		20201	Loan Payable - 2001 BMW	12,809.00	
		20750	SC Sales Tax Payable		1,463.92
		20200	Loan Payable		14,035.93
		20202	Loan Payable - Hugh		859,634.37
		11000	NBSC Checking	833,260.07	
			To adjust to client balances		
AJE 3	Posted	53120	Depreciation	47,683.41	
		13600	Accum. Depreciation		47,683.41
			To record depreciation.		
JE 4	Posted	11100	Palmetto Bank Checking	5,815.98	
		20850	Due to Andrews Aviation, Inc.	265,000.00	
		14000	Investment ABH Group		118,932.67
		11210	Notes Rec. Andrews Aviation		490,064.98
		30100	Common Stock		1.00
		30200	Retained Earnings	338,182.67	
			To record Andrews Aviation.		

Page: 2
Prepared by: WLH
Reviewed by:

Brown & Elliott PA

DREWS DISTRIBUTING, INC.
Journal Entries Report : Adjusting Entries
December 31, 2002

27/2003 8:22AM

Entry	#	Status	Account	Description	Debit	Credit
	5	Posted	11210	Notes Rec. Andrews Aviation		2,207.56
			13900	Investment in S Corporation		11,500.00
			14000	Investment ABH Group	118,932.67	
			46300	Gain\Loss Sale of Assets		105,225.11
				To record disposal of ABH Group		
JE	6	Posted	11300	Accounts Receivable	6,500.00	
			50210	Empl. Health Insurance		6,500.00
				To record insurance receivable from And Amusements.		
JE	7	Posted	13300	Computer System	8,288.95	
			50460	Computer Expenses		8,288.95
				To capitalize computer upgrades and new equipment.		
AJE	8	Posted	50650	Licenses & Fees	110.00	
			50680	Legal & Professional Fees	67.24	
			50860	Bank Charges		110.00
			50680	Legal & Professional Fees		67.24
				TO reclass license fees		
AJE	9	Posted	20202	Loan Payable - Hugh	37,000.00	
			50700	Miscellaneous	115.00	
			50650	Licenses & Fees		37,000.00
			50700	Miscellaneous		115.00
				TO reclass miscellaneous expense.		
AJE	10	Posted	50720	Travel & Entertainment	2,266.40	
			50730	Meetings & Seminars		2,266.40
				To adjust M & E.		
AJE	11	Posted	11202	Loan Receivable - TriStar		4,800.00
			11300	Accounts Receivable		2,502,177.67
			11400	Management Fee Receivable		100,000.00
			50800	Bad Debts	2,606,977.67	
				To write off bad debts		
AJE	12	Posted	20200	Loan Payable	64,035.93	
			20202	Loan Payable - Hugh		64,035.93
				To correct error in data entry.		

Brown & Elliott PA

DREWS DISTRIBUTING, INC.
Journal Entries Report : Adjusting Entries
December 31, 2002

Prepared by: WLH
Reviewed by:

27/2003 8:22AM

ry	#	Status	Accoun	Description	Debit	Credit
	13	Posted	11000	NBSC Checking		820.72
			11095	BB&T Savings		15,470.34
			11100	Palmetto Bank Checking		5,815.98
			11300	Accounts Receivable		6,500.00
			12100	Inventory		825,965.08
			12110	Lease Equipment		1,237.90
			13200	Equipment		116,992.03
			13201	9107 Security		63,327.05
			13250	Furniture & Fixtures		53,299.92
			13300	Computer System		130,188.83
			13400	Vehicles		390,790.86
			13500	Improvements	559,622.13	24,481.40
			13600	Accum. Depreciation		5,858.00
			13700	Loan Costs	5,858.00	
			13750	Accumulated Amortization	33,916.81	
			20201	Loan Payable - 2001 BMW	1,041,351.17	
			20202	Loan Payable - Hugh		
				TO record distribution to Hugh to reduc debt.		
			TOTALS		7,227,216.69	7,227,216.69

LEE, BROOME, McBAY, LUTTRELL, P.A.
Certified Public Accountants

PROCESSING AND ROUTING SHEET

CLIENT Tri-Star Communications, Inc

ADDRESS

CLIENT NUMBER 00658750

PERIOD ENDED 12/31/03

TAX RETURNS:

	Form No.	Prepared By	Reviewed By
Federal	1120S		
State	1120S		
Property Tax	N/A		

	Initials	Hours		Rate		Totals
Check			X		=	
Type			X		=	
Proof			X		=	
Final Review		1/4				
Assembly	PW		X		=	1600
Number of Copies		1163	X	.20	=	3260
Number of Reports						
Number of Covers			X	1.00	=	
Other Charges						12670
TOTAL PROCESSING CHARGES						17530

OTHER

PARTNER REVIEW DATE

DATE COMPLETED 7.13.04

FINANCIAL STATEMENTS REPORTING CHECKLIST

BALANCE SHEET DATE N/A

I) GENERAL

_____ 1. Engagement Letter
_____ 2. Approximate Number of A & A Hours

II) NEW CLIENT

_____ 1. New Client Acceptance Form

III) COMPILATION - WITH DISCLOSURE

_____ 1. Client Information Form (Update)
_____ 2. Compilation Procedures Checklist
_____ 3. Compilation Reporting Checklist
_____ 4. Disclosure Checklist
_____ 5. Technical Reviewer Checklist

IV) REVIEW

_____ 1. Client Information Form (Update)
_____ 2. Review Procedure Checklist
_____ 3. Representation Letter
_____ 4. Inquiry and Analytical Procedures Program & Worksheet
_____ 5. Review Reporting Checklist
_____ 6. Disclosure Checklist
_____ 7. Technical Reviewer Checklist

V) AUDIT (Non-Profit Form Numbers Preceded by an N)

_____ 1. Engagement Acceptance and Continuation Form (Updated)
_____ 2. General Procedures Checklist
_____ 3. Attorney's Letter
_____ 4. Client Representation Letter
_____ 5. Audit Planning Form
_____ 6. Planning Materiality Worksheet
_____ 7. Supervision, Review, and Approval Form
_____ 8. Disclosure Checklist
_____ 9. Audit Area Programs as Applicable (see Volume 2 of "Audits of Small Businesses")
_____ 10. Reportable Condition Letter or Document none noted.

2226

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

July 12, 2004

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

For professional services rendered in connection with the preparation of your 2003 corporate tax return:

	Form 7004 (Application for Extension)	$ 8.05
	Form 1120S (S-Corporation Return)	35.20
2	Schedule K-1 (Shareholder's Share of Inc/Ded)	16.10
	Form 4562 (Depreciation and Amortization)	8.05
	Form 4797 (Sales of Business Property)	8.05
	Retained Earn Wrk (Retained Earnings Worksheet)	8.05
	Sch K-1 Summary Wrk	8.05
	Two Year Comp Wrk-S	8.05
2	Shr Basis Wrk	16.10
	SC Form SC1120-T (Corporate Extension)	No Charge
	SC Form IC-78 (Corporate 2D Barcode)	No Charge
	SC Form SC1120S (S Corporation Return)	11.00
2	SC Shareholder Wrk	No Charge
	SC 2 Yr Comp-S Corp	No Charge
	Amount due	$ 126.70

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

July 12, 2004

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

We have prepared the enclosed returns from information provided by you without verification or audit. We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements.

Federal Filing Instructions

Your 2003 Form 1120S shows no balance due.

An authorized officer of the corporation should sign and date the return on page 1 and mail by September 15, 2004 to:

Internal Revenue Service
Cincinnati, OH 45999-0013

South Carolina Filing Instructions

Your South Carolina 2003 Form SC1120S shows no balance due. An authorized officer should sign and date the return on page 1 and mail it by September 15, 2004 to:

SC Department of Revenue
Corporation Return
Columbia, SC 29214-0100

Also enclosed is any material you furnished for use in preparing the returns. If the returns are examined, requests may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please do not hesitate to call.

Sincerely,

Lee Broome MacBay & Associates, P.A.

658750

Form **1120S**

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

▶ Do not file this form unless the corporation has timely filed Form 2553 to elect to be an S corporation.

▶ See separate instructions.

OMB No. 1545-0130

2003

For calendar year 2003, or tax year beginning , and ending

A Effective date of election as an S corporation: 1/01/98	Use the IRS label. Otherwise, print or type. Name, Number, street, and room or suite no. (If a P.O. box, see page 12 of the instr.): TRI-STAR COMMUNICATIONS, INC	C Employer identification number
B Business code number (see pages 31-33 of the Instr.): 713900	9107 ASHEVILLE HIGHWAY	D Date incorporated: 2/16/90
	City or town, state, and ZIP code: BOILING SPRINGS SC 29316	E Total assets (see page 12 of instructions): $ 1,083,472

F Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

G Enter number of shareholders in the corporation at end of the tax year ▶ 2

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See page 12 of the instructions for more information.

Income	1a	Gross rcpt. or sales	1b Less rtn. and allowances	1c Bal ▶	1c
	2	Cost of goods sold (Schedule A, line 8)			2
	3	Gross profit. Subtract line 2 from line 1c			3
	4	Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)			4
	5	Other income (loss) (attach schedule) SEE STMT 1			5 3,022,953
	6	**Total income (loss).** Add lines 3 through 5 ▶			6 3,022,953
Deductions (see page 13 of the instructions for limitations)	7	Compensation of officers			7
	8	Salaries and wages (less employment credits)			8 166,825
	9	Repairs and maintenance			9 7,888
	10	Bad debts			10
	11	Rents			11 33,042
	12	Taxes and licenses			12 21,172
	13	Interest			13
	14a	Depreciation (Attach Form 4562)	14a 400,885		
	b	Depreciation claimed on Schedule A and elsewhere on return	14b		
	c	Subtract line 14b from line 14a			14c 400,885
	15	Depletion **(Do not deduct oil and gas depletion.)**			15
	16	Advertising			16 54
	17	Pension, profit-sharing, etc., plans			17
	18	Employee benefit programs			18
	19	Other deductions (attach schedule) SEE STMT 2			19 727,566
	20	**Total deductions.** Add the amounts shown in the far right column for lines 7 through 19 ▶			20 1,357,432
	21	Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6			21 1,665,521
Tax and Payments	22	**Tax:** a Excess net passive income tax (attach sch.)	22a		
	b	Tax from Schedule D (Form 1120S)	22b		
	c	Add lines 22a and 22b (see page 17 of the instructions for additional taxes)			22c
	23	**Payments:** a 2003 estimated tax payments and amount applied from 2002 return	23a		
	b	Tax deposited with Form 7004	23b		
	c	Credit for Federal tax paid on fuels (attach Form 4136)	23c		
	d	Add lines 23a through 23c			23d
	24	Estimated tax penalty (See page 17 of instructions). Check if Form 2220 is attached ▶ ☐			24
	25	**Tax due.** If line 23d is smaller than the total of lines 22c and 24, enter amount owed.			25
	26	**Overpayment.** If line 23d is larger than the total of lines 22c and 24, enter amount overpaid			26
	27	Enter amount of line 26 you want: **Credited to 2004 estimated tax** ▶	Refunded ▶		27

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 ☐ No

Signature of officer QUENTIN S BROOM, JR Date PRESIDENT Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 7/13/04	Check if self-employed ☐	Preparer's SSN or PTIN
Firm's name (or yours if self-employed), address, and ZIP code ▶ LEE BROOME MACBAY & ASSOCIATES, P.A. PO BOX 5476 SPARTANBURG, SC 29304-5476		EIN	
		Phone no. 864-574-3620	

Schedule A Cost of Goods Sold (see page 18 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	**Total.** Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on page 1, line 2	8	

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 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the corporation? ☐ Yes ☐ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No
If "Yes," attach explanation.

Schedule B Other Information (see page 19 of instructions)

		Yes	No
1	Check method of accounting: (a) ☒ Cash (b) ☐ Accrual (c) ☐ Other (specify) ▶		
2	See pages 31 through 33 of the instructions and enter the: (a) Business activity ▶ ENTERTAINMENT (b) Product or service ▶ VIDEO GAMES		
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, address, and employer identification number and (b) percentage owned		X
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5	Check this box if the corporation has filed or is required to file **Form 8264,** Application for Registration of a Tax Shelter ▶ ☐		
6	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐ If checked, the corporation may have to file **Form 8281,** Information Return for Publicly Offered Original Issue Discount Instruments.		
7	If the corporation: (a) was a C corporation before it elected to be an S corporation **or** the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation **and** (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years ▶ $		
8	Check this box if the corporation had accumulated earnings and profits at the close of the tax year ▶ ☒		
9	Are the corporation's total receipts (see page 19 of the instructions) 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 and M-1.		X

Note: If the corporation 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.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

		(a) Pro rata share items		(b) Total amount
Income (Loss)	1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1	1,665,521
	2	Net income (loss) from rental real estate activities (attach Form 8825)	2	
	3a	Gross income from other rental activities 3a		
	b	Expenses from other rental activities (attach schedule) 3b		
	c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
	4	Portfolio income (loss):		
	a	Interest income	4a	
	b	Dividends: (1) Qualified dividends ▶ (2) Total ordinary dividends ▶	4b(2)	
	c	Royalty income	4c	
	d	Net short-term capital gain (loss): (1) Post-May 5, 2003 ▶ (2) Entire year ▶	4d(2)	
	e	Net long-term capital gain (loss): (1) Post-May 5, 2003 ▶ (2) Entire year ▶	4e(2)	
	f	Other portfolio income (loss) (attach schedule)	4f	
	5	Net section 1231 gain (loss) (attach Form 4797): (a) Post-May 5, 2003 ▶ -195,260 (b) Entire year ▶	5(b)	-195,260
	6	Other income (loss) (attach schedule)	6	

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)

		(a) Pro rata share items		(b) Total amount
Deductions	7	Charitable contributions (attach schedule)	7	
	8	Section 179 expense deduction (attach Form 4562)	8	
	9	Deductions related to portfolio income (loss) (itemize)	9	
	10	Other deductions (attach schedule)	10	
Investment Interest	11a	Interest expense on investment debts	11a	
	b (1)	Investment income included on lines 4a, 4b(2), 4c, and 4f on page 2	11b(1)	
	(2)	Investment expenses included on line 9 above	11b(2)	
Credits	12a	Credit for alcohol used as a fuel (attach Form 6478)	12a	
	b	Low-income housing credit:		
	(1)	From partnerships to which section 42(j)(5) applies	12b(1)	
	(2)	Other than on line 12b(1)	12b(2)	
	c	Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c	
	d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e	Credits related to other rental activities	12e	
	13	Other credits	13	
Adjustments and Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	59,218
	b	Adjusted gain or loss	14b	-4,051
	c	Depletion (other than oil and gas)	14c	
	d (1)	Gross income from oil, gas, or geothermal properties	14d(1)	
	(2)	Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e	Other adjustments and tax preference items (attach schedule)	14e	
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶		
	b	Gross income from all sources	15b	
	c	Gross income sourced at shareholder level	15c	
	d	Foreign gross income sourced at corporate level:		
	(1)	Passive	15d(1)	
	(2)	Listed categories (attach schedule)	15d(2)	
	(3)	General limitation	15d(3)	
	e	Deductions allocated and apportioned at shareholder level:		
	(1)	Interest expense	15e(1)	
	(2)	Other	15e(2)	
	f	Deductions allocated and apportioned at corporate level to foreign source income:		
	(1)	Passive	15f(1)	
	(2)	Listed categories (attach schedule)	15f(2)	
	(3)	General limitation	15f(3)	
	g	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g	
	h	Reduction in taxes available for credit (attach schedule)	15h	
Other	16	Section 59(e)(2) expenditures: a Type ▶ b Amount ▶	16b	
	17	Tax-exempt interest income	17	
	18	Other tax-exempt income	18	
	19	Nondeductible expenses	19	281
	20	Total property distributions (including cash) other than dividends reported on line 22 below	20	
	21	Other items and amounts required to be reported separately to shareholders (attach schedule) STMT 3		
	22	Total dividend distributions paid from accumulated earnings and profits	22	
	23	**Income (loss).** (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15g, and 16b	23	1,470,261

Note: The corporation is not required to complete Schedules L and M-1 if question 9 of Schedule B is answered "Yes."

Schedule L Balance Sheets per Books

	Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
	Cash		20,700		28,915
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets STMT 4		409,463		449,222
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments				
10a	Buildings and other depreciable assets	2,032,231		1,807,236	
b	Less accumulated depreciation	830,751	1,201,480	1,201,901	605,335
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		1,631,643		1,083,472
	Liabilities and Shareholders' Equity				
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities				
19	Loans from shareholders		1,294,067		939,067
20	Mortgages, notes, bonds payable in 1 year or more		2,109,801		446,650
21	Other liabilities (attach sch.)				
22	Capital stock		2,000		2,000
23	Additional paid-in capital				
24	Retained earnings		-1,774,225		-304,245
25	Adjustments to shareholders' equity (attach schedule)				
26	Less cost of treasury stock		( )		( )
27	Total liabilities and shareholders' equity		1,631,643		1,083,472

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1	Net income (loss) per books	1,469,980	5	Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize):	
2	Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):		a	Tax-exempt interest $	
3	Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15g, and 16b (itemize):		6	Deductions included on Schedule K, lines 1 through 11a, 15g, and 16b, not charged against book income this year (itemize):	
a	Depreciation $		a	Depreciation $	
b	Travel and entertainment $ 73		7	Add lines 5 and 6	
	STMT 5 208	281	8	Income (loss) (Schedule K, line 23). Line 4 less line 7	1,470,261
4	Add lines 1 through 3	1,470,261			

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 29 of the instructions)

		(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1	Balance at beginning of tax year	-1,814,159		
2	Ordinary income from page 1, line 21	1,665,521		
3	Other additions			
4	Loss from page 1, line 21	( )		
5	Other reductions STMT 6	(195,541)	( )	
6	Combine lines 1 through 5	-344,179		
7	Distributions other than dividend distributions			
8	Balance at end of tax year. Subtract line 7 from line 6	-344,179		

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SCHEDULE K-1 (Form 1120S)

Department of the Treasury Internal Revenue Service

Shareholder's Share of Income, Credits, Deductions, etc.

▶ See separate instructions.

For calendar year 2003 or tax year beginning , and ending

OMB No. 1545-0130

2003

Shareholder's identifying number ▶	Corporation's identifying number ▶
Shareholder's name, address, and ZIP code	Corporation's name, address, and ZIP code
H HUGH ANDREWS, II 9107 ASHEVILLE HWY BOILING SPRINGS SC 29316	TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.000000 %

B Internal Revenue Service Center where corporation filed its return ▶ CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1	832,761	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2		
	3 Net income (loss) from other rental activities	3		
	4 Portfolio income (loss):			
	a Interest income	4a		Form 1040, line 8a
	b (1) Qualified dividends	4b(1)		Form 1040, line 9b
	(2) Total ordinary dividends	4b(2)		Form 1040, line 9a
	c Royalty income	4c		Sch. E, Part I, line 4
	d (1) Net short-term capital gain (loss) (post-May 5, 2003)	4d(1)		Sch. D, line 5, col. (g)
	(2) Net short-term capital gain (loss) (entire year)	4d(2)		Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss) (post-May 5, 2003)	4e(1)		Sch. D, line 12, col. (g)
	(2) Net long-term capital gain (loss) (entire year)	4e(2)		Sch. D, line 12, col. (f)
	f Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable ln. of your rtn.)
	5a Net section 1231 gain (loss) (post-May 5, 2003)	5a	-97,630	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Net section 1231 gain (loss) (entire year)	5b	-97,630	
	6 Other income (loss) (attach schedule)	6		(Enter on applicable ln. of your rtn.)
Deductions	7 Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
	8 Section 179 expense deduction	8		See page 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss) (attach schedule)	9		
	10 Other deductions (attach schedule)	10		
Investment Interest	11a Interest expense on investment debts	11a		Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b(2), 4c, and 4f above	11b(1)		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a		Form 6478, line 10
	b Low-income housing credit:			
	(1) From section 42(j)(5) partnerships	12b(1)		Form 8586, line 5
	(2) Other than on line 12b(1)	12b(2)		
	c Qualified rehabilitation expenditures related to rental real estate activities	12c		See page 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	e Credits related to other rental activities	12e		
	13 Other credits	13		

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S. Schedule K-1 (Form 1120S) 2003

		(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a	Depreciation adjustment on property placed in service after 1986	14a	29,609	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b	Adjusted gain or loss	14b	-2,026	
	c	Depletion (other than oil and gas)	14c		
	d	(1) Gross income from oil, gas, or geothermal properties	14d(1)		
		(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e	Other adjustments and tax preference items (att. sch.)	14e		
Foreign Taxes	15a	Name of foreign country or U.S. possession ▶			Form 1116, Part I
	b	Gross income from all sources	15b		
	c	Gross income sourced at shareholder level	15c		
	d	Foreign gross income sourced at corporate level:			
		(1) Passive	15d(1)		
		(2) Listed categories (attach schedule)	15d(2)		
		(3) General limitation	15d(3)		
	e	Deductions allocated and apportioned at shareholder level:			
		(1) Interest expense	15e(1)		
		(2) Other	15e(2)		
	f	Deductions allocated and apportioned at corporate level to foreign source income:			
		(1) Passive	15f(1)		
		(2) Listed categories (attach schedule)	15f(2)		
		(3) General limitation	15f(3)		
	g	Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g		Form 1116, Part II
	h	Reduction in taxes available for credit (attach schedule)	15h		See Instructions for Form 1116
Other	16	Section 59(e)(2) expenditures:			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	a	Type ▶			
	b	Amount	16b		
	17	Tax-exempt interest income	17		Form 1040, line 8b
	18	Other tax-exempt income	18		
	19	Nondeductible expenses SEE STMT	19	141	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20	Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21	Amount of loan repayments for "Loans From Shareholders"	21	177,500	
	22	Recapture of low-income housing credit:			
	a	From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b	Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

POST-MAY 5, 2003 ADJUSTED GAIN OR LOSS ON LINE 14B -2,026

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SCHEDULE K-1 (Form 1120S)

Department of the Treasury Internal Revenue Service

Shareholder's Share of Income, Credits, Deductions, etc.

▶ See separate instructions.

For calendar year 2003 or tax year beginning , and ending

OMB No. 1545-0130

2003

Shareholder's identifying number ▶	Corporation's identifying number ▶
Shareholder's name, address, and ZIP code	Corporation's name, address, and ZIP code
QUENTIN S BROOM, JR 1041 W.O. EZELL BLVD SPARTANBURG SC 29301	TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 50.000000 %

B Internal Revenue Service Center where corporation filed its return ▶ CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ▶

D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1	832,760	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2		
	3 Net income (loss) from other rental activities	3		
	4 Portfolio income (loss):			
	a Interest income	4a		Form 1040, line 8a
	b (1) Qualified dividends	4b(1)		Form 1040, line 9b
	(2) Total ordinary dividends	4b(2)		Form 1040, line 9a
	c Royalty income	4c		Sch. E, Part I, line 4
	d (1) Net short-term capital gain (loss) (post-May 5, 2003)	4d(1)		Sch. D, line 5, col. (g)
	(2) Net short-term capital gain (loss) (entire year)	4d(2)		Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss) (post-May 5, 2003)	4e(1)		Sch. D, line 12, col. (g)
	(2) Net long-term capital gain (loss) (entire year)	4e(2)		Sch. D, line 12, col. (f)
	f Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable ln. of your rtn.)
	5a Net section 1231 gain (loss) (post-May 5, 2003)	5a	-97,630	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Net section 1231 gain (loss) (entire year)	5b	-97,630	
	6 Other income (loss) (attach schedule)	6		(Enter on applicable ln. of your rtn.)
Deductions	7 Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
	8 Section 179 expense deduction	8		See page 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss) (attach schedule)	9		
	10 Other deductions (attach schedule)	10		
Investment Interest	11a Interest expense on investment debts	11a		Form 4952, line 1
	b (1) Investment income included on lines 4a, 4b(2), 4c, and 4f above	11b(1)		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Investment expenses included on line 9 above	11b(2)		
Credits	12a Credit for alcohol used as fuel	12a		Form 6478, line 10
	b Low-income housing credit:			
	(1) From section 42(j)(5) partnerships	12b(1)		Form 8586, line 5
	(2) Other than on line 12b(1)	12b(2)		
	c Qualified rehabilitation expenditures related to rental real estate activities	12c		See page 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	e Credits related to other rental activities	12e		
	13 Other credits	13		

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2003

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a	29,609	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	-2,025	
	c Depletion (other than oil and gas)	14c		
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)		
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e Other adjustments and tax preference items (att. sch.)	14e		
Foreign Taxes	15a Name of foreign country or U.S. possession ▶			Form 1116, Part I
	b Gross income from all sources	15b		
	c Gross income sourced at shareholder level	15c		
	d Foreign gross income sourced at corporate level:			
	(1) Passive	15d(1)		
	(2) Listed categories (attach schedule)	15d(2)		
	(3) General limitation	15d(3)		
	e Deductions allocated and apportioned at shareholder level:			
	(1) Interest expense	15e(1)		
	(2) Other	15e(2)		
	f Deductions allocated and apportioned at corporate level to foreign source income:			
	(1) Passive	15f(1)		
	(2) Listed categories (attach schedule)	15f(2)		
	(3) General limitation	15f(3)		
	g Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g		Form 1116, Part II
	h Reduction in taxes available for credit (attach schedule)	15h		See Instructions for Form 1116
Other	16 Section 59(e)(2) expenditures:			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	a Type ▶			
	b Amount	16b		
	17 Tax-exempt interest income	17		Form 1040, line 8b
	18 Other tax-exempt income	18		
	19 Nondeductible expenses SEE STMT	19	140	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21 Amount of loan repayments for "Loans From Shareholders"	21	177,500	
	22 Recapture of low-income housing credit:			
	a From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

POST-MAY 5, 2003 ADJUSTED GAIN OR LOSS ON LINE 14B -2,025

658750

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172

2003

Attachment Sequence No. **67**

Name(s) shown on return: TRI-STAR COMMUNICATIONS, INC

Identifying number:

Business or activity to which this form relates: ENTERTAINMENT - VIDEO GAMES

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	100,000
2	Total cost of section 179 property placed in service (see page 2 of the instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	400,000
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 2 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 2002 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 2004. 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 instr.)	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 4 of the instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2003	17	399,110
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 ▶ ☐		

Section B-Assets Placed in Service During 2003 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 2003 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 6 of the instructions)

21	Listed property. Enter amount from line 28	21	1,775
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	400,885
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** (2003)

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See page 7 of the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? [X] Yes [ ] No 24b If "Yes," is the evidence written? [ ] Yes [X] No

(a) Type of prop. (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 6 of the instructions)						25		
26 Property used more than 50% in a qualified business use (see page 6 of the instructions):								
1997 FORD TRUCK	11/15/98	100.00 %	15,329	15,329	5.0	200DB	1,775	
		%						
27 Property used 50% or less in a qualified business use (see page 6 of the instructions):								
		%				S/L-		
		%				S/L-		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28	1,775	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles-see page 2 of the instructions)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see page 8 of the instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2003 tax year (see page 9 of the instructions):					
43 Amortization of costs that began before your 2003 tax year				43	
44 **Total.** Add amounts in column (f). See page 9 of the instructions for where to report				44	

658750

Form **4797**

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No. 1545-0184

2003

Attachment Sequence No. **27**

Name(s) shown on return

TRI-STAR COMMUNICATIONS, INC

Identifying number

1 Enter the gross proceeds from sales or exchanges reported to you for 2003 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I **Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year** (See instructions.)

	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) for entire year, Subtract (f) from the sum of (d) and (e)	(h) Post-May 5, 2003, gain or (loss)* (see below)
2	LEASEHOLD IMPROVEMENTS - ABANDONED	6/26/00	12/31/03		29,734	224,994	-195,260	-195,260

3	Gain, if any, from Form 4684, line 39	3		
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37	4		
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5		
6	Gain, if any, from line 32, from other than casualty or theft	6		
7	Combine lines 2 through 6 in columns (g) and (h). Enter the gain or (loss) here and on the appropriate line as follows:	7	-195,260	-195,260

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 6, or Form 1120S, Schedule K, line 5. Skip lines 8, 9, 11, and 12 below.

All others. If line 7, column (g), is zero or a loss, enter that amount on line 11 below and skip lines 8, 9, and 12. If line 7, column (g), is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain or (loss) in each column as a long-term capital gain or (loss) on Schedule D and skip lines 8, 9, 11, and 12 below.

8	Nonrecaptured net section 1231 losses from prior years (see instructions)	8		
9	Subtract line 8 from line 7. If line 9, column (g), is zero or less, enter -0- in column (g). If line 9, column (g) is zero, enter the gain from line 7, column (g), on line 12 below. If line 9, column (g), is more than zero, enter the amount from line 8, column (g), on line 12 below and include the gain or (loss) in each column of line 9 as a long-term capital gain or (loss) on Schedule D (see instructions)	9		

*Corporations (other than S corporations) should not complete column (h). Partnerships and S corporations must complete column (h). All others must complete column (h) only if line 7, column (g), is a gain and the amount, if any, on line 8, column (g), does not equal or exceed the gain on line 7, column (g). Include in column (h) all gains and losses from column (g) from sales, exchanges, or conversions (including installment payments received) after May 5, 2003. However, do not include gain attributable to unrecaptured section 1250 gain.

Part II **Ordinary Gains and Losses**

10 Ordinary gains and losses not included on lines 11 through 17 (include property held 1 year or less):

11	Loss, if any, from line 7, column (g)	11	( )	
12	Gain, if any, from line 7, column (g), or amount from line 8, column (g) if applicable	12		
13	Gain, if any, from line 31	13		
14	Net gain or (loss) from Form 4684, lines 31 and 38a	14		
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15		
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16		
17	Recapture of section 179 expense deduction for partners and S corporation shareholders for property dispositions from 2002-2003 fiscal year partnerships and S corporations (see instructions)	17		
18	Combine lines 10 through 17. Enter the gain or (loss) here and on the appropriate line as follows:	18		
a	**For all except individual returns.** Enter the gain or (loss) from line 18 on the return being filed.			
b	**For individual returns:**			
(1)	If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18b(1)." See instructions	18b(1)		
(2)	Redetermine the gain or (loss) on line 18 excluding the loss, if any, on line 18b(1). Enter here and on Form 1040, line 14	18b(2)		

658750

Form **7004**
(Rev. September 2003)

Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Corporation Income Tax Return

OMB No. 1545-0233

Name of corporation
TRI-STAR COMMUNICATIONS, INC

Employer identification number

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)
9107 ASHEVILLE HIGHWAY

City or town, state, and ZIP code
BOILING SPRINGS SC 29316

Check type of return to be filed:

- ☐ Form 990-C
- ☐ Form 1120
- ☐ Form 1120-A
- ☐ Form 1120-F
- ☐ Form 1120-FSC
- ☐ Form 1120-H
- ☐ Form 1120-L
- ☐ Form 1120-ND
- ☐ Form 1120-PC
- ☐ Form 1120-POL
- ☐ Form 1120-REIT
- ☐ Form 1120-RIC
- ☒ Form 1120S
- ☐ Form 1120-SF

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

1 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 9/15/04, to file the income tax return of the corporation named above for ▶ ☒ calendar year 20 03 or ▶ ☐ tax year beginning ..... , and ending .....

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

3	Tentative tax (see instructions)			3	0
4	**Payments and refundable credits:** (see instructions)				
a	Overpayment credited from prior year	4a			
b	Estimated tax payments for the tax year	4b			
c	Less refund for the tax year applied for on Form 4466	4c	Bal ▶ 4d		
e	Credit for tax paid on undistributed capital gains (Form 2439)		4e		
f	Credit for Federal tax on fuels (Form 4136)		4f		
5	Total. Add lines 4d through 4f (see instructions)			5	0
6	**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)			6	0

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.

Timothy L. Russell — (Signature of officer or agent)
CPA — (Title)
3/10/04 — (Date)

For Paperwork Reduction Act Notice, see instructions.

Form **7004** (Rev. 9-2003)

658750 TRI-STAR COMMUNICATIONS, INC

Federal Statements

FYE: 12/31/2003

Statement 1 - Form 1120S, Page 1, Line 5 - Other Income

Description	Amount
COMMISSIONS	$ 1,364,000
MISCELLANEOUS	10,802
CANCELLATION OF DEBT	1,648,151
TOTAL	$ 3,022,953

Statement 2 - Form 1120S, Page 1, Line 19 - Other Deductions

Description	Amount
AUTO EXPENSE	$ 1,145
CONTRACT LABOR	35,521
INSURANCE	26,301
PROFESSIONAL FEES	38,006
MISCELLANEOUS	95
OFFICE EXPENSE	2,383
POSTAGE & FREIGHT	18,137
SECURITY	280
SUPPLIES & PARTS	536,653
TELEPHONE	6,234
UTILITIES	3,510
TRAVEL & LODGING	59,228
50% OF MEALS & ENTERTAINMENT	73
TOTAL	$ 727,566

Statement 3 - Form 1120S, Page 3, Sch K, Line 21 - Other Items & Amounts Reported Separately

Description	Amount
POST-MAY 5, 2003 ADJUSTED GAIN OR LOSS ON LINE 14B	$ -4,051
TOTAL	$ -4,051

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

Description	Beginning of Year	End of Year
NOTES RECEIVABLE	$ 409,463	$ 449,222
TOTAL	$ 409,463	$ 449,222

Statement 5 - Form 1120S, Page 4, Schedule M-1, Line 3 - Expense on Books Not on Return

Description	Amount
PENALTIES	$ 208
TOTAL	$ 208

Statement 6 - Form 1120S, Page 4, Schedule M-2, Line 5(a) - Other Reductions

Description	Amount
PENALTIES	$ 208
DISALLOWED ENTERTAINMENT EXP	73
NET SEC 1231 LOSS	195,260
TOTAL	$ 195,541

Federal Statements

H HUGH ANDREWS, II

SSN:

Form 1120S, Schedule K-1, Line 19 - Nondeductible Expenses

Description		Amount
PENALTIES	$	208
PAGE 1 MEALS/ENTERTAINMENT		73
S-CORPORATION TOTAL:		281
SHAREHOLDER PERCENTAGE:	X	50.000000%
SHAREHOLDER AMOUNT:		141

Form 1120S, Page 1, Line 12 - Taxes and Licenses

Description	Amount
PAYROLL TAXES	$ 16,038
PROPERTY TAXES	4,874
TAXES & LICENSES	260
TOTAL	$ 21,172

Form 1120S, Page 3, Schedule K, Line 19 - Nondeductible Expenses

Description	Amount
PENALTIES	$ 208
PAGE 1 MEALS/ENTERTAINMENT	73
TOTAL	$ 281

658750

IC-78
(Rev. 9/5/03)
3383

STATE OF SOUTH CAROLINA
CORPORATION
INCOME TAX RETURN
Return is due on or before the 15th day of the 3rd month following the close of the taxable year.

SC FILE # 21124438-5

INCOME TAX PERIOR ENDING 12/31/03
LICENSE FEE PERIOD ENDING 12/31/04

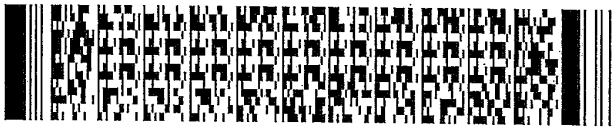
This is page 1 of your return. You **must** include this page for your return to be complete.

FED EI # [redacted]
NAME TRI-STAR COMMUNICATIONS, INC
MAILING ADDRESS 9107 ASHEVILLE HIGHWAY
CITY BOILING SPRINGS STATE SC ZIP CODE 29316

Reprint all pages if any adjustments are made to capture the information in Barcode.

Mail this return to: SCDOR, Corporation Return, Columbia, SC 29214-0100

1120/1120S barcode



1120-TC barcode

Staple check or money order here

658750

STATE OF SOUTH CAROLINA
'S' CORPORATION INCOME TAX RETURN

SC 1120S
(Rev. 8/15/03)
3095

Return is due on or before the 15th day of the 3rd month following the close of the taxable year.

SC FILE # 21124438-5
INCOME TAX PERIOD ENDING 12/31/03
LICENSE FEE PERIOD ENDING 12/31/04
FED EI #
NAME TRI-STAR COMMUNICATIONS, INC
MAILING ADDR. 9107 ASHEVILLE HIGHWAY
CITY BOILING SPRINGS STATE SC
ZIP CODE 29316
Change of ☐ Address ☐ Accounting Period

Check if ▶ ☐ QSSS

Total Gross Receipts. ▶ 2,827,693

Total cost of depreciable personal property in SC. ▶ 1,807,236

If Filing a Final Return, See Instructions for Further Information.
▶ ☐ Merged ☐ Reorganized ☐ Dissolved ☐ Withdrawn

Mail this return to: SCDOR, Corporation Return, Columbia, SC 29214-0100

Does the Corporation have any Shareholders who are nonresidents of South Carolina? ☐ Yes ☒ No

PART I COMPUTATION OF INCOME TAX LIABILITY

1.	**Total of line 1 through 6, Schedule K of Federal Form 1120S**	▶ 1.	1,470,261
2.	Net Adjustment from line 15, Schedule A and B	2.	
3.	Total Net Income as Reconciled (add line 1 plus or minus line 2)	▶ 3.	1,470,261
4.	If Multi-state Corporation, enter amount from line 2, Schedule G; otherwise, enter amount from line 3	▶ 4.	1,470,261
5.	LESS: Income on line 4 taxed to shareholders of S Corporation	5. <	1,470,261 >
6.	South Carolina Net Income subject to tax (line 4 less line 5)	▶ 6.	0
7.	TAX: Multiply amount on line 6 by .05 (5.0%)	7.	0
8.	Payments: (a) Tax Withheld (see instructions) ▶ _____ (b) Paid by Declaration ▶ _____ (c) Paid with Tentative Return ▶ _____ (d) Credit from Line 23b ▶ _____		
9.	Total Payments (add lines 8a through 8d)	9.	0
10.	Balance of Tax Due (line 7 less line 9)	▶ 10.	0
11.	Interest Due ▶ _____ Penalty Due ▶ _____ (See penalty & int. instr.) Enter Total	▶ 11.	
12.	**TOTAL INCOME TAX,** Interest and Penalty Due (add lines 10 and 11) **BALANCE DUE**	12.	0
13.	**OVERPAYMENT** (line 9 less line 7) _____ To be applied as follows: (a) Estimated Tax ▶ _____ (b) License Fee ▶ _____ (c) Refunded ▶		

PART II COMPUTATION OF LICENSE FEE

14.	Total Capital And Paid in Surplus (Multi-State Corporations See Schedule E)	▶ 14.	2,000
15.	FEE DUE - Line 14 x .001, plus $15.00 **(Fee cannot be less than $25.00 per taxpayer)**	15.	25
16.	LESS: Applicable Credits against License Fee (attach SC1120-TC)	16.	
17.	Balance (line 15 less line 16)	17.	25
18.	Payments: (a) Paid with Tentative Return ▶ 25 (b) Credit from line 13b ▶ _____		
19.	Total Payments (add line 18(a) and (b))	19.	25
20.	Balance of Fee Due (line 17 less line 19)	▶ 20.	0
21.	Interest Due ▶ _____ Penalty Due ▶ _____ (See penalty & int. instr.) Enter Total.	▶ 21.	
22.	**TOTAL LICENSE FEE,** Interest and Penalty Due (add lines 20 and 21) **BALANCE DUE**	22.	0
23.	**OVERPAYMENT** (line 19 less line 17) _____ To be applied as follows: (a) Estimated Tax ▶ _____ (b) Income Tax ▶ _____ (c) Refunded ▶		
24.	**GRAND TOTAL: INCOME TAX and LICENSE FEE DUE (add lines 12 and 22)** EFT ☐	▶ 24.	0

Make check payable to: SC Department of Revenue.

A COMPLETE COPY OF FEDERAL RETURN MUST BE ATTACHED TO THIS RETURN.

Please Sign Here

I, the undersigned, a principal officer of the corporation for which this return is made declare that this return, including accompanying Annual statements and schedules, has been examined by me and is to the best of my knowledge and belief, a true and complete return.

Signature of officer QUENTIN S BROOM, JR Date PRESIDENT Title 864-578-4444 Telephone Number

I **authorize** the Director of the Department of Revenue or delegate to discuss this return, attachments and related tax matters with the preparer. Yes ☒ No ☐

Preparer's Printed Name TIMOTHY L. RUSSELL

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed ▶ ☐ Preparer's telephone number 864-574-3620

Firm's name (or yours if self-employed) and address LEE BROOME MACBAY & ASSOCIATES, P.A.
PO BOX 5476
SPARTANBURG, SC

EI # ▶

ZIP Code ▶ 29304-5476

658750

SC1120S TRI-STAR COMMUNICATIONS, INC 21124438-5

SCHEDULE A AND B ADDITIONS TO FEDERAL NET INCOME

1. Taxes on or Measured By Income	1.	
2. Excess net passive income subject to federal tax	2.	
3. Taxable portion of certain built-in gains subject to federal tax	3.	
4.	4.	
5.	5.	
6. Other Additions (attach schedule)	6.	
7. Total Additions (add lines 1 through 6)	7.	

DEDUCTIONS FROM FEDERAL NET INCOME

8.	8.	
9.	9.	
10.	10.	
11.	11.	
12.	12.	
13. Other Deductions (attach schedule)	13.	
14. Total Deductions (add lines 8 through 13)	14.	
15. Net Adjustment (line 7 less line 14) Also enter on line 2, Part I, SC1120S	15.	

SCHEDULE C RESERVED

SCHEDULE D ANNUAL REPORT TO BE COMPLETED BY ALL CORPORATIONS

1. Name TRI-STAR COMMUNICATIONS, INC
2. Incorporated under the laws of the State of SOUTH CAROLINA
3. Location of the Registered Office of the Corporation in the State of SC is 9107 ASHEVILLE HIGHWAY
   In the City of BOILING SP Registered Agent at such address is QUENTIN S BROOM, JR
4. Location of principal office (street address) 9107 ASHEVILLE HIGHWAY
   Nature of principal business in SC ENTERTAINMENT
5. The total number of **authorized** shares of capital stock, itemized by class and series, if any, within each class is as follows:
   NUMBER OF SHARES: _____ CLASS: _____ SERIES: _____
6. The total number of **issued** and **outstanding** shares of capital stock itemized by class and series, if any, within each class is as follows:
   NUMBER OF SHARES: 2,000 CLASS: COMMON SERIES: _____
7. The names and business addresses of the directors (or individuals functioning as directors) and principal officers in the Corporation are:
   (If additional space is necessary, attach separate schedule).

NAME	BUSINESS ADDRESS AND OFFICE	
QUENTIN S BROOM, JR	9107 ASHEVILLE HWY	BOILING SPRINGS, SC 29316
H HUGH ANDREWS, II	9107 ASHEVILLE HWY	BOILING SPRINGS, SC 29316

8. Date Incorporated 2/16/90 Date commenced business in the State of South Carolina was 2/16/90
9. Date of this report 12/31/03 Fed EI # _____
10. If Foreign Corporation, the date qualified to do business in the State of South Carolina is _____
11. Was the name of the Corp. changed during the yr.? NO Give old name _____
12. The Corporation's books are in the care of QUENTIN S BROOM, JR
    Located at (street address) 9107 ASHEVILLE HIGHWAY
13. The total amount of stated capital per balance sheet is:
    A. Total paid in Capital Stock (cannot be a negative amount) $ 2,000
    B. Total paid in Capital Surplus (cannot be a negative amount) $ _____
    C. Total amount of stated Capital (cannot be a negative amount) $ 2,000

Street	City	State
Audit Location: 9107 ASHEVILLE HIGHWAY	SPARTANBURG	SC

Audit Contact: QUENTIN S BROOM, JR Telephone Number: 864-578-4444

SCHEDULE SC-K

***Enter amounts from corresponding lines on your federal Schedule K in Column A.**

	(A)* Amounts From Federal Schedule K	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States Other than SC	(E) Col. (C) Amounts Apportioned or Allocated in SC
1	Ordinary Business Income (loss) 1,665,521		1,665,521		1,665,521
2	Net Real Estate Rents				
3	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) -195,260		-195,260		-195,260
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related To Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp.				

Non-Refundable Tax Credits: Enter Total Credits from SC1120-TC, line 22. .....

SC1120-TC must be attached to return.

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Form **SC 1120S**

SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 1

Income tax period ending 12/31/03

2003

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Social Security Number	SC File Number 21124438-5
Shareholder's Name H HUGH ANDREWS, II 9107 ASHEVILLE HWY BOILING SPRINGS SC 29316	Corporation's Name TRI-STAR COMMUNICATIONS, INC 9107 ASHEVILLE HIGHWAY BOILING SPRINGS SC 29316
Percentage of Ownership 50.000000	Employer Identification Number
Composite Filer	

	(A) Amounts From Federal Schedule K-1	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K-1 Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States Other Than SC	(E) Col. (C) Amounts Apportioned or Allocated To SC-Col (C) Minus Col (D)
1	Ordinary Business Income (loss) 832,761		832,761		832,761
2	Net Real Estate Rents				
3c	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) -97,630		-97,630		-97,630
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related to Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp				

Dividends taxable to resident shareholders .....

Composite taxes paid .....

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Form SC 1120S	SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 2	2003
	Income tax period ending 12/31/03	

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Social Security Number	SC File Number 21124438-5
Shareholder's Name H HUGH ANDREWS, II	Corporation's Name TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HWY	
BOILING SPRINGS SC 29316	9107 ASHEVILLE HIGHWAY
Percentage of Ownership 50.000000	BOILING SPRINGS SC 29316
Composite Filer	Employer Identification Number

Shareholder Amounts of Non-Refundable Tax Credits

		Amount
A	Drip/Trickle Irrigation Systems Credit (TC-1)	A
B	Minority Business Credit (TC-2)	B
C	Water Resources Credit (TC-3)	C
D	New Jobs Credit (TC-4)	D
E	Scenic River Tax Credit (TC-5)	E
F	Palmetto Seed Capital Credit (TC-7)	F
G	Credit for Child Care Program (TC-9)	G
H	Base Closure/Fed Facility Employment Reduction Hiring Credit (TC-10)	H
I	Economic Impact Zone Property Investment Credit (TC-11)	I
J	Credit for Hiring Recipients of FIP (TC-12)	J
K	Additional Credit for Hiring Recipients of FIP (TC-12A)	K
L	Motion Picture Credits (TC-13)	L
M	Community Development Tax Credit (TC-14)	M
N	Corporate Tax Moratorium per Section 12-10-35 (TC-15)	N
O	Corporate Tax Moratorium per Section 12-6-3365 (TC-16)	O
P	Recycling Property Tax Credit (TC-17)	P
Q	Credit for Qualified Conservation Contribution of Real Property (TC-19)	Q
R	Credit for Expenses Incurred through Brownfields Voluntary Cleanup Program (TC-20)	R
S	Credit for Certified Historic Structure (TC-21)	S

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Form **SC 1120S**

SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 1

Income tax period ending 12/31/03

2003

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Social Security Number	SC File Number 21124438-5
Shareholder's Name QUENTIN S BROOM, JR	Corporation's Name TRI-STAR COMMUNICATIONS, INC
1041 W.O. EZELL BLVD	
SPARTANBURG SC 29301	9107 ASHEVILLE HIGHWAY
Percentage of Ownership 50.000000	BOILING SPRINGS SC 29316
Composite Filer	Employer Identification Number

	(A) Amounts From Federal Schedule K-1	(B) Plus or Minus South Carolina Adjustments	(C) Federal Schedule K-1 Amounts After SC Adjustments	(D) Col. (C) Amounts Apportioned or Allocated to States Other Than SC	(E) Col. (C) Amounts Apportioned or Allocated To SC-Col (C) Minus Col (D)
1	Ordinary Business Income (loss) 832,760		832,760		832,760
2	Net Real Estate Rents				
3c	Net - Other Rents				
4a	Interest Income				
4b	Dividend Income				
4c	Royalty Income				
4d	Net Short Term Cap. Gain (loss)				
4e	Net Long Term Cap. Gain (loss)				
4f	Other Portfolio Income				
5	Sec. 1231 Gain (loss) -97,630		-97,630		-97,630
6	Other Income				
7	Charitable Contributions				
8	Sec. 179 Exp. Deduction				
9	Deductions Related to Portfolio Income				
10	Other Deductions				
11	Investment Interest Exp				

Dividends taxable to resident shareholders .....

Composite taxes paid .....

658750

Form **SC 1120S**

SC Shareholder's Share of Income, Deductions, etc. Worksheet, P 2

Income tax period ending 12/31/03

2003

SHAREHOLDER INFORMATION	CORPORATION INFORMATION
Social Security Number	SC File Number 21124438-5
Shareholder's Name QUENTIN S BROOM, JR	Corporation's Name TRI-STAR COMMUNICATIONS, INC
1041 W.O. EZELL BLVD	
SPARTANBURG SC 29301	9107 ASHEVILLE HIGHWAY
Percentage of Ownership 50.000000	BOILING SPRINGS SC 29316
Composite Filer	Employer Identification Number

Shareholder Amounts of Non-Refundable Tax Credits

		Amount
A	Drip/Trickle Irrigation Systems Credit (TC-1)	A
B	Minority Business Credit (TC-2)	B
C	Water Resources Credit (TC-3)	C
D	New Jobs Credit (TC-4)	D
E	Scenic River Tax Credit (TC-5)	E
F	Palmetto Seed Capital Credit (TC-7)	F
G	Credit for Child Care Program (TC-9)	G
H	Base Closure/Fed Facility Employment Reduction Hiring Credit (TC-10)	H
I	Economic Impact Zone Property Investment Credit (TC-11)	I
J	Credit for Hiring Recipients of FIP (TC-12)	J
K	Additional Credit for Hiring Recipients of FIP (TC-12A)	K
L	Motion Picture Credits (TC-13)	L
M	Community Development Tax Credit (TC-14)	M
N	Corporate Tax Moratorium per Section 12-10-35 (TC-15)	N
O	Corporate Tax Moratorium per Section 12-6-3365 (TC-16)	O
P	Recycling Property Tax Credit (TC-17)	P
Q	Credit for Qualified Conservation Contribution of Real Property (TC-19)	Q
R	Credit for Expenses Incurred through Brownfields Voluntary Cleanup Program (TC-20)	R
S	Credit for Certified Historic Structure (TC-21)	S

(23)

658750

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE
TENTATIVE CORPORATION TAX RETURN AND CONDITIONAL EXTENSION

SC1120-T
(Rev. 8/26/03)
3096

SC CORPORATE FILE #	FOR ACCOUNTING PERIOD ENDING
21124438-5	12/31/03
	9/15/04
FED EI #	Return extended to

Signature Timothy L Russell, CPA Date 3/10/04

Corporate Name and Address
TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS SC 29316

1. Tentative Tax Based on Net Income		0
2. LESS: Estimated Tax Payments		0
3. Tentative Tax Due	▶	0
	14-0804	
4. Total Capital and Paid in Surplus 2,000 x .001 plus $15.00 but not less than $25.00 Tentative License Fee	▶	25
	14-0401	
5. Balance Remitted		25

TENTATIVE

CHECK IF: ☐ Consolidated Return Attach a schedule listing each member. ☐ Bank or S & L
☐ QSSS Election Attach a schedule listing each member. ☐ Utility or Electric Coop

CUT HERE

TRI STAR COMMUNICATIONS, INC.
P O BOX 4914
SPARTANBURG, SC 29305

4370

67-103/532

DATE 3/14/04

PAY TO THE ORDER OF S.C. Dept. of Revenue $ 25.00

twenty-five dollars 00/100 DOLLARS

Security Features Details on Back.

ARTHUR STATE BANK
The Affiliated Family of Banks
Spartanburg, South Carolina 29302

FOR TCR 03 ext

David S. Brown

MP

658750

Lee Broome MacBay & Associates, P.A.
PO Box 5476
Spartanburg, SC 29304-5476
864-574-3620

March 9, 2004

CONFIDENTIAL

TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS, SC 29316

Dear :

We have prepared the enclosed extension forms from information provided by you without verification or audit. We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements.

Federal Filing Instructions

Your 2003 Form 7004 shows no amount due. An authorized officer of the corporation should sign and date the form and mail it by March 15, 2004 to:

Internal Revenue Service
Cincinnati, OH 45999-0013

The federal extension is valid until September 15, 2004; therefore, your completed corporate return must be filed on or before this date. We will be contacting you in advance of this date with the completed return.

South Carolina Filing Instructions

Your South Carolina 2003 Form SC1120-T shows an amount due of $25. An authorized officer of the corporation should sign and date the form and mail it with your check payable to SC Department of Revenue by March 15, 2004. Write "SC File No. 21124438-5, and 2003 Form SC1120-T" on the check and mail to:

SC Department of Revenue
Corporation Tenative
Columbia, SC 29214-0006

The South Carolina extension is valid until September 15, 2004; therefore, your completed Form SC1120S must be filed on or before this date. We will be contacting you in advance of this date with the completed return.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please do not hesitate to call.

Sincerely,

Lee Broome MacBay & Associates, P.A.

658750

Form **7004**
(Rev. September 2003)

Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Corporation Income Tax Return

OMB No. 1545-0233

Name of corporation
TRI-STAR COMMUNICATIONS, INC

Employer identification number

Number, street, and room or suite no. (If a P.O. box or outside the United States, see instructions.)
9107 ASHEVILLE HIGHWAY

City or town, state, and ZIP code
BOILING SPRINGS SC 29316

Check type of return to be filed:

- [ ] Form 990-C
- [ ] Form 1120
- [ ] Form 1120-A
- [ ] Form 1120-F
- [ ] Form 1120-FSC
- [ ] Form 1120-H
- [ ] Form 1120-L
- [ ] Form 1120-ND
- [ ] Form 1120-PC
- [ ] Form 1120-POL
- [ ] Form 1120-REIT
- [ ] Form 1120-RIC
- [X] Form 1120S
- [ ] Form 1120-SF

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

1 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 9/15/04, to file the income tax return of the corporation named above for ▶ [X] calendar year 20 03 or ▶ [ ] tax year beginning ..... , and ending .....

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

3	Tentative tax (see instructions)			3	0
4	**Payments and refundable credits:** (see instructions)				
a	Overpayment credited from prior year	4a			
b	Estimated tax payments for the tax year	4b			
c	Less refund for the tax year applied for on Form 4466	4c	Bal ▶ 4d		
e	Credit for tax paid on undistributed capital gains (Form 2439)		4e		
f	Credit for Federal tax on fuels (Form 4136)		4f		
5	Total. Add lines 4d through 4f (see instructions)			5	0
6	**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)			6	0

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.

Timothy L. Runnion — (Signature of officer or agent)
CPA — (Title)
3/10/04 — (Date)

For Paperwork Reduction Act Notice, see instructions.

Form **7004** (Rev. 9-2003)

6557/50

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE
TENTATIVE CORPORATION TAX RETURN AND CONDITIONAL EXTENSION

SC1120-T
(Rev. 8/26/03)
3096

SC CORPORATE FILE #	FOR ACCOUNTING PERIOD ENDING
21124438-5	12/31/03
	9/15/04
FED EI #	Return extended to

Signature Timothy L. Russell, CPA Date 3/10/04

Corporate Name and Address
TRI-STAR COMMUNICATIONS, INC
9107 ASHEVILLE HIGHWAY
BOILING SPRINGS SC 29316

CHECK IF: ☐ Consolidated Return Attach a schedule listing each member. ☐ Bank or S & L
☐ QSSS Election Attach a schedule listing each member. ☐ Utility or Electric Coop

CUT HERE

1. Tentative Tax Based on Net Income		0
2. LESS: Estimated Tax Payments		0
3. Tentative Tax Due	▶ 14-0804	0
4. Total Capital and Paid in Surplus 2,000 x .001 plus $15.00 but not less than $25.00 Tentative License Fee	▶ 14-0401	25
5. Balance Remitted		25

TENTATIVE

TRI STAR COMMUNICATIONS, INC.
P O BOX 4914
SPARTANBURG, SC 29305

4370

67-103/532

PAY TO THE ORDER OF S.C. Dept. of Revenue DATE 3/14/04

twenty-five dollars 00/100 $25.00 DOLLARS

Security Features Details on Back.

ARTHUR STATE BANK
The Affiliated Family of Banks
Spartanburg, South Carolina 29302

FOR TC 03 ext

Daniel S. Broom

MP

658750

Diagnostic Worksheet

Form **1120S** | For calendar year 2003 or tax year beginning , ending | **2003**

Name: TRI-STAR COMMUNICATIONS, INC

Employer Identification Number:

Page 1 Calculation		Schedule M-1		Next Year's Estimates	
Total income	3,022,953	Sch M-1	1,470,261	1st qtr	0
Total deductions	1,357,432	Sch K, Ln 23	1,470,261	2nd qtr	0
Ordinary income	1,665,521	Difference	0	3rd qtr	0
				4th qtr	0
Excess passive income tax	0	Total # of shareholders	2	Total	0
Schedule D taxes	0	Shareholder %	100.000000		
Recapture taxes	0				
Total tax	0		Prior Year	Schedule L	Current Year
Payments	0	Assets	1,631,643		1,083,472
Other credits	0	Liabilities	1,631,643		1,083,472
2220 Penalty	0	Difference	0		0
Overpayment applied	0				
Due/-Refund per Page 1	0		Sch L	Retained Earnings	Sch M-2
Failure to file penalty	0	AAA	-344,179		-344,179
Failure to pay penalty	0	OAA	0		0
Late filing interest	0	UTI	0		0
Net Due/-Refund	0	R.E. Unapprop	39,934		39,934
		Total	-304,245		-304,245

Diagnostic Messages

- FYI - LOAN REPAYMENT HAS BEEN LIMITED FOR QUENTIN S BROOM, JR
- FYI - THE PROGRAM AUTOMATICALLY CALCULATED SCH M-1 NET INCOME PER BOOKS
- FYI - FORM 4562, SEC B MAY BE REQ'D; PLEASE REVIEW RTN FOR COMPLETENESS
- FYI - PREPARER 'TIMOTHY L. RUSSELL', STAFF 'TIM RUSSELL'

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Shareholder's Basis Worksheet Page 1

Form **1120S** Schedule K-1 | For calendar year 2003 or tax year beginning , , ending | **2003**

Name TRI-STAR COMMUNICATIONS, INC
H HUGH ANDREWS, II

Taxpayer Identification Number

Stock Basis

Beginning of year		0
Capital contributions		
Additions:		
Income items:		
Ordinary income	832,761	
Net income from rental real estate activities		
Net income from other rental activities		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Other portfolio income		
Tax-exempt interest and other income		
Net gain under Section 1231		
Other income		832,761
Other increases		
Subtotal		832,761
Subtractions:		
Nondeductible noncapital expenses		141
Deductible items:		
Ordinary loss		
Net loss from rental real estate activities		
Net loss from other rental activities		
Net short-term capital loss		
Net long-term capital loss		
Other portfolio loss		
Net loss under Section 1231	97,630	
Other losses		
Charitable contributions		
Section 179 expense		
Deductions related to portfolio income		
Other deductions		
Interest expense on investment debts		
Foreign taxes		
Section 59(e) expenses		97,630
Distributions		
Other decreases		
Amount used to restore loan basis		734,990
End of year		0

Loan Basis

Beginning of year	150,029
Loans to corporation	
Basis restored - amount used in prior years to offset losses	734,990
Other increases	
Loan repayments	177,500
Amount used to offset current year losses	
Other decreases	
End of year	707,519
Total stock and loan basis	707,519

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments

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Form **1120S** Schedule K-1

Shareholder's Basis Worksheet Page 2

For calendar year 2003 or tax year beginning , ending

2003

Name
TRI-STAR COMMUNICATIONS, INC
H HUGH ANDREWS, II

Taxpayer Identification Number

Loss Allocated to Stock Basis

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncap. exp.		141	141	100.00	141	
Deductible items:						
Ordinary loss						
Rental real estate loss						
Other rental activity loss						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss		97,630	97,630	100.00	97,630	
Other losses						
Charitable contributions						
Section 179 expense						
Portfolio inc. deductions						
Other deductions						
Investment debt interest						
Foreign taxes						
Section 59(e) expenses						
Total deductible items		97,630	97,630	100.00	97,630	
Total		97,771	97,771		97,771	

Loss Allocated to Loan Basis

	Disallowed Stock Loss	Percent	Allowed Loss	Disallowed Loss to Carryforward	Total Allowed Loss (Stock & Loan)
Nondeductible noncap. exp.					141
Deductible items:					
Ordinary loss					
Rental real estate loss					
Other rental activity loss					
Short-term capital loss					
Long-term capital loss					
Other portfolio loss					
Section 1231 loss					97,630
Other losses					
Charitable contributions					
Section 179 expense					
Portfolio inc. deductions					
Other deductions					
Investment debt interest					
Foreign taxes					
Section 59(e) expenses					
Total deductible items					97,630
Total					97,771

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

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Form 1120S Schedule K-1	Shareholder's Basis Worksheet Page 1 For calendar year 2003 or tax year beginning , ending	2003
Name TRI-STAR COMMUNICATIONS, INC QUENTIN S BROOM, JR		Taxpayer Identification Number

Stock Basis

Beginning of year		0
Capital contributions		
Additions:		
Income items:		
Ordinary income	832,760	
Net income from rental real estate activities		
Net income from other rental activities		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Other portfolio income		
Tax-exempt interest and other income		
Net gain under Section 1231		
Other income		832,760
Other increases		
Subtotal		832,760
Subtractions:		
Nondeductible noncapital expenses		140
Deductible items:		
Ordinary loss	456,054	
Net loss from rental real estate activities		
Net loss from other rental activities		
Net short-term capital loss		
Net long-term capital loss		
Other portfolio loss		
Net loss under Section 1231	294,476	
Other losses		
Charitable contributions		
Section 179 expense		
Deductions related to portfolio income		
Other deductions		
Interest expense on investment debts		
Foreign taxes		
Section 59(e) expenses		750,530
Distributions		
Other decreases		
Amount used to restore loan basis		82,090
End of year		0

Loan Basis

Beginning of year			
Loans to corporation			
Basis restored - amount used in prior years to offset losses			82,090
Other increases			
Loan repayments	TOTAL LOAN REPAYMENT	177,500	82,090
Amount used to offset current year losses			
Other decreases			
End of year			0
Total stock and loan basis			0

658750

Form **1120S** Schedule K-1

Shareholder's Basis Worksheet Page 2

For calendar year 2003 or tax year beginning , ending

2003

Name
TRI-STAR COMMUNICATIONS, INC
QUENTIN S BROOM, JR

Taxpayer Identification Number

Loss Allocated to Stock Basis

	Suspended Amount	Current Year	Total Loss	Percent	Allowed Loss	Disallowed Loss
Nondeductible noncap. exp.		140	140	100.00	140	
Deductible items:						
Ordinary loss	456,054		456,054	60.76	456,054	
Rental real estate loss						
Other rental activity loss						
Short-term capital loss						
Long-term capital loss						
Other portfolio loss						
Section 1231 loss	196,846	97,630	294,476	39.24	294,476	
Other losses						
Charitable contributions						
Section 179 expense						
Portfolio inc. deductions						
Other deductions						
Investment debt interest						
Foreign taxes						
Section 59(e) expenses						
Total deductible items	652,900	97,630	750,530	100.00	750,530	
Total	652,900	97,770	750,670		750,670	

Loss Allocated to Loan Basis

	Disallowed Stock Loss	Percent	Allowed Loss	Disallowed Loss to Carryforward	Total Allowed Loss (Stock & Loan)
Nondeductible noncap. exp.					140
Deductible items:					
Ordinary loss					456,054
Rental real estate loss					
Other rental activity loss					
Short-term capital loss					
Long-term capital loss					
Other portfolio loss					
Section 1231 loss					294,476
Other losses					
Charitable contributions					
Section 179 expense					
Portfolio inc. deductions					
Other deductions					
Investment debt interest					
Foreign taxes					
Section 59(e) expenses					
Total deductible items					750,530
Total					750,670

*Note to shareholder: This worksheet was prepared based on corporation records. Please consult with your tax advisor for adjustments.

658750

Form **1120S**

Retained Earnings Reconciliation Worksheet

For calendar year 2003 or tax year beginning , ending

2003

Name

TRI-STAR COMMUNICATIONS, INC

Employer Identification Number

Schedule L - Retained Earnings

Retained Earnings - Unappropriated	39,934
Accumulated Adjustments Account	-344,179
Other Adjustments Account	0
Undistributed Previously Taxed Income	0
Schedule L, Line 24 - Retained Earnings	-304,245

Schedule M-2 - Retained Earnings

	Accumulated Adjustments Account	Other Adjustments Account	Undistributed Previously Taxed Income	Retained Earnings Unappropriated/ Timing Differences	Total Retained Earnings
Beg Yr Bal	-1,814,159	0	0	39,934	-1,774,225
Ordinary Inc (Loss)	1,665,521				1,665,521
Other Additions					
Other Reductions	195,541				195,541
Distributions					
End Yr Bal	-344,179	0	0	39,934	-304,245

658750

Form **1120S** | **Schedule K-1 Summary Worksheet** | **2003**

Name: TRI-STAR COMMUNICATIONS, INC

Employer Identification Number:

	Shareholder Name	SSN/EIN
Column A	H HUGH ANDREWS, II	
Column B	QUENTIN S BROOM, JR	
Column C		
Column D		

	Schedule K Items	Column A	Column B	Column C	Column D	SCH K TOT
1	Ordinary inc	832,761	832,760			1,665,521
2	Net income-rent					
3c	Net inc-oth rent					
4a	Interest income					
4b1	Qual dividends					
4b2	Total dividends					
4c	Royalty income					
4d1	ST CG-post 5/5					
4d2	ST CG entire yr					
4e1	LT CG-post 5/5					
4e2	LT CG entire yr					
4f	Oth portfolio inc					
5a	Sec 1231-post 5/5	-97,630	-97,630			-195,260
5b	Sec 1231 entire yr	-97,630	-97,630			-195,260
	Other income					
	Charitable contr					
8	Sec 179 expense					
9	Portfolio exp					
10	Other deductions					
11a	Int-invest debts					
11b1	Invest income					
11b2	Invest expense					
12a	Fuel alcohol cr					
12b1	Low-inc house cr					
12b2	Low-inc house cr					
12c	Qualif rehab exp					
12d	Credits for rent					
12e	Credits-oth rent					
13	Other credits					
14a	Depr adjustment	29,609	29,609			59,218
14b	Adj gain or loss	-2,026	-2,025			-4,051
14c	Depletion					
14d1	Inc-oil/gas/geoth					
14d2	Ded-oil/gas/geoth					
14e	Oth adj & tax pref					
15b	Gross inc all src					
15c,d	Tot foreign inc					
15e,f	Tot foreign deds					
15g	Foreign taxes					
15h	Reduct in taxes					
16b	Sec 59(e)(2) exp					
17	Tax-exempt int					
18	Oth tax-exempt					
19	Nonded expense	141	140			281
20	Tot property dist					
23	Income (loss)	735,131	735,130			1,470,261

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Form **1120S** | **Two Year Comparison Worksheet Page 1** | **2002 & 2003**

Name: TRI-STAR COMMUNICATIONS, INC

Employer Identification Number:

		2002	2003	Differences
	Gross profit percentage			
	Gross receipts less returns and allowances			
	Cost of goods sold			
Income	Gross profit			
	Net gain or (loss) from Form 4797	12,014		-12,014
	Other income (loss)	1,159,466	3,022,953	1,863,487
	Total income (loss)	1,171,480	3,022,953	1,851,473
	Compensation of officers			
	Salaries and wages less employment credits	225,525	166,825	-58,700
	Repairs and maintenance		7,888	7,888
	Bad debts			
	Rents	63,395	33,042	-30,353
	Taxes and licenses	28,796	21,172	-7,624
Deductions	Interest	2,403		-2,403
	Depreciation	304,381	400,885	96,504
	Depletion			
	Advertising		54	54
	Pension, profit-sharing, etc., plans			
	Employee benefit programs			
	Other deductions	217,336	727,566	510,230
	Total deductions	841,836	1,357,432	515,596
	Ordinary income (loss)	329,644	1,665,521	1,335,877
	Excess net passive income tax			
	Tax from Schedule D			
	Total tax	0	0	0
	Estimated tax and prior yr ovrpymt credited			
	Tax deposited with Form 7004			
	Credit for federal tax paid on fuels			
	Backup withholding			
Tax and	Refund applied for on Form 4466	(X)		
Payments	**Total payments and credits**			
	Tax due (overpayment)	0	0	0
	Estimated tax penalty from Form 2220			
	Penalties and interest			
	Net tax due (overpayment)	0	0	0
	Amt of ovrpymt credited to next yr's estimated tax			
	Amount of overpayment refunded			
	Balance at beginning of year	-2,151,915	-1,814,159	337,756
	Ordinary income (loss) from page 1, line 21	329,644	1,665,521	1,335,877
Schedule	Other additions	8,112		-8,112
M-2	Other reductions		195,541	195,541
AAA	Distributions other than dividend distributions			
	Balance at end of year	-1,814,159	-344,179	1,469,980
	Balance at beginning of year			
Schedule	Other additions			
M-2	Other reductions			
OAA	Distributions other than dividend distributions			
	Balance at end of year			
	Balance at beginning of year			
Schedule	Distributions other than dividend distributions			
M-2	Balance at end of year			
PTI				

658750

Form 1120S	Two Year Comparison Worksheet Page 2	2002 & 2003

Name: TRI-STAR COMMUNICATIONS, INC

Employer Identification Number:

		2002	2003	Differences
Income (Loss)	Ordinary income (loss)	329,644	1,665,521	1,335,877
	Net income (loss) from rental real estate			
	Net income (loss) from other rentals			
	Interest income			
	Dividend income			
	Royalty income			
	Net short-term capital gain (loss)			
	Net long-term capital gain (loss)			
	Other portfolio income (loss)			
	Net gain (loss) under section 1231	7,313	-195,260	-202,573
	Other income (loss)			
Deductions	Charitable contributions			
	Section 179 expense deduction			
	Deductions related to portfolio income			
	Other deductions			
Invest-ment Interest	Interest expense on investment debts			
	Investment income included on lines 4a,4b(2),4c & 4f above			
	Investment expenses included on line 9 above			
Credits	Credit for alcohol used as a fuel			
	Low-income housing credit, line 12(b)(1)			
	Low-income housing credit, line 12(b)(2)			
	Qualified rehab expenditures - rental real estate			
	Credits related to rental real estate			
	Credits related to other rentals			
	Other credits			
Adjust-ments and Tax Preference Items	Depreciation adjustment on property after 1986	66,064	59,218	-6,846
	Adjusted gain or loss	-5,571	-4,051	1,520
	Depletion (other than oil and gas)			
	Gross income from oil, gas, or geothermal properties			
	Deductions allocable to oil, gas, or geothermal properties			
	Other adjustments and tax preference items			
Foreign Taxes	Total foreign gross income			
	Total foreign deductions			
	Total foreign taxes			
	Reduction in taxes available for credit			
Other	Total section 59(e) expenditures			
	Tax-exempt interest income			
	Other tax-exempt income			
	Nondeductible expenses		281	281
	Total property distributions			
	Total dividend distributions paid from accum E&P			
	Income (loss) (if Sch M-1 is required)	336,957	1,470,261	1,133,304
Schedule L	Beginning assets	1,286,865	1,631,643	344,778
	Beginning liabilities and equity	1,286,865	1,631,643	344,778
	Ending assets	1,631,643	1,083,472	-548,171
	Ending liabilities and equity	1,631,643	1,083,472	-548,171
Schedule M-1	Net income per books	337,756	1,469,980	1,132,224
	Taxable income not on books			
	Book expenses not deducted		281	281
	Income on books not on return	799		-799
	Return deductions not on books			
	Income per return	336,957	1,470,261	1,133,304

658750

Form **SC 1120S**

SC Diagnostic Worksheet

Income tax period ending 12/31/03

2003

Name

TRI-STAR COMMUNICATIONS, INC

SC File Number

Employer Identification Number

Income Tax Calculation

Net income as reconciled	1,470,261
Apportionment ratio	100.000000
Total SC net income	1,470,261
Inc taxed to shareholders	1,470,261
SC net inc subj to tax	0
Income tax	0
Payments	0
Interest and penalty	0
SC2220 Penalty	0
Due/-Overpayment	0
Overpayment application:	
Estimated tax	0
License fee	0
Refunded	0

License Fee Calculation

Total capital & paid-in-surplus	2,000
Apportionment ratio	100.000000
SC capital & paid-in-surplus	2,000
License fee due	25
Credits	0
Payments	25
Interest and penalty	0
Due/-Overpayment	0
Overpayment application:	
Estimated tax	0
Income tax	0
Refunded	0

Number of Shareholders

Resident	2
Nonresident	0

Diagnostic Messages

FYI - TO PREVENT INT, EXT PMT IS CALC'D USING 100 PCT OF TAX LIAB
FYI - REPRINT THE PAGE WITH THE 2D BARCODE IF THE RETURN CHANGES

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

Drew's Distributing, Inc.

For Use By The Secretary of State
File No.
Fee Paid $
C. B.
Date

(File This Form in Duplicate Originals)

(Sect. 4.3 etc. Act of 1962 12—14.1 etc. Supplement Code 1962)

This Space For Use By The Secretary of State

John T. Campbell
SECRETARY OF STATE
FILED
AUG 1 1 1981
AM 7|8|9|10|11|12|1|2|3|4|5|6 PM

1. The name of the proposed corporation is Drew's Distributing, Inc.

2. The initial registered office of the corporation is Rt. #7 Box 158 (Street and Number) located in the city of Inman, county of Spartanburg and the State of South Carolina and the name of its initial registered agent at such address is H. Hugh Andrews II

3. The period of duration of the corporation shall be perpetual ~~XXXXXXXXXXXXXXXXXXX~~

4. The corporation is authorized to issue shares of stock as follows:

Class of shares	Authorized No. of each class	Par Value
Common	100,000	$1.00

AUG 1 1 1981
Date

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

John T. Campbell
SECRETARY OF STATE OF SOUTH CAROLINA

If shares are divided into two or more classes or if any class of shares is divided into series within a class, the relative rights, preferences, and limitations of the shares of each class, and of each series within a class, are as follows:

5. Total authorized capital stock $100,000.00

6. It is represented that the corporation will not begin business until there has been paid into the corporation the minimum consideration for the issue of shares, which is $1,000.00 of which at least $500.00 is in cash.

7. The number of directors constituting the initial board of directors of the corporation is ____, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Address
H. Hugh Andrews II	Rt. #7 Box 158, Inman, S.C. 29349
Pamela Ann Andrews	Rt. #7 Box 158, Inman, S.C. 29349

Name	Address
Name	Address

8. The general nature of the business for which the corporation is organized is (it is not necessary to set forth in the purposes powers enumerated in Section 12.2) (12—12.2 Supplemental Code 1962)

To buy, sell, lease, service and distribute electronic games and equipment.

9. Provisions which the incorporators elect to include in the articles of incorporation are as follows:

10. The name and address of each incorporator is:

Name	Street & Box No.	City	County	State	
H. Hugh Andrews II	Rt. #7 Box 158	Inman	Spartanburg	S.C.	29349
Pamela Ann Andrews	Rt. #7 Box 158	Inman	Spartanburg	S.C.	29349

Date August 10, 1981

H. Hugh Andrews II
(Signature of Incorporator)

H. Hugh Andrews II
(Type or Print Name)

Pamela Ann Andrews
(Signature of Incorporator)

Pamela Ann Andrews
(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

2270

CERTIFICATE

No. 1

For 10,000 Shares

Issued to

H. Hugh Andrews II

Dated August 14 19 81

FROM WHOM TRANSFERRED

ORIGIONAL ISSUE

Dated 19

No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

Received CERTIFICATE No. 1

For 10,000 Shares

this 14th day of August 19 81

Hugh Andrews II

ORGANIZED UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA

SOUTH CAROLINA — DIUM SPIRO SPERO — ANIMIS OPIBUSQUE PARATI — 1776

NUMBER 1

SHARES 10,000

DREW'S DISTRIBUTING, INC.

This Certifies that H. Hugh Andrews II is the owner of Ten Thousand Shares

Common Stock

transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 14th day of August A.D. 19 81

Secretary

President

SHARES 1.00 EACH

© GOES 220

DREW'S DISTRIBUTING, INC.

PLAN FOR ISSUING "SEC. 1244 STOCK"

In accordance with the provisions of Section 1244 of the Internal Revenue Code, the Corporation hereby authorizes the issue of not more than 100,000 shares of $1.00 par value voting common stock. This stock may be sold for money or property, which may not include stock or securities. No part of the stock offered pursuant to this plan may be offered after two years from the date of the adoption of this plan. It is the intent of the Corporation to meet all requirements of Section 1244 and its provisions are made a part of this plan by reference as if fully set forth herein.

President

Secretary

August 14, 1981

STOCKHOLDERS' MEETING

DREW'S DISTRIBUTING, INC.

A stockholders' meeting of Drew's Distributing, Inc., was held at 841 E. Main Street, Spartanburg, South Carolina on August 14, 1981. All stockholders were present. Pamela Ann Andrews was elected acting secretary of the meeting. Notice of the meeting was waived by unanimous consent of the stockholders.

By unanimous action the following were elected Directors of the Corporation:

H. Hugh Andrews II

Pamela Ann Andrews

There being no further business, the meeting was adjourned.

August 14, 1981

Pamela Ann Andrews
Secretary

DIRECTORS MINUTES

DREW'S DISTRIBUTING, INC.

A meeting of the Board of Directors of Drew's Distributing, Inc., was held at 841 E. Main Street, Spartanburg, South Carolina on August 14, 1981. Present were all directors, who waived notice of the meeting.

By unanimous action the following officers were elected:

President	H. Hugh Andrews II
Vice President	Pamela Ann Andrews
Treasurer	H. Hugh Andrews II
Secretary	Pamela Ann Andrews

Proposed By-Laws of the Corporation were discussed and then adopted by unanimous vote. A plan to issue common stock under Section 1244 of the Internal Revenue Code was discussed and adopted by unanimous vote. There being no further business, the meeting was adjourned.

August 14, 1981

Pamela Ann Andrews
Secretary

BY-LAWS

OF

DREW'S DISTRIBUTING, INC.

I

The name of this Corporation shall be Drew's Distributing, Inc. The Seal shall consist of a circle within which shall be inscribed "Drew's Distributing, Inc., Inman, South Carolina" and the word "Seal". The Seal shall not be necessary to the authenticity of any instrument, document or certificate executed or issued by or in behalf of the Corporation.

II

The President shall preside at all stockholders' meetings and at all directors' meetings. He shall sign stock certificates. He, with the Treasurer, shall sign all notes and they may borrow money on behalf of the Corporation with or without a Board of Directors resolution authorizing same.

III

The Vice President shall, in case of the absence or disability of the President, perform the duties of the President.

IV

The Treasurer shall keep regular books and have custody of all money and securities of the Corporation, provided, however, that the Board of Directors may devolve these duties

upon the Secretary. All money of the Corporation shall be deposited in such depository as shall be selected by the directors. Checks may be signed by such officer or officers of the Corporation as may be designated by the directors.

V.

The Secretary shall sign all stock certificates and keep the books of account if so instructed by the Directors. The Secretary shall keep all the other records of the Corporation and sahll have custody of the Seal.

VI

Officers of the Corporation shall perform, in addition to the specific duties prescribed by these By-Laws, all the other duties usually pertaining to their respective offices.

VII

The Board of Directors shall consist of not less than three members unless there shall be less than three stockholders in which event there shall be at least as many Directors as there are stockholders.

VIII

At the request of the owners of 30% of the outstanding capital stock of the Corporation, the President or the Secretary shall call a special meeting of stockholders.

IX

Meetings of the Directors may be called by the President upon one day's notice, or may be held at any time by unanimous consent of the Directors. A majority of the Board of Directors shall constitute a quorum.

X

The Secretary shall, at least ten days prior to each annual meeting, give each stockholder of the Corporation written notice of the meeting by mailing to each stockholder at his or her last known address notice of the time and place of such meeting. Special meetings of the stockholders may be called by the President on ten days notice mailed to each stockholder at his or her last known address. By unanimous consent of the stockholders, the requirement of notice of an annual or a special meeting may be waived.

XI

The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors.

XII

At all meetings of the stockholders, regular or special, a majority of the stock shall constitute a quorum. A majority of a quorum may decide any question coming before the meeting.

XIII

The Corporation shall have a lien upon each share of stock for any indebtedness due it from the holder thereof.

The foregoing By-Laws were adopted as and for the By-Laws of Drew's Distributing, Inc., at a meeting of the Board of Directors duly held August 14, 1981.

Pamela Ann Andrews
Secretary

E.I. NO. 22-1832268 ☆ U.S. GOVERNMENT PRINTING OFFICE : 1979—O-263-409

For clear copy on both parts, please typewrite or print with ball point pen and press firmly (See instructions on pages 2 and 4)

Form SS-4 (Rev. 3-79)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers and others as explained in the Instructions)

1 Name (True name as distinguished from trade name. If partnership, see instructions on page 4.)
Drew's Distributing, Inc.

2 Trade name, if any (Name under which business is operated, if different from item 1.)

3 Social security number, if sole proprietor

4 Address of principal place of business (Number and street)
Rt. # 7, Box 158

5 Ending month of accounting year
June

6 City and State
Inman, South Carolina

7 ZIP code
29349

8 County of business location
Spartanburg

9 Type of organization
☐ Individual ☐ Trust ☐ Partnership ☐ Other (specify)
☐ Governmental (See instructions on page 4) ☐ Nonprofit organization (See instructions on page 4) ☐ Corporation

10 Date you acquired or started this business (Mo., day, year)
8/10/81

11 Reason for applying
☒ Started new business ☐ Purchased going business ☐ Other (specify)

12 First date you paid or will pay wages for this business (Mo., day, year)
XXXXXX NONE

13 Nature of business (See Instructions on page 4)
Electronic Games Distribution

14 Do you operate more than one place, of business? ☐ Yes ☒ No

15 Peak number of employees expected in next 12 months (If none, enter "0") ▶

Nonagricultural	Agricultural	Household
2	0	0

16 If nature of business is manufacturing, state principal product and raw material used.

17 To whom do you sell most of your products or services?
☒ Business establishments ☐ General public ☐ Other (specify)

18 Have you ever applied for an identification number for this or any other business? ☐ Yes ☒ No

If "Yes," enter name and trade name (If any). Also enter the approximate date, city, and State where you first applied and previous number if known. ▶

Date	Signature and title	Telephone number
8/10/81	[signature] President	(803)472-9827

Please leave blank ▶	Geo.	Ind.	Class	Size	Reas. for appl.	Part I

South Carolina Tax Commission
CL FORM 1 (Rev. 8/78)

STATE OF SOUTH CAROLINA
FIRST REPORT OF CORPORATIONS

SEE REGULATION 5.—REVERSE SIDE

File Number _____

ENDING PERIOD June, 1982
Month Year

FILE THIS RETURN WITH ARTICLES OR INCORPORATION OR APPLICATION FOR AUTHORITY TO DO BUSINESS.

NAME OF CORPORATION Drew's Distributing, Inc.

STREET ADDRESS Rt. # 7 Box 158

CITY AND STATE Inman, S.C. ZIP 29349 COUNTY Spartanburg

Date Application for Charter filed with Sec't of State 8/10/81

Date of request for Authority (Foreign Corp.) _____

IRS Employer Identification Number Applied For Business Code

STATE OF INCORPORATION South Carolina

Nature of principal business in S. C. Electronic Games Distribution

Location of principal office in S. C. Rt. # 7 Box 158, Inman, S.C. 29349

Date business commenced in S. C. 9/1/81

The Corporation's Books are in Care of H. Hugh Andrews Located at Above

Indicate date corporation closes its books June 30

Name and postoffice address of each of the officers or incorporators:

H. Hugh Andrews II, President & Treasurer Rt. #7, Box 158, Inman, S.C. 29349

Pamela Ann Andrews, Vice-President & Secretary Rt. #7, Box 158, Inman, S.C. 29349

ATTACH REMITTANCE HERE

1. Amount of capital stock authorized			$ 100,000 00
2. Amounts of capital stock issued (if none - write None and omit Lines 3 thru 7)			$ 10,000 00
3. CAPITAL STOCK	PAR VALUE OF SHARES	NUMBER OF SHARES	AMOUNTS AND TOTALS
Preferred Issued			$
Common Issued	$1.00	10,000	10,000 00
4. Amount of capital stock paid for but not issued			$
5. Total amount of issued and/or paid in capital stock			$

6. Paid in or capital surplus	$
7. Total Capital and Paid in Surplus - Items 5 and 6 (Include Treasury Stock)	$ 10,000.00
8. Fee Due With This Report	$ 10.00
9. Interest Due	$
10. Penalty Due	$
11. Total Fee, Interest & Penalty (Make Remittance Payable to S. C. Tax Commission)	$ 10.00

CORPORATION DECLARATION OF ESTIMATED INCOME TAX

*1. Estimate of Income Tax for Year or Portion Thereof Covered by this Report	$
2. Estimate of Income Tax to be Withheld during year (Nonresident)	$
3. Estimated Tax (Line 1 less Line 2)	$
4. 25% of Estimated Tax	$
5. Amount to be paid with this Declaration (Make Remittance Payable to S. C. Tax Commission)	$

AFFIDAVIT

I, the undersigned, principal officer of the corporation for which this return is made, declare that this return including accompanying statements and schedules, has been examined by me and is to the best of my knowledge and belief a true and complete return made in good faith, for the taxable period as stated, pursuant to the Code of Laws 1962 as amended and the Regulations issued under authority thereof.

THIS RETURN PREPARED BY G. RAY HARRIS, ATTORNEY

8/10/81
DATE

P. O. BOX 6404, SPARTANBURG, S. C. 29301

251-39-2640 57-0519323

SIGNATURE OF OFFICER AUTHORIZED TO SIGN

President
TITLE

H. HUGH ANDREWS II
1650 Belcher Road
Inman, South Carolina 29349

October 24 2002

Drew's Distributing, Inc.
9107 Asheville Highway
Boiling Springs, SC 29316

Reference: *Demand Letter under Promissory Notes*

Dear Sirs:

This letter shall serve as a demand, under and in accordance with those certain Promissory Notes made by Drew's Distributing, Inc. ("Drew's") for the benefit of the undersigned, and dated August 7, 2000, August 31, 2000, February 8, 2001, March 29, 2001, April 18, 2001, May 14, 2001, June 14, 2001, August 6, 2001, October 9, 2001, January 4, 2002, March 19, 2002, April 10, 2002, June 7, 2002, September 19, 2002, October 3, 2002 and October 21, 2002, which are attached hereto and incorporated herein by reference as Exhibit A (collectively, the "Notes"), that Drew's immediately pay to the undersigned any and all principal, together with any and all interest accrued thereon, that is outstanding and unpaid under the Notes.

Hugh Andrews

1650 Belcher Road
Inman, South Carolina 29349

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$500,000.00 7th day of August, 2000

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Five Hundred Thousand and no/100 Dollars ($500,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 7th day of Aug 2000

Iris C. Hughes 5/7/02
NOTARY PUBLIC

RE# 5576

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$187,000.00 31st day of August, 2000

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Eighty Seven Thousand and no/100 Dollars ($187,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note; the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 31st. day of Aug 2000

Iris C. Hughes 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$200,000.00 8th day of February, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Two Hundred Thousand and no/100 Dollars ($200,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By:_____
DREW'S DISTRIBUTING, INC.
MAKER

By:_____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 8th day of Feb 2001

Iris C. Humphries 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 29th day of March, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

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By:_____
DREW'S DISTRIBUTING, INC.
MAKER

By:_____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 29th day of March 2001

Iris C. Hughes 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 18th day of April, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 18th day of April 2001

_____ 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 14th day of May, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 14th day of May 2001

Ina C. Hughes 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00

14th day of June, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 14th day of June 2001

Lois C Hughes 5/7/02
NOTARY PUBLIC

NV # 5824

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00

6th day of August, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By:_____
DREW'S DISTRIBUTING, INC.
MAKER

By:_____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 10th day of Aug 2001

Iris C. Humphries 5/7/02
NOTARY PUBLIC

NV 11 C868

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 9th day of October, 2001

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 9th day of Oct 2001

_____ 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 4th day of January, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 4th day of Jan 2002

_____ 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$75,000.00 19th day of March, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Seventy Five Thousand and no/100 Dollars ($75,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 19th day of Mar 2002

Iris C. Hopkins 5/7/02
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$200,000.00 10th day of April, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Two Hundred Thousand and no/100 Dollars ($200,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 10TH day of April 2002

_____
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$80,000.00 7th day of June, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Eighty Thousand and no/100 Dollars ($80,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

If this Note is placed in the hands of an attorney for collection, the makers promise to pay the holder's reasonable collection costs, including the reasonable attorney's fees, even though no legal proceeding is filed on this Note. However, if a legal proceeding is filed for the purpose interpreting or enforcing this Note, the holder shall be entitled to recover a reasonable attorney's fee of at least 15% of the Note in such proceeding, or any appeal thereof, to be set by the costs and disbursements allowed by law.

By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 7th day of June 2002

_____ 4/1/12
NOTARY PUBLIC

MM 1022

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$60,000.00 19th day of September, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Sixty Thousand and no/100 Dollars ($60,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

All assets (including Inventory,equipment,accounts receivable and vehicles) will be considered as security and collateral for this note until such time as the note is paid in full.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 19th day of Sept.

_____
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$100,000.00 3rd day of October, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **One Hundred Thousand and no/100 Dollars ($100,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 3rd day of October

_____
NOTARY PUBLIC

STATE OF SOUTH CAROLINA

PROMISSORY NOTE

COUNTY OF SPARTANBURG

$50,000.00 21st day of October, 2002

ON DEMAND, **DREW'S DISTRIBUTING, INC** located at 9107 Asheville Highway,Boiling Springs SC, 29316, promise to pay to the order of **Hugh Andrews** at 9107 Asheville Highway, Boiling Springs, SC 29316 or such other place as the holder of this Note may designate in writing, the principle sum of **Fifty Thousand and no/100 Dollars ($50,000.00),** together with simple interest on the unpaid balance thereof at the rate of Ten (10%) per annum from date until paid. The Note shall be paid in full within twelve months, or on demand.

All or a portion of the unpaid balance due hereunder may be paid at any time without penalty. All payments shall be applied first to accrued interest to the date of the payment and then to the principal.

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By: _____
DREW'S DISTRIBUTING, INC.
MAKER

By: _____
HUGH ANDREWS
HOLDER

SWORN TO AND SUBSCRIBED BEFORE ME
this 21st day of Oct.

_____
NOTARY PUBLIC

SHEET NO. _____ ACCOUNT NO. 30150.000

RATING NAME Dividends Paid

CREDIT LIMIT ADDRESS

TERMS

SON JONES N2-D WHITE GN2-D GREEN

DATE 1998	ITEMS	FOLIO	✓	DEBITS +	CREDITS —	BALANCE
01 01	Beginning Balance			67755566 52		67755566 52
01 31	taxes	D-178		801000 00		75756566 52
03 31	Personal	D-a4		99 95		75756666 47
04 31	Personal 100,000.00 Lake House Est Taxes 1,000,000.00	D 40		11000000 00		86756666 47
05 31	Best Buy - Hugh's T.V.	CP50		4881 96		86815548 43
6 30	Hugh's Sat.	CP12		525 02		8,682,073 45
08 31	Portraits	CP90		6000 00		8,688,073 45
" "	Stereo/Speakers for Randall	CP96		7784 35		8,688,857 80
" "	AJE5 - adjust 1/2 loans rec. (H+J) to Hugh Div.	AJE 5		99,391 50		8,788,249 30
	AJE6 - interest earned - Iyanajo Good Stew Loan	AJE 6		20,026 12		8,808,275 42
09 30	Check for Hugh - Dividends Paid.	CP100		800000 00		9,608,275 42
11-30	Check for Hugh - [redacted]	CP122		100000 00		9,708,275 42
12/30	Check for Hugh			300000 00		10,008,275 42

2296

TERMS

SON JONES N2-D WHITE GN2-D GREEN

DATE 1999	ITEMS	FOLIO	✓	DEBITS +	CREDITS −	BALANCE
01 04	Beginning Balance			10,008,275 42		10,008,275 42 C
01-31		CD 89		500,000 00		10,508,275 42 C
03-31		CD 88		500,000 00		11,008,275 42 C
04-30	taxes	CD 42		1,000,000 00		12,008,275 42 C
06-30	taxes	CD 65		500,000 00		12,508,275 42 C
07 30		CD 78-79			1000 00	12507275 42 D
08 31		CD 84-87		500000 00		13 007275 42 D
09 30	taxes	CD 94 97		500,000 00		13507275 42 D
10 31	176691.82 CK# ~~4299~~ 4299 10-28	CD 05		439,507 98		13946783 40
	2628816.16 wire to Money Mkt acct 1029					

2297

Form W-2 Wage and Tax Statement 2004 — EMPLOYER REFERENCE COPY - DO NOT FILE

04366

a Control number: 0073-R400 000063-000100 — Void	c Employer's name, address, and ZIP code: TRI STAR COMMUNICATIONS INC PO BOX 4914 SPARTANBURG SC 29305
b Employer's identification number	d Employee's social security number
13 Statutory employee / Retirement plan / Third-party sick pay	
12 See instrs. for Box 12 / 14 Other	e Employee's name, address, and ZIP code: ANN G BROOM 2499 OLD KNOX RD SPARTANBURG SC 29302

Department of the Treasury - Internal Revenue Service
OMB No. 1545-0008

1 Wages, tips, other compensation: 17400.00	2 Federal income tax withheld: 1328.44
3 Social security wages: 17400.00	4 Social security tax withheld: 1078.80
5 Medicare wages and tips: 17400.00	6 Medicare tax withheld: 252.30
7 Social security tips	8 Allocated tips
9 Advance EIC payment	10 Dependent care benefits
11 Nonqualified plans	

15 State	Employer's state ID No.	16 State wages, tips, etc.	17 State income tax	18 Local wages, tips, etc.	19 Local income tax	20 Locality name
SC	25354307-2	17400.00	871.64			

Form W-2 Wage and Tax Statement 2004 — EMPLOYER REFERENCE COPY - DO NOT FILE

a Control number: 0073-R400 000001-000100 — Void	c Employer's name, address, and ZIP code: TRI STAR COMMUNICATIONS INC PO BOX 4914 SPARTANBURG SC 29305
b Employer's identification number	d Employee's social security number
13 Statutory employee / Retirement plan / Third-party sick pay	
12 See instrs. for Box 12 / 14 Other	e Employee's name, address, and ZIP code: QUENTIN BROOM 1041 W O EZEKK BLVD SPARTANBURG SC 29301

Department of the Treasury - Internal Revenue Service
OMB No. 1545-0008

1 Wages, tips, other compensation: 400000.00	2 Federal income tax withheld: 120000.00
3 Social security wages: 87900.00	4 Social security tax withheld: 5449.80
5 Medicare wages and tips: 400000.00	6 Medicare tax withheld: 5800.00
7 Social security tips	8 Allocated tips
9 Advance EIC payment	10 Dependent care benefits
11 Nonqualified plans	

15 State	Employer's state ID No.	16 State wages, tips, etc.	17 State income tax	18 Local wages, tips, etc.	19 Local income tax	20 Locality name
SC	25354307-2	400000.00	28000.00			

Form W-2 Wage and Tax Statement 2004 — EMPLOYER REFERENCE COPY - DO NOT FILE

a Control number: 0073-R400 000032-000100 — Void	c Employer's name, address, and ZIP code: TRI STAR COMMUNICATIONS INC PO BOX 4914 SPARTANBURG SC 29305
b Employer's identification number	d Employee's social security number
13 Statutory employee / Retirement plan / Third-party sick pay	
12 See instrs. for Box 12 / 14 Other	e Employee's name, address, and ZIP code: QUENTIN S BROOM 2499 OLD KNOX RD SPARTANBURG SC 29302

Department of the Treasury - Internal Revenue Service
OMB No. 1545-0008

1 Wages, tips, other compensation: 8300.00	2 Federal income tax withheld: 19.65
3 Social security wages: 8300.00	4 Social security tax withheld: 514.60
5 Medicare wages and tips: 8300.00	6 Medicare tax withheld: 120.35
7 Social security tips	8 Allocated tips
9 Advance EIC payment	10 Dependent care benefits
11 Nonqualified plans	

15 State	Employer's state ID No.	16 State wages, tips, etc.	17 State income tax	18 Local wages, tips, etc.	19 Local income tax	20 Locality name
SC	25354307-2	8300.00	162.04			

Form W-2 Wage and Tax Statement 2004 — EMPLOYER REFERENCE COPY - DO NOT FILE

a Control number: 0073-R400 000065-000100 — Void	c Employer's name, address, and ZIP code: TRI STAR COMMUNICATIONS INC PO BOX 4914 SPARTANBURG SC 29305
b Employer's identification number	d Employee's social security number
13 Statutory employee / Retirement plan / Third-party sick pay	
12 See instrs. for Box 12 / 14 Other	e Employee's name, address, and ZIP code: ROBERT A DILLESHAW 1865 PALM COVE BLVD APT 201 DELRAY BEACH FL 33445

Department of the Treasury - Internal Revenue Service
OMB No. 1545-0008

1 Wages, tips, other compensation: 103750.00	2 Federal income tax withheld: 21840.54
3 Social security wages: 87900.00	4 Social security tax withheld: 5449.80
5 Medicare wages and tips: 103750.00	6 Medicare tax withheld: 1504.43
7 Social security tips	8 Allocated tips
9 Advance EIC payment	10 Dependent care benefits
11 Nonqualified plans	

15 State	Employer's state ID No.	16 State wages, tips, etc.	17 State income tax	18 Local wages, tips, etc.	19 Local income tax	20 Locality name
SC	25354307-2	25500.00	1537.64			

000038520 A-004 0073-R400

Page 1 (1/1)

Swaim Brown & Elliott PA
P.O. Box 6404
Spartanburg, SC 29304
(864) 585-0176
(864)585-0176

August 12, 2003

H. Hugh Andrews, II
1650 Belcher Road
Inman SC 29349

RE - Drews Distributing, Inc.

Dear Shareholder:

Attached is your copy of the Corporation Form 1120S Schedule K-1. This schedule summarizes your information from the corporation. This information has been provided to the Internal Revenue Service with the U.S. Income Tax Return for an S Corporation.

The information provided on this schedule should be entered on your tax return, in accordance with the instructions in column C. If your return will be prepared by your accountant or attorney, you should provide a copy of this schedule to the preparer with your other tax information.

We thank you for the opportunity to serve you.

Sincerely,

Swaim Brown & Elliott PA

Drews Distributing
DD00986
COPY

SCHEDULE K-1 (Form 1120S)
Department of the Treasury
Internal Revenue Service

Shareholder's Share of Income, Credits, Deductions, etc.
▶ See separate instructions.
For calendar year 2002 or tax year beginning ____ and ending ____

OMB No. 1545-0130
2002

Shareholder's identifying number ▶	Corporation's identifying number ▶
Shareholder's name, address, and ZIP code	Corporation's name, address, and ZIP code
H. HUGH ANDREWS, II 1650 BELCHER ROAD INMAN SC 29349	DREWS DISTRIBUTING, INC. 9107 ASHEVILLE HIGHWAY BOILING SPRINGS, SC 29316

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ▶ 100.000000%
B Internal Revenue Service Center where corporation filed its return ▶ CINCINNATI, OH
C Tax shelter registration number (see instructions for Schedule K-1) ▶
D Check applicable boxes: (1) ☐ Final K-1 (2) ☐ Amended K-1

			(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)		1	Ordinary income (loss) from trade or business activities	1	<3,352,962.	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
		2	Net income (loss) from rental real estate activities	2		
		3	Net income (loss) from other rental activities	3		
		4	Portfolio income (loss):			
	a		Interest	4a		Sch. B, Part I, line 1
	b		Ordinary dividends	4b		Sch. B, Part II, line 5
	c		Royalties	4c		Sch. E, Part I, line 4
	d		Net short-term capital gain (loss)	4d		Sch. D, line 5, col. (f)
	e	(1)	Net long-term capital gain (loss)	4e(1)		Sch. D, line 12, col. (f)
		(2)	28% rate gain (loss)	4e(2)		Sch. D, line 12, col. (g)
		(3)	Qualified 5-year gain	4e(3)		Line 5 of worksheet for Sch. D, line 29
	f		Other portfolio income (loss) (attach schedule)	4f		(Enter on applicable line of your return.)
	5		Net section 1231 gain (loss) (other than due to casualty or theft)	5	0.	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6		Other income (loss) (attach schedule)	6		(Enter on applicable line of your return.)
Deductions	7		Charitable contributions (attach schedule)	7		Sch. A, line 15 or 16
	8		Section 179 expense deduction	8		See pages 5 and 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9		Deductions related to portfolio income (loss) (attach schedule)	9		
	10		Other deductions (attach schedule)	10		
Investment Interest	11a		Interest expense on investment debts	11a		Form 4952, line 1
	b	(1)	Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)		See Shareholder's Instructions for Schedule K-1 (Form 1120S).
		(2)	Investment expenses included on line 9 above	11b(2)		
Credits	12a		Credit for alcohol used as fuel	12a		Form 6478, line 10
	b		Low-income housing credit:			
		(1)	From section 42(j)(5) partnerships	12b(1)		Form 8586, line 5
		(2)	Other than on line 12b(1)	12b(2)		
	c		Qualified rehabilitation expenditures related to rental real estate activities	12c		See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	d		Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d		
	e		Credits related to other rental activities	12e		
	13		Other credits	13		

JWA For Paperwork Reduction Act Notice, see the Instructions for Form 1120S. Schedule K-1 (Form 1120S) 2002

Drews Distributing
DD00987

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SHAREHOLDER NUMBER 1

211741
02-03-03

DREWS DISTRIBUTING, INC.

Schedule K-1 (Form 1120S) 2002

	(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14 a Depreciation adjustment on property placed in service after 1986	14a		See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b		
	c Depletion (other than oil and gas)	14c		
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)		
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)		
	e Other adjustments and tax preference items (attach schedule)	14e		
Foreign Taxes	15 a Name of foreign country or U.S. possession ▶			Form 1116, Part I
	b Gross income from all sources	15b		
	c Gross income sourced at shareholder level	15c		
	d Foreign gross income sourced at corporate level:			
	(1) Passive	15d(1)		
	(2) Listed categories (attach schedule)	15d(2)		
	(3) General limitation	15d(3)		
	e Deductions allocated and apportioned at shareholder level:			
	(1) Interest expense	15e(1)		
	(2) Other	15e(2)		
	f Deductions allocated and apportioned at corporate level to foreign source income:			
	(1) Passive	15f(1)		
	(2) Listed categories (attach schedule)	15f(2)		
	(3) General limitation	15f(3)		
	g Total foreign taxes (check one): ▶ ☐ Paid ☐ Accrued	15g		Form 1116, Part II
	h Reduction in taxes available for credit (attach schedule)	15h		See Instructions for Form 1116
Other	16 Section 59(e)(2) expenditures: a Type ▶			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Amount	16b		
	17 Tax-exempt interest income	17		Form 1040, line 8b
	18 Other tax-exempt income	18		
	19 Nondeductible expenses SEE STATEMENT	19	1,316. ✓	See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20		
	21 Amount of loan repayments for "Loans From Shareholders"	21		
	22 Recapture of low-income housing credit:			
	a From section 42(j)(5) partnerships	22a		Form 8611, line 8
	b Other than on line 22a	22b		

Supplemental Information

23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):

DISTRIBUTION

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Drews Distributing

DREWS DISTRIBUTING, INC.

SCHEDULE K-1 NONDEDUCTIBLE EXPENSES

DESCRIPTION	AMOUNT	SHAREHOLDER FILING INSTRUCTIONS
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	1,316.	SEE FORM 1040 INSTRUCTIONS
TOTAL TO SCHEDULE K-1, LINE 19	1,316.	

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DD00989

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SOUTH CAROLINA SCHEDULE K-1 EQUIVALENT	**Shareholder's Information - Resident** For Calendar Year 2002, or Fiscal Year Beginning , and Ending	2002

Shareholder's Name and Address

H. HUGH ANDREWS, II
1650 BELCHER ROAD
INMAN SC 29349

Shareholder ID Number

Corporation Name and Address
DREWS DISTRIBUTING, INC.

9107 ASHEVILLE HIGHWAY
BOILING SPRINGS SC 29316

Percentage of Ownership
100.000000 %
File Number: 20049197-6
Corporation I.D. Number:

	r Minus South Carolina Adjustment	Amounts Apportioned/Allocated to States Other than South Carolina
1. Ordinary income from trade or business	767.	
2. Net income from rental real estate		
3. Net income from other rental		
4. Portfolio income (loss):		
a. Interest		
b. Dividends		
c. Royalty income		
d. Short-term capital gain (loss)		
e. Long-term capital gain (loss)		
f. Other portfolio income		
5. Section 1231 gain (loss)		
6. Other income		
7. Charitable contributions		
8. Section 179 expense		
9. Portfolio deductions		
10. Other deductions		
11. Interest expense on investment	STATEMENT	

Other Items

A. Net Capital Gains with a holding period of more than 1 year	
B. Drip/trickle irrigation system credit	
C. Minority business credit	
D. Water resources credit	
E. New jobs credit	
F. Scenic river tax credit	
G. Palmetto seed capital credit	
H. Credit for child care program	
I. Base closure/federal facility employment reduction hiring credit	
J. Economic impact zone property investment credit	
K. Credit for employers hiring recipients of family independence payments	
L. Additional credit for employers hiring recipients of family independence payments	
M. Motion picture credits	
N. Community development tax credit	
O. Credit for qualified conservation contribution of real property after May 31, 2001	
P. Credit for expenses incurred through Brownfields voluntary cleanup program	

Drews Distributing

DD00990

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277431
01-15-03

4.1

DREWS DISTRIBUTING, INC.

SC SCHEDULE K-1 SOUTH CAROLINA ADJUSTMENTS

COLUMN B LINE NUMBER	DESCRIPTION FOR COLUMN B	AMOUNT
LINE 1	STATE DEPRECIATION ADJUSTMENT	767.

Drews Distributing
DD00991
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Shareholder Basis Worksheet

Shareholder Number: 1	Year Ended: DECEMBER 31, 2002
Shareholder Name:	S Corporation Name:
A. HUGH ANDREWS, II	DREWS DISTRIBUTING, INC.
Shareholder ID Number:	S Corporation ID Number:
Ownership Percentage: 100.000000 %	

Stock Basis

1. a. Stock basis, beginning of year (Not less than zero)	2,018,074.	
b. Additional capital contributions		2,018,074.
2. Increases:		
a. Ordinary income from trade or business		
b. Net income from rental real estate activities		
c. Net income from other rental activities		
d. Net short-term capital gains		
e. Net long-term capital gains		
f. Other portfolio income		
g. Net gain under Section 1231		
h. Other income		
i. Tax exempt interest income		
j. Other tax-exempt income		
k. Section 179 recapture on dispositions		
l. Depletion (other than oil and gas) in excess of basis		
m. Other increases:		
3. Total increases (Add lines 2(a) through 2(m))		
4. Total increases to stock basis (Add lines 1 and 3)		2,018,074.
5. Less: Distributions		
6. Subtract line 5 from line 4 (Not less than zero)		2,018,074.
7. Decreases:		
a. Ordinary losses from trade or business	3,352,962.	
b. Net losses from rental real estate activities		
c. Net losses from other rental activities		
d. Net short-term capital losses		
e. Net long-term capital losses		
f. Other portfolio losses		
g. Net losses under Section 1231		
h. Other deductions		
i. Charitable contributions		
j. Section 179 expense deduction		
k. Deductions related to portfolio income (losses)		
l. Interest expense on investment debts		
m. Foreign taxes paid or accrued		
n. Section 59(e) expenditures		
o. Nondeductible expenses	1,316.	
p. Oil and gas depletion		
q. Other decreases:		
		3,354,278.
r. Disallowed prior year's losses and deductions		
8. Total decreases (Add lines 7(a) through 7(r))		3,354,278.
9. Net increases or decreases to basis (Subtract line 8 from line 6)		<1,336,204.>
10. Less: Net increases applied to debt basis (Not to exceed line 9 and not less than zero)		
11. Stock basis, end of year (Subtract line 10 from line 9) (Not less than zero)		0.

212101
05-01-02

Drews Distributing
DD00992

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Shareholder Basis Worksheet, Continued

Shareholder Number: 1
Shareholder Name: H. HUGH ANDREWS, II

Year Ended: DECEMBER 31, 2002
Shareholder ID Number:

Debt Basis

12.	Debt basis, beginning of year (Not less than zero)		1,487,000.
13.	Loans made during the year	923,670.	
14.	Restoration of debt basis (from line 10)		
15.	Subtotal (Add lines 13 and 14)		923,670.
16.	Less: Loan repayments		1,078,351.
17.	Gain from loan repayments		
18.	Other adjustments:		
19.	Subtotal (Combine lines 12, 15, 16, 17 and 18)		1,332,319.
20.	Applied against excess loss and deductions		1,332,319.
21.	Debt basis, end of year (Not less than zero)		0.
22.	Total shareholder stock and debt basis, end of year (Add lines 11 and 21) (Not less than zero)		0.

Gain on Distributions

23.	Distributions	
24.	Less: Basis before distributions	
25.	Enter excess of line 23 over line 24 (capital gain)	

Carryover

		Total Disallowed Losses	Debt Basis Applied Against Excess Losses and Deductions
26.	Beginning of year		
27.	Add: Losses and deductions this year	3,354,278.	1,332,319.
28.	Less: Applied this year	3,350,393.	
29.	End of year (Not less than zero)	3,885.	1,332,319.

PRINCIPAL AMOUNT OF DEBT OWED TO SHAREHOLDER, ADJUSTED FOR LOANS MADE OR PAID DURING THE YEAR 1,332,319.

COPY

Allocation of Losses and Deductions

Shareholder Number: 1
Shareholder Name: H. HUGH ANDREWS, II

Year Ended: DECEMBER 31, 2002
Shareholder ID Number:

	(a) Beginning of Year and Current Year Losses and Deductions	(b) %	(c) Allowable Losses and Deductions in Current Year	(d) Disallowed Losses and Deductions (Carryover to Next Year)
Ordinary losses from trade or business	3,352,962.	100.000000	3,349,077.	3,885.
Net losses from rental real estate activities				
Net losses from other rental activities				
Net short-term capital losses				
Net long-term capital losses				
Other portfolio losses				
Net losses under Section 1231				
Other deductions				
Charitable contributions				
Section 179 expense deduction				
Deductions related to portfolio income (losses)				
Interest expense on investment debts				
Foreign taxes paid or accrued				
Section 59(e) expenditures				
Other decreases				
Total deductible losses and deductions	3,352,962.	100.000000	3,349,077.	3,885.
Nondeductible expenses	1,316.	100.000000	1,316.	
Oil and gas depletion				
Total nondeductible expenses and oil and gas depletion	1,316.	100.000000	1,316.	
Totals	3,354,278.		3,350,393.	3,885.

212103
05-01-02

Drews Distributing
DD00994

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BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. - 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

Year	Invoice	Credits	Receipts	Interest	Future Value
1997	236,394.05	(7,551.56)	(135,727.00)	324,781.15	417,896.64
1998	757,567.35	(32,799.23)	(15,667.98)	1,708,821.05	2,417,921.19
1999	1,440,469.50	(704,748.50)	(466,629.95)	745,332.79	1,014,423.84
2000	617,281.85	(3,533.00)	(788,063.18)	(538,777.55)	(713,091.88)
2001	128,961.48	(73,500.00)		27,547.61	83,009.09
2002	241,909.00			164,325.30	406,234.30
Total	3,422,583.23	(822,132.29)	(1,406,088.11)	2,432,030.34	3,626,393.17

Assumptions:

1. Interest accrues at a rate of 1.5% per month, compounded monthly. For invoices accrual begins after 30 days; for receipts and credits accrual begins on the transaction date.
2. Number of days are calculated to 10/31/05 for the purpose of Future Value calculations.
3. Neither finance nor interest charges in Drews accounting records have been used for Future Value calculations.
4. Any payments made by Tri Star credited by Drews to finance charge invoices are considered as payments to invoices.
5. Two promissory notes were purportedly issued: 2/23/99 $ 1,066,398.60 and 01/04/00 $ 624,632.69 but, are disregarded for above calculations.
   Copies of these promissory notes are not available in Drews record.

2308

BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. -- 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

Interest 1.5% per month
End Date 10/31/05

Code	Finance Charge Invoice	Invoice	Transaction Date	Quantity	Price Per Unit	Total	Number Days	Number Periods	Interest	Future Value
		29106	02/21/97	15	8.20	123.00	3144	103.36	450.14	573.14
		29106	02/22/97	5	2.68	13.40	3143	103.33	49.01	62.41
		29106	02/22/97	15	9.79	146.85	3143	103.33	537.09	683.94
		29106	02/22/97	5	2.68	13.40	3143	103.33	49.01	62.41
		29106	02/22/97	15	13.48	202.20	3143	103.33	739.53	941.73
		29106	02/22/97	5	2.68	13.40	3143	103.33	49.01	62.41
		29142	02/22/97	15	7,095.00	106,425.00	3143	103.33	389,241.48	495,666.48
		29142	02/21/97	7	500.00	3,500.00	3144	103.36	12,808.97	16,308.97
		29142	02/21/97	7	-	-	3144	103.36	-	-
		29142	02/21/97	1	3,500.00	3,500.00	3144	103.36	12,808.97	16,308.97
		29142	02/21/97	4	100.00	400.00	3144	103.36	1,463.88	1,863.88
		29142	02/21/97	1	2,500.00	2,500.00	3144	103.36	9,149.26	11,649.26
C		29180	02/24/97	-1	2,500.00	(2,500.00)	3171	104.25	(9,304.24)	(11,804.24)
		29188	02/24/97	3	500.00	1,500.00	3141	103.27	5,479.30	6,979.30
		29188	02/24/97	3	-	-	3141	103.27	-	-
		29200	02/25/97	2	100.00	200.00	3140	103.23	730.12	930.12
		29315	02/27/97	2	9.40	18.80	3138	103.17	68.55	87.35
		29455	03/03/97	2	52.00	104.00	3134	103.04	378.24	482.24
F	1,800.00	30229	04/01/97	1	1,800.00		3105	102.08	-	-
		30364	04/03/97	1	-	-	3103	102.02	-	-
F	1,829.52	31167	05/01/97	1	1,829.52		3075	101.10	-	-
R		29142	05/07/97			(537.86)	3099	101.88	(1,913.81)	(2,451.67)
R		29142	05/07/97			(39,462.14)	3099	101.88	(140,413.73)	(179,875.87)
R		29188	05/07/97			(1,575.00)	3099	101.88	(5,604.15)	(7,179.15)
R		29200	05/07/97			(210.00)	3099	101.88	(747.22)	(957.22)
R		29315	05/07/97			(19.74)	3099	101.88	(70.24)	(89.98)
R		29455	05/07/97			(109.20)	3099	101.88	(388.55)	(497.75)
R		29106	05/07/97			(537.86)	3099	101.88	(1,913.81)	(2,451.67)
		31494	05/13/97	48	3.00	144.00	3063	100.70	500.91	644.91
F	1,192.74	32066	05/31/97	1	1,192.74		3045	100.11	-	-
		32427	06/13/97	480	2.43	1,166.40	3032	99.68	3,978.74	5,145.14
F	1,194.90	32977	07/01/97	1	1,194.90		3014	99.09	-	-
F	1,212.40	33935	08/01/97	1	1,212.40		2983	98.07	-	-
		34054	08/06/97	1	-	-	2978	97.91	-	-
		34354	08/21/97	4	500.00	2,000.00	2963	97.41	6,529.25	8,529.25
		34354	08/21/97	1	560.00	560.00	2963	97.41	1,828.19	2,388.19
		34354	08/21/97	1	3,500.00	3,500.00	2963	97.41	11,426.20	14,926.20
		34354	08/21/97	12	8.13	97.56	2963	97.41	318.50	416.06
		34354	08/21/97	5	2.68	13.40	2963	97.41	43.75	57.15
		34354	08/21/97	5	8.20	41.00	2963	97.41	133.85	174.85
		34354	08/21/97	5	9.79	48.95	2963	97.41	159.80	208.75
		34354	08/21/97	5	2.68	13.40	2963	97.41	43.75	57.15
		34354	08/21/97	5	0.48	2.40	2963	97.41	7.84	10.24
F	1,212.40	34717	09/02/97	1	1,212.40		2951	97.02	-	-
		34911	09/10/97	15	9.79	146.85	2943	96.76	473.31	620.16
		34911	09/10/97	3	2.68	8.04	2943	96.76	25.91	33.95
		34911	09/10/97	15	8.20	123.00	2943	96.76	396.44	519.44
		34911	09/10/97	3	2.68	8.04	2943	96.76	25.91	33.95
		34911	09/10/97	15	13.48	202.20	2943	96.76	651.71	853.91
		34911	09/10/97	3	2.68	8.04	2943	96.76	25.91	33.95
		34929	09/10/97	3	57.17	171.51	2943	96.76	552.79	724.30
		35155	09/18/97	1	300.00	300.00	2935	96.49	961.97	1,261.97
F	1,306.55	35520	10/01/97	1	1,306.55		2922	96.07	-	-
R		29142	10/07/97			(30,000.00)	2946	96.85	(96,878.62)	(126,878.62)
R		29142	10/07/97			(10,000.00)	2946	96.85	(32,292.87)	(42,292.87)
		35787	10/10/97	1	14.00	14.00	2913	95.77	44.26	58.26
		35787	10/10/97	1	9.95	9.95	2913	95.77	31.46	41.41
		35787	10/10/97	1	14.00	14.00	2913	95.77	44.26	58.26
		35787	10/10/97	1	10.00	10.00	2913	95.77	31.62	41.62
R		35787	10/21/97			(47.95)	2932	96.39	(153.46)	(201.41)
R		34911	10/21/97			(496.17)	2932	96.39	(1,587.94)	(2,084.11)
R		34929	10/21/97			(171.51)	2932	96.39	(548.90)	(720.41)
R		34354	10/21/97			(6,276.71)	2932	96.39	(20,088.01)	(26,364.72)
R		31494	10/21/97			(144.00)	2932	96.39	(460.86)	(604.86)
R		32427	10/21/97			(1,166.40)	2932	96.39	(3,732.95)	(4,899.35)
R		29142	10/30/97			(10,000.00)	2923	96.10	(31,819.40)	(41,819.40)
F	447.24	36383	11/01/97	1	447.24		2891	95.05	-	-
R		29142	11/13/97			(29,516.25)	2909	95.64	(93,075.95)	(122,592.20)
R		30229	11/13/97			(1,800.81)	2909	95.64	(5,678.64)	(7,479.45)
R		31167	11/13/97			(1,829.52)	2909	95.64	(5,769.17)	(7,598.69)
R		32066	11/13/97			(1,192.74)	2909	95.64	(3,761.16)	(4,953.90)

BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. -- 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

R		32977	11/13/97			(321.93)	2909	95.64	(1,015.17)	(1,337.10)
		36763	11/17/97	15	7,095.00	106,425.00	2875	94.52	328,302.90	434,727.90
		36763	11/17/97	15	-	-	2875	94.52	-	-
		36763	11/17/97	15	8.20	123.00	2875	94.52	379.43	502.43
		36763	11/17/97	15	9.79	146.85	2875	94.52	453.01	599.86
		36763	11/17/97	15	2.68	40.20	2875	94.52	124.01	164.21
		36763	11/17/97	15	2.68	40.20	2875	94.52	124.01	164.21
		36763	11/17/97	10	100.00	1,000.00	2875	94.52	3,084.83	4,084.83
C		36796	11/18/97	-1	5,051.56	(5,051.56)	2904	95.47	(15,878.20)	(20,929.76)
		36799	11/18/97	2	100.00	200.00	2874	94.49	616.57	816.57
		36799	11/18/97	3	9.40	28.20	2874	94.49	86.94	115.14
		36799	11/18/97	1	30.45	30.45	2874	94.49	93.87	124.32
F	4.50	37126	12/01/97	1	4.50		2861	94.06	-	-
		37301	12/08/97	6	8.76	52.56	2854	93.83	159.94	212.50
		37397	12/11/97	50	8.56	428.00	2851	93.73	1,299.89	1,727.89
		37397	12/11/97	50	11.80	590.00	2851	93.73	1,791.90	2,381.90
		37397	12/11/97	5	2.68	13.40	2851	93.73	40.70	54.10
		37397	12/11/97	5	2.68	13.40	2851	93.73	40.70	54.10
R		36799	12/12/97			(258.65)	2880	94.68	(800.48)	(1,059.13)
		37301	12/18/97			(52.56)	2844	93.50	(158.91)	(211.47)
		Total				93,415.49			324,781.15	418,196.64
			1998							
F	1,621.13	37763	01/02/98	1	1,621.13		2829	93.01	-	-
		37898	01/07/98	1	8.20	8.20	2824	92.84	24.47	32.67
		37898	01/07/98	1	2.68	2.68	2824	92.84	8.00	10.68
		37951	01/09/98	1	14.00	14.00	2822	92.78	41.72	55.72
		37951	01/09/98	1	62.55	62.55	2822	92.78	186.41	248.96
		37951	01/09/98	1	9.95	9.95	2822	92.78	29.65	39.60
		37951	01/09/98	2	9.40	18.80	2822	92.78	56.03	74.83
R		37397	01/12/98			(1,044.80)	2849	93.67	(3,169.06)	(4,213.86)
R		37898	01/15/98			(10.88)	2846	93.57	(32.94)	(43.82)
		38258	01/26/98	12	6.30	75.60	2805	92.22	222.81	298.41
		38360	01/29/98	1	6.32	6.32	2802	92.12	18.59	24.91
F	1,621.13	38462	02/02/98	1	1,621.13		2798	91.99	-	-
		38688	02/13/98	6	8.76	52.56	2787	91.63	153.09	205.65
		38688	02/13/98	1	504.00	504.00	2787	91.63	1,467.96	1,971.96
		38688	02/13/98	1	8.90	8.90	2787	91.63	25.92	34.82
R		38258	02/02/98			(75.60)	2828	92.98	(226.19)	(301.79)
F	1,622.71	39023	03/02/98	1	1,622.71		2770	91.07	-	-
		39685	03/31/98	1	8.20	8.20	2741	90.12	23.17	31.37
		39585	03/31/98	1	21.00	21.00	2741	90.12	59.34	80.34
F	1,631.29	39680	04/17/98	1	1,631.29		2724	89.56	-	-
R		39585	04/02/98			(29.20)	2769	91.04	(84.05)	(113.25)
		39983	04/20/98	4	2.68	10.72	2721	89.46	29.89	40.61
		39983	04/20/98	20	8.20	164.00	2721	89.46	457.27	621.27
		39983	04/20/98	20	13.48	269.60	2721	89.46	751.71	1,021.31
		39983	04/20/98	20	9.79	195.80	2721	89.46	545.94	741.74
		40019	04/20/98	5	8.20	41.00	2721	89.46	114.32	155.32
		40019	04/20/98	1	24.00	24.00	2721	89.46	66.92	90.92
F	1,631.29	40296	05/01/98	1	1,631.29		2710	89.10	-	-
		40402	05/06/98	2	9.95	19.90	2705	88.93	54.90	74.80
		40434	05/07/98	3	2.68	8.04	2704	88.90	22.16	30.20
		40434	05/07/98	1	19.00	19.00	2704	88.90	52.38	71.38
		40435	05/07/98	10	6,900.00	69,000.00	2704	88.90	190,221.72	259,221.72
		40435	05/07/98	5	500.00	2,500.00	2704	88.90	6,892.09	9,392.09
		40435	05/07/98	0	3,500.00	-	2704	88.90	-	-
		40435	05/07/98	5	-	-	2704	88.90	-	-
		40681	05/20/98	1	48.00	48.00	2691	88.47	131.18	179.18
		40681	05/20/98	1	6.00	6.00	2691	88.47	16.40	22.40
		40733	05/22/98	8	100.00	800.00	2689	88.41	2,183.48	2,983.48
F	1,641.87	40953	06/01/98	1	1,641.87		2679	88.08	-	-
R		40402	6/3/1998			(19.90)	2707	89.00	(54.97)	(74.87)
R		40434	6/3/1998			(27.04)	2707	89.00	(74.69)	(101.73)
R		40681	6/3/1998			(56.40)	2707	89.00	(155.80)	(212.20)
		41150	06/08/98	5	8.20	41.00	2672	87.85	110.64	151.64
		41150	06/08/98	5	2.68	13.40	2672	87.85	36.16	49.56
		41150	06/08/98	1	17.00	17.00	2672	87.85	45.87	62.87
		41264	06/12/98	2	2.68	5.36	2668	87.72	14.42	19.78
		41264	06/12/98	4	8.20	32.80	2668	87.72	88.27	121.07
		41264	06/12/98	1	21.00	21.00	2668	87.72	56.52	77.52
		41264	06/12/98	1	6.00	6.00	2668	87.72	16.15	22.15
F	2,726.37	41690	07/01/98	1	2,726.37		2649	87.09	-	-
		41800	07/07/98	10	1,495.00	14,950.00	2643	86.89	39,562.48	54,512.48
C/M		42156	07/17/98	1	(2,985.00)	(2,985.00)	2633	86.56	(7,846.12)	(10,831.12)
		42158	07/17/98	2	1,495.00	2,990.00	2633	86.56	7,859.26	10,849.26
		42217	07/20/98	5	1,995.00	9,975.00	2630	86.47	26,166.33	36,141.33
		42217	07/20/98	8	1,495.00	11,960.00	2630	86.47	31,373.36	43,333.36
C/M		42412	07/20/98	1	(4,380.00)	(4,380.00)	2630	86.47	(11,489.58)	(15,869.58)
		42562	07/31/98	1	10.45	10.45	2619	86.10	27.21	37.66
F	2,728.48	42645	08/03/98	1	2,728.48		2616	86.01	-	-

Invoices, Credits, Receipts, and Interest Charges

C/M		42666	08/03/98	1	(200.00)	(200.00)	2616	86.01	(519.69)	(719.69)
C/M		42667	08/03/98	1	(1,000.00)	(1,000.00)	2616	86.01	(2,598.45)	(3,598.45)
		42785	08/07/98	1	45.00	45.00	2612	85.87	116.61	161.61
		42785	08/07/98	1	45.00	45.00	2612	85.87	116.61	161.61
		42785	08/07/98	1	45.00	45.00	2612	85.87	116.61	161.61
		42785	08/07/98	1	7.50	7.50	2612	85.87	19.44	26.94
		42785	08/07/98	12	0.35	4.20	2612	85.87	10.88	15.08
R		42217	08/10/98			(1,195.00)	2639	86.76	(3,153.83)	(4,348.83)
		42853	08/11/98	10	8.20	82.00	2608	85.74	211.92	293.92
		42853	08/11/98	2	2.68	5.36	2608	85.74	13.85	19.21
		42853	08/11/98	1	6.00	6.00	2608	85.74	15.51	21.51
		42876	08/12/98	6	13.48	80.88	2607	85.71	208.88	289.76
		42876	08/12/98	6	9.79	58.74	2607	85.71	151.70	210.44
		42876	08/12/98	6	8.20	49.20	2607	85.71	127.07	176.27
		42876	08/12/98	1	25.75	25.75	2607	85.71	66.50	92.25
		42886	08/12/98	5	0.39	1.95	2607	85.71	5.04	6.99
		42886	08/12/98	5	0.48	2.40	2607	85.71	6.20	8.60
C/M		42891	08/12/98	-2	1,495.00	(2,990.00)	2607	85.71	(7,722.06)	(10,712.06)
C/M		42898	08/13/98	1	(400.00)	(400.00)	2606	85.68	(1,032.35)	(1,432.35)
C/M		42899	08/13/98	1	(600.00)	(600.00)	2606	85.68	(1,548.53)	(2,148.53)
R		35155	08/17/98			(300.00)	2632	86.53	(788.02)	(1,088.02)
R		36763	08/17/98			(136.65)	2632	86.53	(358.94)	(495.59)
R		37951	08/17/98			(105.30)	2632	86.53	(276.60)	(381.90)
R		38360	08/17/98			(6.64)	2632	86.53	(17.44)	(24.08)
R		38688	08/17/98			(565.46)	2632	86.53	(1,485.32)	(2,050.78)
R		39983	08/17/98			(640.12)	2632	86.53	(1,681.43)	(2,321.55)
R		40019	08/17/98			(65.00)	2632	86.53	(170.74)	(235.74)
R		40733	08/17/98			(800.00)	2632	86.53	(2,101.39)	(2,901.39)
R		41150	08/17/98			(74.12)	2632	86.53	(194.69)	(268.81)
R		41264	08/17/98			(67.07)	2632	86.53	(176.18)	(243.25)
R		41800	08/17/98			(7,385.00)	2632	86.53	(19,398.47)	(26,783.47)
R		42158	08/17/98			(2,590.00)	2632	86.53	(6,803.26)	(9,393.26)
R		42562	08/17/98			(10.45)	2632	86.53	(27.45)	(37.90)
R		42785	08/17/98			(146.70)	2632	86.53	(385.34)	(532.04)
R		42853	08/17/98			(97.73)	2632	86.53	(256.71)	(354.44)
R		42876	08/17/98			(214.57)	2632	86.53	(563.62)	(778.19)
R		42886	08/17/98			(4.35)	2632	86.53	(11.43)	(15.78)
		43079	08/20/98	1	57.75	57.75	2599	85.45	148.34	206.09
		43191	08/25/98	1	45.00	45.00	2594	85.28	115.20	160.20
		43191	08/25/98	2	1.63	3.26	2594	85.28	8.35	11.61
F	2,929.33	43428	09/01/98	1	2,929.33		2587	85.05	-	-
		43480	09/01/98	1	45.00	45.00	2587	85.05	114.65	159.65
		43638	09/08/98	1	14.93	14.93	2580	84.82	37.86	52.79
C		43690	09/09/98	-1	14.93	(14.93)	2609	85.78	(38.61)	(53.54)
		43734	09/10/98	1	45.00	45.00	2578	84.76	113.95	158.95
		43989	09/23/98	1	0.42	0.42	2565	84.33	1.05	1.47
		43989	09/23/98	1	3.24	3.24	2565	84.33	8.13	11.37
		44010	09/23/98	1	250.00	250.00	2565	84.33	627.43	877.43
		44025	09/24/98	2	0.42	0.84	2564	84.30	2.11	2.95
		44053	09/25/98	1	5.03	5.03	2563	84.26	12.61	17.64
		44070	09/28/98	1	45.00	45.00	2560	84.16	112.55	157.55
		44070	09/28/98	1	45.00	45.00	2560	84.16	112.55	157.55
M		44091	09/28/98	12	6.30	75.60	2560	84.16	189.09	264.69
F	2,930.92	44247	10/01/98	1	2,930.92		2557	84.07	-	-
		44256	10/01/98	5	8.20	41.00	2557	84.07	102.34	143.34
		44256	10/01/98	5	2.68	13.40	2557	84.07	33.45	46.85
		44256	10/01/98	5	0.48	2.40	2557	84.07	5.99	8.39
C		44369	10/06/98	-5	8.20	(41.00)	2582	84.89	(104.10)	(145.10)
C		44369	10/06/98	-5	2.68	(13.40)	2582	84.89	(34.02)	(47.42)
C		44369	10/06/98	-5	0.48	(2.40)	2582	84.89	(6.09)	(8.49)
		44415	10/07/98	1	31.45	31.45	2551	83.87	78.18	109.63
		44680	10/19/98	1	5.03	5.03	2539	83.47	12.40	17.43
		44680	10/19/98	1	5.03	5.03	2539	83.47	12.40	17.43
		44758	10/22/98	1	48.00	48.00	2536	83.38	118.09	166.09
		44916	10/28/98	6	8.20	49.20	2530	83.18	120.55	169.75
		44916	10/28/98	1	2.68	2.68	2530	83.18	6.57	9.25
		44916	10/28/98	1	21.00	21.00	2530	83.18	51.45	72.45
		44954	10/29/98	1	35.00	35.00	2529	83.15	85.69	120.69
		44954	10/29/98	1	120.00	120.00	2529	83.15	293.81	413.81
F	2,936.16	45069	10/31/98	1	2,936.16		2527	83.08	-	-
		45088	11/02/98	1	1,995.00	1,995.00	2525	83.01	4,871.15	6,866.15
		45207	11/06/98	1	45.00	45.00	2521	82.88	109.57	154.57
		45207	11/06/98	2	1.00	2.00	2521	82.88	4.87	6.87
		45207	11/06/98	1	25.00	25.00	2521	82.88	60.87	85.87
		45208	11/09/98	1	45.00	45.00	2518	82.78	109.35	154.35
		45208	11/09/98	1	25.00	25.00	2518	82.78	60.75	85.75
C		45210	11/09/98	-1	1,995.00	(1,995.00)	2548	83.77	(4,948.88)	(6,943.88)
		45236	11/09/98	42	15.00	630.00	2518	82.78	1,530.84	2,160.84
		45288	11/10/98	8	15.00	120.00	2517	82.75	291.39	411.39
		45288	11/10/98	1	0.35	0.35	2517	82.75	0.85	1.20
		45301	11/11/98	1	45.00	45.00	2516	82.72	109.19	154.19

Invoices, Credits, Receipts, and Interest Charges

		45301	11/11/98	1	25.00	25.00	2516	82.72	60.66	85.66
		45476	11/16/98	24	5.67	136.08	2511	82.55	329.06	465.14
		45478	11/16/98	1	504.00	504.00	2511	82.55	1,218.76	1,722.76
		45516	11/18/98	1	120.00	120.00	2509	82.49	289.78	409.78
		45587	11/20/98	9	1,495.00	13,455.00	2507	82.42	32,446.55	45,901.55
		45705	11/25/98	1	350.00	350.00	2502	82.26	841.10	1,191.10
		45750	11/30/98	1	45.00	45.00	2497	82.09	107.77	152.77
		45750	11/30/98	1	25.00	25.00	2497	82.09	59.87	84.87
		45750	11/30/98	4	0.35	1.40	2497	82.09	3.35	4.75
F	2,939.99	45850	12/01/98	1	2,939.99		2496	82.06	-	-
C		45922	12/02/98	-1	504.00	(504.00)	2525	83.01	(1,230.61)	(1,734.61)
		45942	12/03/98	1	57.75	57.75	2494	81.99	138.01	195.76
C		46005	12/07/98	-9	1,495.00	(13,455.00)	2520	82.85	(32,739.56)	(46,194.56)
		46007	12/07/98	12	8.13	97.56	2490	81.86	232.51	330.07
		46178	12/15/98	1	-	-	2482	81.60	-	-
		46239	12/16/98	105	10.12	1,062.60	2481	81.57	2,516.60	3,579.20
		46239	12/16/98	105	7.35	771.75	2481	81.57	1,827.77	2,599.52
		46239	12/16/98	105	6.15	645.75	2481	81.57	1,529.36	2,175.11
		46239	12/16/98	15	2.68	40.20	2481	81.57	95.21	135.41
		46239	12/16/98	240	2.43	583.20	2481	81.57	1,381.22	1,964.42
		46252	12/16/98	14	6,900.00	96,600.00	2481	81.57	228,782.05	325,382.05
		46252	12/16/98	60	-	-	2481	81.57	-	-
		46252	12/16/98	46	500.00	23,000.00	2481	81.57	54,471.92	77,471.92
		46252	12/16/98	1	40,000.00	40,000.00	2481	81.57	94,733.77	134,733.77
		46252	12/16/98	60	71.50	4,290.00	2481	81.57	10,160.20	14,450.20
		46252	12/16/98	46	6,900.00	317,400.00	2481	81.57	751,712.45	1,069,112.45
		46264	12/17/98	1	8.20	8.20	2480	81.53	19.41	27.61
		46264	12/17/98	1	2.68	2.68	2480	81.53	6.34	9.02
		46264	12/17/98	1	13.48	13.48	2480	81.53	31.90	45.38
		46264	12/17/98	1	21.00	21.00	2480	81.53	49.70	70.70
		46336	12/21/98	12	8.13	97.56	2476	81.40	230.25	327.81
		46337	12/22/98	2	1,995.00	3,990.00	2475	81.37	9,410.28	13,400.28
		46337	12/22/98	1	350.00	350.00	2475	81.37	825.46	1,175.46
		46337	12/22/98	1	52.43	52.43	2475	81.37	123.65	176.08
		46339	12/22/98	0	6,900.00	-	2475	81.37	-	-
		46339	12/22/98	0	-	-	2475	81.37	-	-
		46339	12/22/98	14	500.00	7,000.00	2475	81.37	16,509.26	23,509.26
		46339	12/22/98	0	40,000.00	-	2475	81.37	-	-
		46339	12/22/98	0	71.50	-	2475	81.37	-	-
		46339	12/22/98	0	6,900.00	-	2475	81.37	-	-
		46374	12/22/98	1	1,995.00	1,995.00	2475	81.37	4,705.14	6,700.14
		46385	12/23/98	5	14,000.00	70,000.00	2474	81.34	164,977.58	234,977.58
		46385	12/23/98	5	-	-	2474	81.34	-	-
		46401	12/23/98	1	504.00	504.00	2474	81.34	1,187.84	1,691.84
		46401	12/23/98	1	0.42	0.42	2474	81.34	0.99	1.41
		46416	12/28/98	240	2.43	583.20	2469	81.17	1,369.71	1,952.91
		46416	12/28/98	1	0.42	0.42	2469	81.17	0.99	1.41
		46416	12/28/98	1	57.75	57.75	2469	81.17	135.63	193.38
		46473	12/29/98	5	0.42	2.10	2468	81.14	4.93	7.03
		46473	12/29/98	100	0.22	22.00	2468	81.14	51.63	73.63
		46473	12/29/98	0.1	24.00	2.40	2468	81.14	5.63	8.03
		46485	12/30/98	5	6,900.00	34,500.00	2467	81.11	80,914.24	115,414.24
		46485	12/30/98	5	500.00	2,500.00	2467	81.11	5,863.35	8,363.35
		46485	12/30/98	5	-	-	2467	81.11	-	-
		46488	12/30/98	85	162.00	13,770.00	2467	81.11	32,295.34	46,065.34
		46501	12/31/98	44	100.00	4,400.00	2466	81.07	10,312.29	14,712.29
		46501	12/31/98	1	162.00	162.00	2466	81.07	379.68	541.68
C		46502	12/31/98	-59	71.50	(4,218.50)	2496	82.06	(10,095.57)	(14,314.07)
		Total				$1,709,100.14			$1,708,821.05	$2,417,921.19

Invoices, Credits, Receipts, and Interest Charges

			1999							
F	2,967.02	46580	01/04/99	1	2,967.02		2462	80.94		-
		46708	01/06/99	1	310.45	310.45	2460	80.88	724.56	1,035.01
		46708	01/06/99	1	504.00	504.00	2460	80.88	1,176.28	1,680.28
		46708	01/06/99	1	35.00	35.00	2460	80.88	81.69	116.69
		46786	01/11/99	1	350.00	350.00	2455	80.71	814.01	1,164.01
		46866	01/13/99	1	57.75	57.75	2453	80.65	134.12	191.87
		46867	01/13/99	1	51.45	51.45	2453	80.65	119.49	170.94
		46872	01/13/99	1	6,900.00	6,900.00	2453	80.65	16,025.21	22,925.21
		46872	01/13/99	1	-	-	2453	80.65	-	-
C		46895	01/14/99	-1	52.43	(52.43)	2482	81.60	(124.26)	(176.69)
C		46895	01/14/99	-1	350.00	(350.00)	2482	81.60	(829.50)	(1,179.50)
C		46895	01/14/99	-1	1,995.00	(1,995.00)	2482	81.60	(4,728.14)	(6,723.14)
		46942	01/16/99	2	120.00	240.00	2450	80.55	556.23	796.23
		46983	01/18/99	1	440.00	440.00	2448	80.48	1,018.32	1,458.32
C		47001	01/19/99	-1	1,995.00	(1,995.00)	2477	81.44	(4,711.70)	(6,706.70)
		47016	01/19/99	1	45.00	45.00	2447	80.45	104.07	149.07
		47016	01/19/99	1	25.00	25.00	2447	80.45	57.82	82.82
C		47031	01/20/99	-1	350.00	(350.00)	2476	81.40	(826.04)	(1,176.04)
C		47032	01/20/99	-1	1,995.00	(1,995.00)	2476	81.40	(4,708.42)	(6,703.42)
C		47033	01/20/99	-1	440.00	(440.00)	2476	81.40	(1,038.45)	(1,478.45)
C		47037	01/20/99	1	(119.87)	(119.87)	2476	81.40	(282.91)	(402.78)
		47043	01/20/99	12	8.13	97.56	2446	80.42	225.47	323.03
		47043	01/20/99	1	8.25	8.25	2446	80.42	19.07	27.32
		47045	01/20/99	1	-	-	2446	80.42	-	-
		47070	01/21/99	5	6.32	31.60	2445	80.38	72.98	104.58
		47103	01/22/99	1	-	-	2444	80.35	-	-
		47103	01/22/99	1	6.25	6.25	2444	80.35	14.42	20.67
		47103	01/22/99	4	0.35	1.40	2444	80.35	3.23	4.63
		47151	01/25/99	1	-	-	2441	80.25	-	-
M		47196	01/27/99	1	350.00	350.00	2439	80.19	804.93	1,154.93
M		47196	01/27/99	1	6.25	6.25	2439	80.19	14.37	20.62
M		47196	01/27/99	3	0.35	1.05	2439	80.19	2.41	3.46
		47227	01/27/99	1	31.45	31.45	2439	80.19	72.33	103.78
		47248	01/28/99	1	10.45	10.45	2438	80.15	24.02	34.47
F	11,340.11	47374	02/01/99	1	11,340.11		2434	80.02	-	-
M		47424	02/02/99	99	400.00	39,600.00	2433	79.99	90,688.99	130,288.99
		47482	02/04/99	2	-	-	2431	79.92	-	-
C		47504	02/04/99	-1	350.00	(350.00)	2461	80.91	(817.44)	(1,167.44)
C		47504	02/04/99	-3	0.35	(1.05)	2461	80.91	(2.45)	(3.50)
C		47504	02/04/99	-1	6.25	(6.25)	2461	80.91	(14.60)	(20.85)
		47615	02/10/98	5	9.79	48.95	2790	91.73	142.85	191.80
C		47657	02/11/99	-76	400.00	(30,400.00)	2454	80.68	(70,653.26)	(101,053.26)
		47658	02/11/99	44	400.00	17,600.00	2424	79.69	40,051.68	57,651.68
		47659	02/11/99	1	10.45	10.45	2424	79.69	23.78	34.23
		47717	02/15/99	1	-	-	2420	79.56	-	-
		47847	02/19/99	1	45.00	45.00	2416	79.43	101.83	146.83
R		47933	02/23/99			(55,471.78)	2442	80.28	(127,843.16)	(183,314.94)
R		47933	02/23/99			55,471.78	2442	80.28	127,843.16	183,314.94
		47912	02/23/99	0	6,900.00	-	2412	79.30	-	-
		47912	02/23/99	5	6,300.00	31,500.00	2412	79.30	71,079.09	102,579.09
		47912	02/23/99	0	162.00	-	2412	79.30	-	-
		47912	02/23/99	17	100.00	1,700.00	2412	79.30	3,836.01	5,536.01
		47912	02/23/99	35	-	-	2412	79.30	-	-
		47914	02/23/99	30	6,900.00	207,000.00	2412	79.30	467,091.17	674,091.17
		47914	02/23/99	0	6,300.00	-	2412	79.30	-	-
		47914	02/23/99	0	162.00	-	2412	79.30	-	-
		47914	02/23/99	0	100.00	-	2412	79.30	-	-
		47914	02/23/99	0	-	-	2412	79.30	-	-
		47930	02/23/99	0	6,900.00	-	2412	79.30	-	-
		47930	02/23/99	0	6,300.00	-	2412	79.30	-	-
		47930	02/23/99	43	162.00	6,966.00	2412	79.30	15,718.63	22,684.63
		47930	02/23/99	0	100.00	-	2412	79.30	-	-
		47930	02/23/99	0	-	-	2412	79.30	-	-
C		47931	02/23/99	-5	-	-	2442	80.28	-	-
C		47931	02/23/99	-5	14,000.00	(70,000.00)	2442	80.28	(161,325.65)	(231,325.65)
C		47932	02/23/99	1	(1,066,398.60)		2442	80.28	-	-
R		47933	02/24/99			(66,527.05)	2441	80.25	(153,214.13)	(219,741.18)
		48144	03/01/99	480	2.43	1,166.40	2406	79.10	2,620.82	3,787.22
		48144	03/01/99	1	31.45	31.45	2406	79.10	70.67	102.12
C		48173	03/02/99	-44	400.00	(17,600.00)	2435	80.05	(40,362.93)	(57,962.93)
C		48195	03/03/99	-23	400.00	(9,200.00)	2434	80.02	(21,083.98)	(30,283.98)
		48255	03/05/99	1	627.00	627.00	2402	78.97	1,404.84	2,031.84
		48255	03/05/99	1	79.80	79.80	2402	78.97	178.80	258.60
		48258	03/05/99	2	440.00	880.00	2402	78.97	1,971.71	2,851.71
		48258	03/05/99	8	0.35	2.80	2402	78.97	6.27	9.07
		48258	03/05/99	1	7.25	7.25	2402	78.97	16.24	23.49
		48308	03/08/99	1	400.00	400.00	2399	78.87	894.33	1,294.33
C		48310	03/08/99	-1	400.00	(400.00)	2429	79.86	(913.48)	(1,313.48)
		48326	03/10/99	1	2,775.00	2,775.00	2397	78.81	6,195.62	8,970.62
		48380	03/11/99	1	440.00	440.00	2396	78.77	981.67	1,421.67

	48380	03/11/99	4	0.35	1.40	2396	78.77	3.12	4.52
	48408	03/12/99	1	31.45	31.45	2395	78.74	70.12	101.57
	48415	03/12/99	1	38.25	38.25	2395	78.74	85.28	123.53
	48415	03/12/99	1	504.00	504.00	2395	78.74	1,123.66	1,627.66
	48465	03/16/99	2	10.45	20.90	2391	78.61	46.46	67.36
	48528	03/19/99	1	700.00	700.00	2388	78.51	1,552.91	2,252.91
	48528	03/19/99	1	7.25	7.25	2388	78.51	16.08	23.33
	48528	03/19/99	6	0.35	2.10	2388	78.51	4.66	6.76
R	48173	03/19/99			742.14	2418	79.50	1,681.73	2,423.87
R	48173	03/19/99			5,686.38	2418	79.50	12,885.66	18,572.04
R	48255	03/19/99			(742.14)	2418	79.50	(1,681.73)	(2,423.87)
R	48258	03/19/99			(934.05)	2418	79.50	(2,116.61)	(3,050.66)
R	48326	03/19/99			(2,913.75)	2418	79.50	(6,602.72)	(9,516.47)
R	48380	03/19/99			(469.90)	2418	79.50	(1,064.82)	(1,534.72)
R	48408	03/19/99			(33.02)	2418	79.50	(74.83)	(107.85)
R	48415	03/19/99			(569.36)	2418	79.50	(1,290.20)	(1,859.56)
R	48465	03/19/99			(21.95)	2418	79.50	(49.74)	(71.69)
R	48528	03/19/99			(744.35)	2418	79.50	(1,686.74)	(2,431.09)
C	48555	03/19/99	-1	440.00	(440.00)	2418	79.50	(997.07)	(1,437.07)
C	48556	03/22/99	-2	440.00	(880.00)	2415	79.40	(1,989.91)	(2,869.91)
C	48566	03/22/99	-1	31.45	(31.45)	2415	79.40	(71.12)	(102.57)
	48590	03/23/99	120	7.35	882.00	2384	78.38	1,951.12	2,833.12
	48590	03/23/99	5	2.68	13.40	2384	78.38	29.64	43.04
	48590	03/23/99	120	10.12	1,214.40	2384	78.38	2,686.44	3,900.84
	48590	03/23/99	5	2.68	13.40	2384	78.38	29.64	43.04
	48590	03/23/99	125	6.15	768.75	2384	78.38	1,700.59	2,469.34
	48590	03/23/99	5	2.68	13.40	2384	78.38	29.64	43.04
	48590	03/23/99	1	151.50	151.50	2384	78.38	335.14	486.64
	48595	03/23/99	40	6,900.00	276,000.00	2384	78.38	610,553.75	886,553.75
	48595	03/23/99	40	-	-	2384	78.38	-	-
	48636	03/24/99	1	45.00	45.00	2383	78.35	99.48	144.48
	48636	03/24/99	1	45.00	45.00	2383	78.35	99.48	144.48
	48636	03/24/99	2	0.99	1.98	2383	78.35	4.38	6.36
R	48173	03/24/99			9,973.63	2413	79.33	22,521.19	32,494.82
R	48195	03/24/99			9,200.00	2413	79.33	20,774.28	29,974.28
R	48555	03/24/99			462.00	2413	79.33	1,043.23	1,505.23
R	48590	03/24/99			(3,202.12)	2413	79.33	(7,230.62)	(10,432.74)
R	48595	03/24/99			(6,771.51)	2413	79.33	(15,290.57)	(22,062.08)
R	48595	03/24/99			(9,200.00)	2413	79.33	(20,774.28)	(29,974.28)
R	48595	03/24/99			(462.00)	2413	79.33	(1,043.23)	(1,505.23)
	48639	03/25/99	1	440.00	440.00	2382	78.31	971.96	1,411.96
	48639	03/25/99	1	6.50	6.50	2382	78.31	14.36	20.86
	48639	03/25/99	4	0.35	1.40	2382	78.31	3.09	4.49
	48640	03/25/99	1	440.00	440.00	2382	78.31	971.96	1,411.96
	48640	03/25/99	1	6.50	6.50	2382	78.31	14.36	20.86
	48640	03/25/99	4	0.35	1.40	2382	78.31	3.09	4.49
	48649	03/25/99	1	45.00	45.00	2382	78.31	99.41	144.41
	48649	03/25/99	2	3.50	7.00	2382	78.31	15.46	22.46
	48649	03/25/99	1	100.85	100.85	2382	78.31	222.78	323.63
	48649	03/25/99	1	0.70	0.70	2382	78.31	1.55	2.25
	48649	03/25/99	1	0.36	0.36	2382	78.31	0.80	1.16
	48649	03/25/99	1	45.00	45.00	2382	78.31	99.41	144.41
	48649	03/25/99	1	1.00	1.00	2382	78.31	2.21	3.21
	48649	03/25/99	1	0.70	0.70	2382	78.31	1.55	2.25
	48722	03/29/99	1	49.00	49.00	2378	78.18	107.93	156.93
	48723	03/29/99	1	57.75	57.75	2378	78.18	127.21	184.96
	48741	03/30/99	1	50.00	50.00	2377	78.15	110.06	160.06
	48750	03/30/99	1	15.00	15.00	2377	78.15	33.02	48.02
	48761	03/30/99	2	82.50	165.00	2377	78.15	363.19	528.19
	48762	03/31/99	1	350.00	350.00	2376	78.12	769.86	1,119.86
	48765	03/31/99	40	6,900.00	276,000.00	2376	78.12	607,088.88	883,088.88
	48765	03/31/99	40	-	-	2376	78.12	-	-
	48765	03/31/99	22	100.00	2,200.00	2376	78.12	4,839.11	7,039.11
	48765	03/31/99	43	162.00	6,966.00	2376	78.12	15,322.40	22,288.40
C	48781	03/31/99	-5	-	-	2406	79.10	-	-
C	48781	03/31/99	-5	6,900.00	(34,500.00)	2406	79.10	(77,519.05)	(112,019.05)
M	48806	03/31/99	22	77.00	1,694.00	2376	78.12	3,726.12	5,420.12
	48807	04/01/99	2	583.00	1,166.00	2375	78.08	2,562.90	3,728.90
	48813	04/01/99	1	-	-	2375	78.08	-	-
M	48900	04/01/99	1	2,775.00	2,775.00	2375	78.08	6,099.54	8,874.54
C	48913	04/01/99	-1	79.80	(79.80)	2405	79.07	(179.18)	(258.98)
C	48913	04/01/99	-1	627.00	(627.00)	2405	79.07	(1,407.83)	(2,034.83)
C	48952	04/01/99	-1	440.00	(440.00)	2405	79.07	(987.95)	(1,427.95)
R	48556	04/01/99			924.00	2405	79.07	2,074.69	2,998.69
R	48566	04/01/99			33.02	2405	79.07	74.14	107.16
R	48595	04/01/99			(924.00)	2405	79.07	(2,074.69)	(2,998.69)
R	48595	04/01/99			(33.02)	2405	79.07	(74.14)	(107.16)
C	48953	04/06/99	-1	440.00	(440.00)	2400	78.90	(984.46)	(1,424.46)
C	48954	04/06/99	-1	700.00	(700.00)	2400	78.90	(1,566.18)	(2,266.18)
C	48972	04/07/99	-1	350.00	(350.00)	2399	78.87	(782.54)	(1,132.54)
	48985	04/08/99	1	45.00	45.00	2368	77.85	98.42	143.42

Invoices, Credits, Receipts, and Interest Charges

		48986	04/08/99	1	45.00	45.00	2368	77.85	98.42	143.42
		49014	04/08/99	1	45.00	45.00	2368	77.85	98.42	143.42
		49014	04/08/99	1	6.50	6.50	2368	77.85	14.22	20.72
		49014	04/08/99	4	0.35	1.40	2368	77.85	3.06	4.46
R		48636	04/09/99			(92.08)	2397	78.81	(205.58)	(297.66)
R		49639	04/09/99			(7.90)	2397	78.81	(17.64)	(25.54)
R		48640	04/09/99			(7.90)	2397	78.81	(17.64)	(25.54)
R		48649	04/09/99			(206.14)	2397	78.81	(460.24)	(666.38)
R		48722	04/09/99			(51.45)	2397	78.81	(114.87)	(166.32)
R		48723	04/09/99			(60.64)	2397	78.81	(135.39)	(196.03)
R		48741	04/09/99			(50.00)	2397	78.81	(111.63)	(161.63)
R		48750	04/09/99			(15.75)	2397	78.81	(35.16)	(50.91)
R		48761	04/09/99			(100.24)	2397	78.81	(223.80)	(324.04)
R		48954	04/09/99			92.08	2397	78.81	205.58	297.66
R		48954	04/09/99			7.90	2397	78.81	17.64	25.54
R		48954	04/09/99			7.90	2397	78.81	17.64	25.54
R		48954	04/09/99			206.14	2397	78.81	460.24	666.38
R		48954	04/09/99			(51.45)	2397	78.81	(114.87)	(166.32)
R		48954	04/09/99			60.64	2397	78.81	135.39	196.03
R		48954	04/09/99			50.00	2397	78.81	111.63	161.63
R		48954	04/09/99			15.75	2397	78.81	35.16	50.91
R		48954	04/09/99			45.00	2397	78.81	100.47	145.47
R		48954	04/09/99			45.00	2397	78.81	100.47	145.47
R		48954	04/09/99			52.90	2397	78.81	118.11	171.01
R		48954	04/09/99			100.24	2397	78.81	223.80	324.04
R		48985	04/09/99			(45.00)	2397	78.81	(100.47)	(145.47)
R		48986	04/09/99			(45.00)	2397	78.81	(100.47)	(145.47)
R		49014	04/09/99			(52.90)	2397	78.81	(118.11)	(171.01)
		49123	04/14/99	1	45.00	45.00	2362	77.65	98.00	143.00
		49315	04/27/99	1	1,995.00	1,995.00	2349	77.23	4,304.39	6,299.39
		49316	04/27/99	1	504.00	504.00	2349	77.23	1,087.42	1,591.42
		49316	04/27/99	1	57.75	57.75	2349	77.23	124.60	182.35
		49318	04/27/99	2	700.00	1,400.00	2349	77.23	3,020.62	4,420.62
		49318	04/27/99	2	627.00	1,254.00	2349	77.23	2,705.62	3,959.62
		49319	04/27/99	1	440.00	440.00	2349	77.23	949.34	1,389.34
F	4,075.01	49475	05/03/99	1	4,075.01		2343	77.03	-	-
		49621	05/10/99	1	31.45	31.45	2336	76.80	67.23	98.68
C		49624	05/11/99	-1	440.00	(440.00)	2365	77.75	(960.26)	(1,400.26)
C		49625	05/11/99	-1	627.00	(627.00)	2365	77.75	(1,368.37)	(1,995.37)
		49639	05/11/99	1	45.00	45.00	2335	76.77	96.12	141.12
C		49678	05/13/99	-1	1,995.00	(1,995.00)	2363	77.69	(4,347.71)	(6,342.71)
C		49679	05/13/99	-1	57.75	(57.75)	2363	77.69	(125.85)	(183.60)
C		49680	05/13/99	-2	700.00	(1,400.00)	2363	77.69	(3,051.02)	(4,451.02)
M		49733	05/17/99	35	14,000.00	490,000.00	2329	76.57	1,042,145.64	1,532,145.64
M		49733	05/17/99	35	-	-	2329	76.57	-	-
M		49733	05/17/99	35	162.00	5,670.00	2329	76.57	12,059.11	17,729.11
M		49733	05/17/99	22	100.00	2,200.00	2329	76.57	4,679.02	6,879.02
M		49736	05/17/99	2	14,000.00	28,000.00	2329	76.57	59,551.18	87,551.18
M		49736	05/17/99	2	-	-	2329	76.57	-	-
		49755	05/18/99	1	504.00	504.00	2328	76.54	1,071.15	1,575.15
C		49778	05/19/99	-1	504.00	(504.00)	2357	77.49	(1,093.67)	(1,597.67)
C		49779	05/19/99	-1	627.00	(627.00)	2357	77.49	(1,360.58)	(1,987.58)
		49834	05/21/99	1	162.00	162.00	2325	76.44	343.56	505.56
		49869	05/25/99	2	8.20	16.40	2321	76.31	34.68	51.08
		49869	05/25/99	2	9.79	19.58	2321	76.31	41.40	60.98
F	8,113.52	49993	06/01/99	1	8,113.52		2314	76.08	-	-
M		50121	06/08/99	1	504.00	504.00	2307	75.85	1,055.04	1,559.04
M		50121	06/08/99	1	420.00	420.00	2307	75.85	879.20	1,299.20
C		50151	06/10/99	-1	504.00	(504.00)	2335	76.77	(1,076.56)	(1,580.56)
		50278	05/17/99	15	8.20	123.00	2329	76.57	261.60	384.60
		50278	06/17/99	9	2.68	24.12	2298	75.55	50.16	74.28
		50278	06/17/99	1	6.25	6.25	2298	75.55	13.00	19.25
		50278	06/17/99	1	0.35	0.35	2298	75.55	0.73	1.08
		50367	06/24/99	1	700.00	700.00	2291	75.32	1,448.44	2,148.44
		50370	06/24/99	2	504.00	1,008.00	2291	75.32	2,085.76	3,093.76
		50370	06/24/99	1	6.50	6.50	2291	75.32	13.45	19.95
		50370	06/24/99	10	0.35	3.50	2291	75.32	7.24	10.74
C		50454	06/30/99	-2	-	-	2315	76.11	-	-
C		50454	06/30/99	-2	14,000.00	(28,000.00)	2315	76.11	(58,953.26)	(86,953.26)
F	15,959.26	50552	07/01/99	1	15,959.26		2284	75.09	-	-
		50631	07/08/99	1	45.00	45.00	2277	74.86	92.17	137.17
		50640	07/08/99	4	14.93	59.72	2277	74.86	122.32	182.04
		50640	07/08/99	1	17.00	17.00	2277	74.86	34.82	51.82
C		50719	07/14/99	-1	700.00	(700.00)	2301	75.65	(1,458.99)	(2,158.99)
		50782	07/21/99	1	250.00	250.00	2264	74.43	507.23	757.23
		50828	07/27/99	2	8.20	16.40	2258	74.24	33.13	49.53
		50828	07/27/99	1	24.75	24.75	2258	74.24	50.00	74.75
F	15,992.26	50991	07/31/99	1	15,992.26		2254	74.10	-	-
		51047	08/05/99	1	45.00	45.00	2249	73.94	90.30	135.30
		51088	08/10/99	1	504.00	504.00	2244	73.78	1,007.70	1,511.70
		51093	08/10/99	1	350.00	350.00	2244	73.78	699.79	1,049.79

Invoices, Credits, Receipts, and Interest Charges

		51093	08/10/99	1	1,995.00	1,995.00	2244	73.78	3,988.80	5,983.80
		51094	08/10/99	1	31.45	31.45	2244	73.78	62.88	94.33
		51094	08/10/99	1	6.50	6.50	2244	73.78	13.00	19.50
C		51180	08/19/99	-35	13,500.00	(472,500.00)	2265	74.47	(959,359.88)	(1,431,859.88)
C		51180	08/19/99	-1	15,682.90	(15,682.90)	2265	74.47	(31,842.42)	(47,525.32)
		51217	08/24/99	1	31.45	31.45	2230	73.32	62.24	93.69
		51217	08/24/99	1	57.75	57.75	2230	73.32	114.28	172.03
		51217	08/24/99	1	6.00	6.00	2230	73.32	11.87	17.87
		51224	08/24/99	1	45.00	45.00	2230	73.32	89.05	134.05
C		51227	08/24/99	-1	350.00	(350.00)	2260	74.30	(708.04)	(1,058.04)
C		51227	08/24/99	-1	1,995.00	(1,995.00)	2260	74.30	(4,035.85)	(6,030.85)
F	8,320.76	51392	09/01/99	1	8,320.76		2222	73.05	-	-
		51419	09/02/99	1	350.00	350.00	2221	73.02	688.04	1,038.04
		51419	09/02/99	3	0.35	1.05	2221	73.02	2.06	3.11
		51419	09/02/99	1	6.50	6.50	2221	73.02	12.78	19.28
		51449	09/08/99	1	700.00	700.00	2215	72.82	1,369.99	2,069.99
		51449	09/08/99	7	0.35	2.45	2215	72.82	4.79	7.24
		51449	09/08/99	1	7.25	7.25	2215	72.82	14.19	21.44
		51450	09/08/99	1	14.00	14.00	2215	72.82	27.40	41.40
		51450	09/08/99	12	6.30	75.60	2215	72.82	147.96	223.56
		51450	09/08/99	3	9.95	29.85	2215	72.82	58.42	88.27
		51450	09/08/99	1	6.00	6.00	2215	72.82	11.74	17.74
		51483	09/13/99	1	45.00	45.00	2210	72.66	87.75	132.75
		51534	09/20/99	2	1,995.00	3,990.00	2203	72.43	7,739.82	11,729.82
		51534	09/20/99	39	0.35	13.65	2203	72.43	26.48	40.13
		51534	09/20/99	1	6.75	6.75	2203	72.43	13.09	19.84
C		51535	09/20/99	-1	700.00	(700.00)	2233	73.41	(1,388.31)	(2,088.31)
C		51536	09/20/99	-1	350.00	(350.00)	2233	73.41	(694.15)	(1,044.15)
		51549	09/21/99	1	3.24	3.24	2202	72.39	6.28	9.52
		51549	09/21/99	1	6.00	6.00	2202	72.39	11.63	17.63
		51564	09/22/99	1	150.00	150.00	2201	72.36	290.54	440.54
		51585	09/24/99	2	583.00	1,166.00	2199	72.30	2,255.11	3,421.11
		51585	09/24/99	1	8.00	8.00	2199	72.30	15.47	23.47
		51585	09/24/99	10	0.35	3.50	2199	72.30	6.77	10.27
		51587	09/24/99	1	583.00	583.00	2199	72.30	1,127.55	1,710.55
F	8,332.76	51716	10/01/99	1	8,332.76		2192	72.07	-	-
R		47933	10/12/99			(200,000.00)	2211	72.69	(390,268.03)	(590,268.03)
		51773	10/06/99	1	45.00	45.00	2187	71.90	86.26	131.26
		51773	10/06/99	1	45.00	45.00	2187	71.90	86.26	131.26
		51787	10/08/99	2	0.42	0.84	2185	71.84	1.61	2.45
		51787	10/08/99	2	3.24	6.48	2185	71.84	12.40	18.88
		51793	10/08/99	12	10.42	125.04	2185	71.84	239.33	364.37
		51793	10/08/99	3	9.95	29.85	2185	71.84	57.13	86.98
		51793	10/08/99	12	8.13	97.56	2185	71.84	186.73	284.29
		51793	10/08/99	1	8.50	8.50	2185	71.84	16.27	24.77
		51793	10/08/99	3	0.35	1.05	2185	71.84	2.01	3.06
C		51833	10/14/99	-2	1,995.00	(3,990.00)	2209	72.62	(7,774.32)	(11,764.32)
C		51853	10/19/99	-1	583.00	(583.00)	2204	72.46	(1,131.75)	(1,714.75)
		51927	10/26/99	1	175.00	175.00	2167	71.24	330.48	505.48
		51927	10/26/99	1	6.00	6.00	2167	71.24	11.33	17.33
		51927	10/26/99	3	0.35	1.05	2167	71.24	1.98	3.03
		51969	10/29/99	1	50.00	50.00	2164	71.15	94.21	144.21
		51991	11/01/99	1	-	-	2161	71.05	-	-
		52025	11/04/99	1	50.00	50.00	2158	70.95	93.79	143.79
R		47933	11/10/99			(200,000.00)	2182	71.74	(381,948.27)	(581,948.27)
		52145	11/18/99	1	350.00	350.00	2144	70.49	649.64	999.64
		52145	11/18/99	1	6.25	6.25	2144	70.49	11.60	17.85
		52145	11/18/99	3	0.35	1.05	2144	70.49	1.95	3.00
		52152	11/19/99	1	3.24	3.24	2143	70.45	6.01	9.25
		52152	11/19/99	1	0.42	0.42	2143	70.45	0.78	1.20
		52233	11/30/99	1	50.00	50.00	2132	70.09	91.97	141.97
		52233	11/30/99	1	50.00	50.00	2132	70.09	91.97	141.97
F	5,575.00	52317	12/01/99	1	5,575.00		2131	70.06	-	-
		52421	12/13/99	1	0.42	0.42	2119	69.67	0.76	1.18
		52421	12/13/99	1	3.24	3.24	2119	69.67	5.90	9.14
		Total:				269,091.05			745,332.79	1,014,423.84

BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. -- 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

			2000							
		52561	01/04/00	24	3.03	72.72	2097	68.94	130.25	202.97
		52561	01/04/00	25	0.37	9.25	2097	68.94	16.57	25.82
R		48595	01/04/00			(271,667.30)	2127	69.93	(497,816.94)	(769,484.24)
R		48761	01/04/00			(73.01)	2127	69.93	(133.79)	(206.80)
R		48765	01/04/00			(263,199.30)	2127	69.93	(482,299.75)	(745,499.05)
R		48806	01/04/00			(1,778.70)	2127	69.93	(3,259.38)	(5,038.08)
R		48807	01/04/00			(1,224.30)	2127	69.93	(2,243.47)	(3,467.77)
R		48900	01/04/00			(2,913.75)	2127	69.93	(5,339.30)	(8,253.05)
R		49123	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		49475	01/04/00			(4,075.01)	2127	69.93	(7,467.26)	(11,542.27)
R		49621	01/04/00			(33.02)	2127	69.93	(60.51)	(93.53)
R		49639	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		49733	01/04/00			(10,955.60)	2127	69.93	(20,075.60)	(31,031.20)
R		49834	01/04/00			(170.10)	2127	69.93	(311.70)	(481.80)
R		49869	01/04/00			(37.78)	2127	69.93	(69.23)	(107.01)
R		49993	01/04/00			(8,113.52)	2127	69.93	(14,867.63)	(22,981.15)
R		50121	01/04/00			(970.20)	2127	69.93	(1,777.84)	(2,748.04)
R		50278	01/04/00			(161.08)	2127	69.93	(295.17)	(456.25)
R		50370	01/04/00			(1,068.40)	2127	69.93	(1,957.79)	(3,026.19)
R		50552	01/04/00			(15,959.26)	2127	69.93	(29,244.56)	(45,203.82)
R		50631	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		50640	01/04/00			(79.71)	2127	69.93	(146.06)	(225.77)
R		50782	01/04/00			(250.00)	2127	69.93	(458.11)	(708.11)
R		50828	01/04/00			(41.97)	2127	69.93	(76.91)	(118.88)
R		50991	01/04/00			(15,992.26)	2127	69.93	(29,305.03)	(45,297.29)
R		51047	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		51088	01/04/00			(529.20)	2127	69.93	(969.73)	(1,498.93)
R		51094	01/04/00			(39.52)	2127	69.93	(72.42)	(111.94)
R		51217	01/04/00			(99.66)	2127	69.93	(182.62)	(282.28)
R		51224	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		51392	01/04/00			(8,320.76)	2127	69.93	(15,247.38)	(23,568.14)
R		51419	01/04/00			(7.55)	2127	69.93	(13.84)	(21.39)
R		51449	01/04/00			(9.70)	2127	69.93	(17.77)	(27.47)
R		51450	01/04/00			(131.42)	2127	69.93	(240.82)	(372.24)
R		51483	01/04/00			(45.00)	2127	69.93	(82.46)	(127.46)
R		51534	01/04/00			(20.40)	2127	69.93	(37.38)	(57.78)
R		51549	01/04/00			(9.40)	2127	69.93	(17.23)	(26.63)
R		51564	01/04/00			(150.00)	2127	69.93	(274.87)	(424.87)
R		51585	01/04/00			(1,235.80)	2127	69.93	(2,264.54)	(3,500.34)
R		51716	01/04/00			(8,332.76)	2127	69.93	(15,269.37)	(23,602.13)
R		51773	01/04/00			(90.00)	2127	69.93	(164.92)	(254.92)
R		51787	01/04/00			(7.69)	2127	69.93	(14.09)	(21.78)
R		51793	01/04/00			(275.00)	2127	69.93	(503.92)	(778.92)
R		51927	01/04/00			(182.05)	2127	69.93	(333.60)	(515.65)
R		51969	01/04/00			(50.00)	2127	69.93	(91.62)	(141.62)
R		52025	01/04/00			(50.00)	2127	69.93	(91.62)	(141.62)
R		52145	01/04/00			(374.80)	2127	69.93	(686.80)	(1,061.60)
R		52152	01/04/00			(3.84)	2127	69.93	(7.04)	(10.88)
R		52233	01/04/00			(100.00)	2127	69.93	(183.25)	(283.25)
R		52317	01/04/00			(5,575.00)	2127	69.93	(10,215.91)	(15,790.91)
R		52421	01/04/00			(3.84)	2127	69.93	(7.04)	(10.88)
R		52641	01/04/00		(624,632.69)		2127	69.93	-	-
C		52641	01/04/00	1	(624,632.69)		2127	69.93	-	-
		52685	01/07/00	1	504.00	504.00	2094	68.84	900.68	1,404.68
		52718	01/12/00	24	3.03	72.72	2089	68.68	129.46	202.18
		52718	01/12/00	2	57.75	115.50	2089	68.68	205.62	321.12
		52718	01/12/00	25	0.37	9.25	2089	68.68	16.47	25.72
		52742	01/17/00	36	5.67	204.12	2084	68.52	362.00	566.12
		52764	01/19/00	2	2.68	5.36	2082	68.45	9.49	14.85
		52764	01/19/00	1	25.75	25.75	2082	68.45	45.60	71.35
		52798	01/24/00	4	4.11	16.44	2077	68.28	29.00	45.44
		52798	01/24/00	1	6.25	6.25	2077	68.28	11.02	17.27
		52800	01/24/00	1	14.00	14.00	2077	68.28	24.70	38.70
		52800	01/24/00	1	30.45	30.45	2077	68.28	53.71	84.16
C		52823	01/28/00	-1	350.00	(350.00)	2103	69.14	(629.78)	(979.78)
R		52643	02/03/00			(27,238.42)	2097	68.94	(48,788.40)	(76,026.82)
		53015	02/07/00	5	10.45	52.25	2063	67.82	91.18	143.43
		53015	02/07/00	1	6.25	6.25	2063	67.82	10.91	17.16
		53031	02/09/02	1	22.00	22.00	1330	43.73	20.18	42.18
		53041	02/01/00	1	700.00	700.00	2069	68.02	1,227.22	1,927.22
		53082	02/15/00	24	5.67	136.08	2055	67.56	236.01	372.09
		53142	02/22/00	2	350.00	700.00	2048	67.33	1,207.51	1,907.51
		53143	02/22/00	908	2.43	2,206.44	2048	67.33	3,806.13	6,012.57
F	7.71	53262	03/01/00	1	7.71		2040	67.07	-	-
		53272	03/01/00	1	5.50	5.50	2040	67.07	9.43	14.93
		53275	03/01/00	1	50.00	50.00	2040	67.07	85.72	135.72
R		47933	03/09/00			(27,238.42)	2062	67.79	(47,496.99)	(74,735.41)
R		47933	03/22/00			(27,238.42)	2049	67.36	(47,022.93)	(74,261.35)
F	47.84	53577	03/31/00	1	47.84		2010	66.08	-	-
		53597	04/04/00	1	350.00	350.00	2006	65.95	584.35	934.35

BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. -- 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

		53597	04/04/00	1	57.75	57.75	2006	65.95	96.42	154.17
		53597	04/04/00	4	0.35	1.40	2006	65.95	2.34	3.74
		53597	04/04/00	1	6.50	6.50	2006	65.95	10.85	17.35
		53669	04/12/00	1	9.79	9.79	1998	65.69	16.24	26.03
		53669	04/12/00	1	2.68	2.68	1998	65.69	4.45	7.13
		53669	04/12/00	1	19.00	19.00	1998	65.69	31.52	50.52
C		53683	04/14/00	-2	350.00	(700.00)	2026	66.61	(1,187.08)	(1,887.08)
		53684	04/14/00	1	2.68	2.68	1996	65.62	4.44	7.12
R		47933	04/24/00			(27,238.42)	2016	66.28	(45,833.02)	(73,071.44)
F	41.05	53952	05/01/00	1	41.05		1979	65.06	-	-
		54130	05/31/00	5	8.20	41.00	1949	64.08	65.44	106.44
		54130	05/31/00	5	2.68	13.40	1949	64.08	21.39	34.79
		54130	05/31/00	1	19.00	19.00	1949	64.08	30.33	49.33
		54131	05/31/00	1	700.00	700.00	1949	64.08	1,117.28	1,817.28
		54131	05/31/00	1	350.00	350.00	1949	64.08	558.64	908.64
		54131	05/31/00	1	8.25	8.25	1949	64.08	13.17	21.42
		54131	05/31/00	10	0.35	3.50	1949	64.08	5.59	9.09
		54132	05/31/00	2	504.00	1,008.00	1949	64.08	1,608.88	2,616.88
		54132	05/31/00	10	0.35	3.50	1949	64.08	5.59	9.09
		54132	05/31/00	1	7.25	7.25	1949	64.08	11.57	18.82
F	45.75	54186	06/01/00	1	45.75		1948	64.04	-	-
		54198	06/01/00	1	50.00	50.00	1948	64.04	79.74	129.74
		54198	06/01/00	1	50.00	50.00	1948	64.04	79.74	129.74
		54198	06/01/00	1	0.50	0.50	1948	64.04	0.80	1.30
C		54251	06/19/00	-1	700.00	(700.00)	1960	64.44	(1,127.09)	(1,827.09)
C		54251	06/19/00	-1	350.00	(350.00)	1960	64.44	(563.54)	(913.54)
R		47933	06/20/00			(27,238.42)	1959	64.41	(43,822.44)	(71,060.86)
		54265	06/22/00	3	2.68	8.04	1927	63.35	12.61	20.65
		54265	06/22/00	2	2.68	5.36	1927	63.35	8.41	13.77
		54265	06/22/00	1	16.00	16.00	1927	63.35	25.09	41.09
		54272	06/22/00	1	350.00	350.00	1927	63.35	548.91	898.91
		54272	06/22/00	1	7.25	7.25	1927	63.35	11.37	18.62
		54272	06/22/00	3	0.35	1.05	1927	63.35	1.65	2.70
		54273	06/22/00	50	15.00	750.00	1927	63.35	1,176.23	1,926.23
		54283	06/26/00	2	1.63	3.26	1923	63.22	5.10	8.36
		24291	06/26/00	2	57.75	115.50	1923	63.22	180.56	296.06
		54291	06/26/00	1	20.25	20.25	1923	63.22	31.66	51.91
		54294	06/26/00	2	-	-	1923	63.22	-	-
		54294	06/26/00	3	0.35	1.05	1923	63.22	1.64	2.69
		54294	06/26/00	1	18.75	18.75	1923	63.22	29.31	48.06
F	45.75	54368	07/05/00	1	45.75		1914	62.93	-	-
C		54374	07/05/00	-1	350.00	(350.00)	1944	63.91	(556.42)	(906.42)
		54375	07/05/00	95	15.00	1,425.00	1914	62.93	2,211.61	3,636.61
		54375	07/05/00	14	0.35	4.90	1914	62.93	7.60	12.50
		54375	07/05/00	1	6.75	6.75	1914	62.93	10.48	17.23
		54388	07/10/00	1	583.00	583.00	1909	62.76	901.18	1,484.18
		54388	07/10/00	5	0.35	1.75	1909	62.76	2.71	4.46
		54388	07/10/00	1	7.50	7.50	1909	62.76	11.59	19.09
		54419	07/18/00	20	15.00	300.00	1901	62.50	460.75	760.75
C		54421	07/18/00	-1	583.00	(583.00)	1931	63.48	(917.25)	(1,500.25)
		54422	07/19/00	1	350.00	350.00	1900	62.47	537.10	887.10
		54422	07/19/00	1	6.75	6.75	1900	62.47	10.36	17.11
		54422	07/19/00	3	0.35	1.05	1900	62.47	1.61	2.66
		54423	07/19/00	10	15.00	150.00	1900	62.47	230.19	380.19
		54432	07/26/00	22	15.00	330.00	1893	62.24	503.55	833.55
F	66.59	54498	07/26/00	1	66.59		1893	62.24	-	-
R		47933	08/03/00			(27,238.42)	1915	62.96	(42,308.33)	(69,546.75)
		54514	08/08/00	2	105.00	210.00	1880	61.81	317.08	527.08
		54524	08/17/00	1	5,000.00	5,000.00	1871	61.51	7,494.28	12,494.28
		54524	08/17/00	10	4,550.00	45,500.00	1871	61.51	68,197.97	113,697.97
		54524	08/17/00	15	300.00	4,500.00	1871	61.51	6,744.85	11,244.85
		54524	08/17/00	3	504.00	1,512.00	1871	61.51	2,266.27	3,778.27
		54524	08/17/00	13	51.45	668.85	1871	61.51	1,002.51	1,671.36
		54524	08/17/00	100	1.04	104.00	1871	61.51	155.88	259.88
		54524	08/17/00	100	0.78	78.00	1871	61.51	116.91	194.91
		54524	08/17/00	1	96.22	96.22	1871	61.51	144.22	240.44
		54525	08/17/00	4	5,000.00	20,000.00	1871	61.51	29,977.13	49,977.13
F	95.35	54598	09/01/00	1	95.35		1856	61.02	-	-
		54609	09/06/00	1	7,125.04	7,125.04	1851	60.85	10,505.96	17,631.00
C		54611	09/06/00	-1	350.00	(350.00)	1881	61.84	(528.89)	(878.89)
C		54612	09/06/00	-10	15.00	(150.00)	1881	61.84	(226.67)	(376.67)
		54630	09/25/00	189	2,000.00	378,000.00	1832	60.23	548,706.93	926,706.93
F	905.47	54688	10/02/00	1	905.47		1825	60.00	-	-
		54698	10/02/00	1	125.00	125.00	1825	60.00	180.40	305.40
F	4,945.72	54782	11/01/00	1	4,945.72		1795	59.01	-	-
F	4,946.97	54877	12/01/00	1	4,946.97		1765	58.03	-	-
		54905	12/12/00	130	200.00	26,000.00	1754	57.67	35,353.95	61,353.95
		54909	12/20/00	4	57.75	231.00	1746	57.40	311.98	542.98
		54912	12/20/00	35	-	-	1746	57.40	-	-
		54918	12/29/00			116,000.00	1737	57.11	155,464.65	271,464.65
	Total					(174,344.39)		0.00	(538,747.55)	(713,091.88)

BUSINESS ACTIVITY TRI-STAR COMMUNICATIONS, INC. AND DREWS DISTRIBUTING, INC. -- 1/1/97 -10/31/05

Invoices, Credits, Receipts, and Interest Charges

			2001							
F	4,946.97	54960	01/02/01	1	4,946.97		1733	56.98	-	-
C		54966	01/03/01	-1	5,000.00	(5,000.00)	1762	57.93	(6,845.13)	(11,845.13)
C		54966	01/03/01	-10	4,550.00	(45,500.00)	1762	57.93	(62,290.69)	(107,790.69)
C		54956	01/03/01	-10	300.00	(3,000.00)	1762	57.93	(4,107.08)	(7,107.08)
C		54968	01/03/01	-4	5,000.00	(20,000.00)	1762	57.93	(27,380.52)	(47,380.52)
F	4,450.00	55043	02/01/01	1	4,450.00		1703	55.99	-	-
		55063	02/13/01	10	10.45	104.50	1691	55.59	134.61	239.11
		55063	02/13/01	4	12.45	49.80	1691	55.59	64.15	113.95
		55064	02/13/01	50	37.75	1,887.50	1691	55.59	2,431.30	4,318.80
		55065	02/13/01	15	0.39	5.85	1691	55.59	7.54	13.39
		55065	12/13/01	50	0.28	14.00	1388	45.63	13.62	27.62
		55067	02/14/01	30	10.45	313.50	1690	55.56	403.47	716.97
		55067	02/14/01	100	0.30	30.00	1690	55.56	38.61	68.61
		55067	02/14/01	2	6.16	12.32	1690	55.56	15.86	28.18
		55067	02/14/01	1	6.16	6.16	1690	55.56	7.93	14.09
		55067	02/14/01	5	6.16	30.80	1690	55.56	39.64	70.44
		55067	02/14/01	2	9.40	18.80	1690	55.56	24.20	43.00
		55067	02/14/01	20	0.79	15.80	1690	55.56	20.33	36.13
		55071	02/19/01	300	0.29	87.00	1685	55.40	111.48	198.48
		55080	02/27/01	1	227.54	227.54	1677	55.13	289.54	517.08
F	4,450.65	55123	03/01/01	1	4,450.65		1675	55.07	-	-
		55136	03/06/01	60	1.56	93.60	1670	54.90	118.38	211.98
		55136	03/06/01	1	10.15	10.15	1670	54.90	12.84	22.99
		55167	03/16/01	1	61.15	61.15	1660	54.58	76.66	137.81
		55169	03/21/01	1	62.55	62.55	1655	54.41	78.07	140.62
		55182	03/28/01	40	37.75	1,510.00	1648	54.18	1,873.08	3,383.08
F	4,479.97	55218	04/02/01	1	4,479.97		1643	54.02	-	-
		55234	04/16/01	1	3,422.70	3,422.70	1629	53.56	4,174.70	7,597.40
		55235	04/16/01	1	1,035.45	1,035.45	1629	53.56	1,262.95	2,298.40
F	4,482.33	55281	05/01/01	1	4,482.33		1614	53.06	-	-
		55316	06/04/01			433.02	1580	51.95	505.38	938.40
		55234	04/16/01			3,593.84	1629	53.56	4,383.45	7,977.29
		55235	04/16/01			1,035.45	1629	53.56	1,262.95	2,298.40
									-	
		55000	01/22/01			11,400.00	1713	56.32	14,966.85	26,366.85
		55227	04/10/01			7,000.00	1635	53.75	8,583.68	15,583.68
		55228	04/10/01			6,000.00	1635	53.75	7,357.44	13,357.44
		55229	04/10/01			7,500.00	1635	53.75	9,196.80	16,696.80
		55230	04/10/01			4,500.00	1635	53.75	5,518.08	10,018.08
		55231	04/10/01			4,500.00	1635	53.75	5,518.08	10,018.08
		55232	04/10/01			3,000.00	1635	53.75	3,678.72	6,678.72
I	224,136.64	Interest charges	12/31/01				1370	45.04	-	-
		33	07/01/02			71,000.00	1188	39.06	56,000.67	127,000.67
I	34,800.00	Interest on 54918 thru 9/02					38626	1269.90	-	-
I	3,249.00	Interest on 55000 thru 9/02					38626	1269.90	-	-
I	7,800.00	Interest on 55227 and 55232					38626	1269.90	-	-
I	1,065.00	Interest on 33 thru 9/02					38626	1269.90	-	-
I	286,275.59	Interest 9 months finance	09/30/02				1097	36.07	-	-
F	34,896.22	charges finance	10/02/02				1095	36.00	-	-
F	34,896.22	charges	11/02/02				1064	34.98	-	-
	Total					55,461.48			27,547.61	83,009.09
			2002							
		1	11/7/2002			241,909.00	1059	34.82	164,325.30	406,234.30
	Total					241,909.00			164,325.30	406,234.30

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
Customer Number / Name ====> TR2930 / TRI STAR COMMUNICATIONS INC

Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
F55281	05/01/01	_FINANCE_CHARGE / Finance	1.000	4482.33	4482.33
55235	04/16/01	SHIPPING / (7)BOXES PARTS	1.000	1035.45	1035.45
55234	04/16/01	MISCELLANEOUS / 300 GERMA	1.000	3422.70	3422.70
F55218	04/02/01	_FINANCE_CHARGE / Finance	1.000	4479.97	4479.97
55182	03/28/01	9422000 / POWER SUPPLY, M	40.000	37.75	1510.00
55169	03/21/01	289317 / DEGAUSSING COIL	1.000	62.55	62.55
55167	03/16/01	SHIPPING / SHIPPING-RED	1.000	61.15	61.15
55136	03/06/01	SHIPPING / SHIPPING FROM	1.000	10.15	10.15
55136	03/06/01	MISCELLANEOUS / "B" VIDE	60.000	1.56	93.60
F55123	03/01/01	_FINANCE_CHARGE / Finance	1.000	4450.65	4450.65
55080	02/27/01	SHIPPING / SHIPPING	1.000	227.54	227.54
55071	02/19/01	14161 / BULB,#161 14V WED	300.000	0.29	87.00
55067	02/14/01	09313001 / 1 AMP SLO BLO	20.000	0.79	15.80
55067	02/14/01	20E1651 / CLEANER, ANTI S	2.000	9.40	18.80
55067	02/14/01	9440022 / CALL ATTENDANT	5.000	6.16	30.80
55067	02/14/01	9440023 / CASH OUT BUTTON	1.000	6.16	6.16
55067	02/14/01	9440023 / CASH OUT BUTTON	2.000	6.16	12.32
55067	02/14/01	1473 / BULB,#73 14V WEDGE	100.000	0.30	30.00
55067	02/14/01	9430043 / KEY SWITCH,-GRE	30.000	10.45	313.50
55065	02/13/01	14161 / BULB,#161 14V WED	50.000	0.28	14.00
55065	02/13/01	23S934S-F / 1 3/8 CAM FOR	15.000	0.39	5.85
55064	02/13/01	9422000 / POWER SUPPLY, M	50.000	37.75	1887.50
55063	02/13/01	9430042 / KEY SWITCH,-RED	4.000	12.45	49.80
55063	02/13/01	9430043 / KEY SWITCH,-GRE	10.000	10.45	104.50
F55043	02/01/01	_FINANCE_CHARGE / Finance	1.000	4450.65	4450.65
C54968	01/03/01	99-TOUCHGOLD / USED TOUCH	-4.000	5000.00	-20000.00
C54966	01/03/01	6722442150/R / ROUND TOP,	-10.000	300.00	-3000.00
C54966	01/03/01	67TG1900SV / TOUCH THE GO	-10.000	4550.00	-45500.00
C54966	01/03/01	99-TOUCHGOLD / USED TOUCH	-1.000	5000.00	-5000.00
F54960	01/02/01	_FINANCE_CHARGE / Finance	1.000	4946.97	4946.97
54912	12/20/00	9419700 / T340+ MAIN BOA	35.000	0.00	0.00
54909	12/20/00	9422000 / POWER SUPPLY, M	4.000	57.75	231.00
54905	12/12/00	93DSB002 / SINGLE SECURIT	130.000	200.00	26000.00
F54877	12/01/00	_FINANCE_CHARGE / Finance	1.000	4946.97	4946.97
F54782	11/01/00	_FINANCE_CHARGE / Finance	1.000	4945.72	4945.72
54698	10/02/00	LABOR / LE3800-# 50820720	1.000	125.00	125.00
F54688	10/02/00	_FINANCE_CHARGE / Finance	1.000	905.47	905.47
54630	09/25/00	99-949011PGL / USED POT O	189.000	2000.00	378000.00
C54612	09/06/00	65111633195P / UPDATE CHI	-10.000	15.00	-150.00
C54611	09/06/00	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
54609	09/06/00	_MANUAL_INVOICE / Manual	1.000	7125.04	7125.04
F54598	09/01/00	_FINANCE_CHARGE / Finance	1.000	95.35	95.35
54525	08/17/00	99-TOUCHGOLD / USED TOUCH	4.000	5000.00	20000.00

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
Customer Number / Name ====> TR2930 / TRI STAR COMMUNICATIONS INC

Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
/54524	08/17/00	MISCELLANEOUS / Plastic C	100.000	0.78	78.00
/54524	08/17/00	MISCELLANEOUS / Play Butt	100.000	1.04	104.00
/54524	08/17/00	9418103 / CANDLE,3 STAGE	13.000	51.45	668.85
/54524	08/17/00	9494004 / TOUCH SCREEN (	3.000	504.00	1512.00
/54524	08/17/00	6722442150/R / ROUND TOP,	15.000	300.00	4500.00
/54524	08/17/00	67TG1900SV / TOUCH THE GO	10.000	4550.00	45500.00
/54524	08/17/00	99-TOUCHGOLD / USED TOUCH	1.000	5000.00	5000.00
/54514	08/08/00	LABOR / GL5 # 49622162782	2.000	105.00	210.00
F54498	08/01/00	_FINANCE_CHARGE / Finance	1.000	66.59	66.59
54432	07/26/00	65111633195P / UPDATE CHI	22.000	15.00	330.00
54423	07/19/00	65111633195P / UPDATE CHI	10.000	15.00	150.00
54422	07/19/00	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
54422	07/19/00	SHIPPING / SHIPPING	1.000	6.75	6.75
54422	07/19/00	99-9493100 / USED CHASSIS	1.000	350.00	350.00
C54421	07/18/00	99-LE3801DLUS / USED LE38	-1.000	583.00	-583.00
54419	07/18/00	65111633195P / UPDATE CHI	20.000	15.00	300.00
54388	07/10/00	SHIPPING / SHIPPING	1.000	7.50	7.50
54388	07/10/00	INSURANCE / UPS INSURANCE	5.000	0.35	1.75
54388	07/10/00	99-LE3801DLUS / USED LE38	1.000	583.00	583.00
54375	07/05/00	SHIPPING / SHIPPING	1.000	6.75	6.75
54375	07/05/00	INSURANCE / UPS INSURANCE	14.000	0.35	4.90
54375	07/05/00	65111530203P / UPDATE CHI	95.000	15.00	1425.00
C54374	07/05/00	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
F54368	07/05/00	_FINANCE_CHARGE / Finance	1.000	45.75	45.75
54294	06/26/00	SHIPPING / SHIPPING	1.000	18.75	18.75
54294	06/26/00	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
54294	06/26/00	MISCELLANEOUS / 96 ROLLS	2.000	0.00	0.00
54291	06/26/00	SHIPPING / SHIPPING	1.000	20.25	20.25
54291	06/26/00	9422000 / POWER SUPPLY, M	2.000	57.75	115.50
54283	06/26/00	65111632126 / LED (IRSD1,	2.000	1.63	3.26
54273	06/22/00	65111530203P / UPDATE CHI	50.000	15.00	750.00
54272	06/22/00	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
54272	06/22/00	SHIPPING / SHIPPING	1.000	7.25	7.25
54272	06/22/00	99-9493100 / USED CHASSIS	1.000	350.00	350.00
54265	06/22/00	SHIPPING / FROM CALIFORNI	1.000	16.00	16.00
54265	06/22/00	23S502KYEL / KEY, YELLOW	2.000	2.68	5.36
54265	06/22/00	23S502K / KEY,BLACK LAI O	3.000	2.68	8.04
C54251	06/19/00	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
C54251	06/19/00	99-90762 / USED SERIAL PR	-1.000	700.00	-700.00
54198	06/01/00	650814073 / EXTENSION SPR	1.000	0.50	0.50
54198	06/01/00	LABOR / GL5L1D6C # 357225	1.000	50.00	50.00
54198	06/01/00	LABOR / GL5L1D6C #1282265	1.000	50.00	50.00
F54186	06/01/00	FINANCE CHARGE / Finance	1.000	45.75	45.75

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
54132	05/31/00	INSURANCE / UPS INSURANCE	10.000	0.35	3.50
54132	05/31/00	9494004 / TOUCH SCREEN (	2.000	504.00	1008.00
54131	05/31/00	INSURANCE / UPS INSURANCE	10.000	0.35	3.50
54131	05/31/00	SHIPPING / SHIPPING	1.000	8.25	8.25
54131	05/31/00	99-9493100 / USED CHASSIS	1.000	350.00	350.00
54131	05/31/00	99-90762 / USED SERIAL PR	1.000	700.00	700.00
54130	05/31/00	SHIPPING / RED	1.000	19.00	19.00
54130	05/31/00	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
54130	05/31/00	23B518G / LOCK, 5/8" LAI-	5.000	8.20	41.00
F53952	05/01/00	_FINANCE_CHARGE / Finance	1.000	41.05	41.05
53684	04/14/00	23S502K / KEY,BLACK LAI O	1.000	2.68	2.68
C53683	04/14/00	99-9493100 / USED CHASSIS	-2.000	350.00	-700.00
53669	04/12/00	SHIPPING / SHIPPING-OVERN	1.000	19.00	19.00
53669	04/12/00	23S502KYEL / KEY, YELLOW	1.000	2.68	2.68
53669	04/12/00	23B530G / LOCK, 1 1/8" LA	1.000	9.79	9.79
53597	04/04/00	SHIPPING / SHIPPING	1.000	6.50	6.50
53597	04/04/00	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
53597	04/04/00	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
53597	04/04/00	9493100 / CHASSIS,19" MON	1.000	350.00	350.00
F53577	03/31/00	_FINANCE_CHARGE / Finance	1.000	47.84	47.84
53275	03/01/00	LABOR / GL5L1D6C #3762219	1.000	50.00	50.00
53272	03/01/00	9446003 / SWITCH, DOOR (D	1.000	5.50	5.50
F53262	03/01/00	_FINANCE_CHARGE / Finance	1.000	7.71	7.71
53143	02/22/00	902TRISTAR / VLT PAPER W/	908.000	2.43	2206.44
53142	02/22/00	99-9493100 / USED CHASSIS	2.000	350.00	700.00
53082	02/15/00	903 / PRINTER CARTRIDGE	24.000	5.67	136.08
53041	02/10/00	99-90762 / USED SERIAL PR	1.000	700.00	700.00
53031	02/09/00	SHIPPING / SHIPPING	1.000	22.00	22.00
53015	02/07/00	SHIPPING / SHIPPING	1.000	6.25	6.25
53015	02/07/00	9430043 / KEY SWITCH,-GRE	5.000	10.45	52.25
C52823	01/28/00	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
52800	01/24/00	9422010 / SPEAKER, 8"	1.000	30.45	30.45
52800	01/24/00	65111636021 / CALIBRATION	1.000	14.00	14.00
52798	01/24/00	SHIPPING / SHIPPING	1.000	6.25	6.25
52798	01/24/00	23710KEY / KEY, REGISTERE	4.000	4.11	16.44
52764	01/19/00	SHIPPING / SHIPPING next	1.000	25.75	25.75
52764	01/19/00	23S502KYEL / KEY, YELLOW	2.000	2.68	5.36
52742	01/17/00	903 / PRINTER CARTRIDGE	36.000	5.67	204.12
52718	01/12/00	14FS2 / STARTER FS-2 14-1	25.000	0.37	9.25
52718	01/12/00	9422000 / POWER SUPPLY, M	2.000	57.75	115.50
52718	01/12/00	14F14T8/CW / 14 WATT FLUO	24.000	3.03	72.72
52685	01/07/00	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
C52641	01/04/00	MANUAL INVOICE / Manual	1.000	-624632.69	-624632.69

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
52561	01/04/00	14F14T8/CW / 14 WATT FLUO	24.000	3.03	72.72
52421	12/13/99	14F14T8/CW / 14 WATT FLUO	1.000	3.24	3.24
52421	12/13/99	14FS2 / STARTER FS-2 14-1	1.000	0.42	0.42
F52317	12/01/99	_FINANCE_CHARGE / Finance	1.000	5575.00	5575.00
52233	11/30/99	LABOR / GL5L1D6C #0172216	1.000	50.00	50.00
52233	11/30/99	LABOR / GL5L1D6C #1372237	1.000	50.00	50.00
52152	11/19/99	14FS2 / STARTER FS-2 14-1	1.000	0.42	0.42
52152	11/19/99	14F14T8/CW / 14 WATT FLUO	1.000	3.24	3.24
52145	11/18/99	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
52145	11/18/99	SHIPPING / SHIPPING	1.000	6.25	6.25
52145	11/18/99	99-9493100 / USED CHASSIS	1.000	350.00	350.00
52025	11/04/99	LABOR / GL5L1D6C #5162216	1.000	50.00	50.00
51991	11/01/99	LABOR / LE3811DLUS #08920	1.000	0.00	0.00
51969	10/29/99	LABOR / GL5L1D6C #0172216	1.000	50.00	50.00
51927	10/26/99	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
51927	10/26/99	SHIPPING / SHIPPING	1.000	6.00	6.00
51927	10/26/99	LABOR / REPAIR M/T DRIVER	1.000	175.00	175.00
C51853	10/19/99	99-LE3801DLUS / USED LE38	-1.000	583.00	-583.00
C51833	10/14/99	9419700 / T340+ MAIN BOA	-2.000	1995.00	-3990.00
51793	10/08/99	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
51793	10/08/99	SHIPPING / SHIPPING	1.000	8.50	8.50
51793	10/08/99	20E1651 / CLEANER, ANTI S	12.000	8.13	97.56
51793	10/08/99	241 / BILL ACCEPTOR CLEAN	3.000	9.95	29.85
51793	10/08/99	9430043 / KEY SWITCH,-GRE	12.000	10.45	125.40
51787	10/08/99	14F14T8/CW / 14 WATT FLUO	2.000	3.24	6.48
51787	10/08/99	14FS2 / STARTER FS-2 14-1	2.000	0.42	0.84
51773	10/06/99	LABOR / GL5L1D6C #4072252	1.000	45.00	45.00
51773	10/06/99	LABOR / GL5L1D6C #0862168	1.000	45.00	45.00
F51716	10/01/99	_FINANCE_CHARGE / Finance	1.000	8332.76	8332.76
51587	09/24/99	99-LE3801DLUS / USED LE38	1.000	583.00	583.00
51585	09/24/99	INSURANCE / UPS INSURANCE	10.000	0.35	3.50
51585	09/24/99	SHIPPING / SHIPPING	1.000	8.00	8.00
51585	09/24/99	65LE3801W/600 / DBA,MARS	2.000	583.00	1166.00
51564	09/22/99	LABOR / REPAIR CHARGE	1.000	150.00	150.00
51549	09/21/99	SHIPPING / SHIPPING	1.000	6.00	6.00
51549	09/21/99	14F14T8/CW / 14 WATT FLUO	1.000	3.24	3.24
C51536	09/20/99	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
C51535	09/20/99	99-90762 / USED SERIAL PR	-1.000	700.00	-700.00
51534	09/20/99	SHIPPING / SHIPPING	1.000	6.75	6.75
51534	09/20/99	INSURANCE / UPS INSURANCE	39.000	0.35	13.65
51534	09/20/99	9419700 / T340+ MAIN BOA	2.000	1995.00	3990.00
51483	09/13/99	LABOR / GL5L1D6C #4062219	1.000	45.00	45.00
51450	09/08/99	SHIPPING / SHIPPING	1.000	6.00	6.00

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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
51450	09/08/99	903 / PRINTER CARTRIDGE	12.000	6.30	75.60
51450	09/08/99	65111636021 / CALIBRATION	1.000	14.00	14.00
51449	09/08/99	SHIPPING / SHIPPING	1.000	7.25	7.25
51449	09/08/99	INSURANCE / UPS INSURANCE	7.000	0.35	2.45
51449	09/08/99	99-90762 / USED SERIAL PR	1.000	700.00	700.00
51419	09/02/99	SHIPPING / SHIPPING	1.000	6.50	6.50
51419	09/02/99	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
51419	09/02/99	99-9493100 / USED CHASSIS	1.000	350.00	350.00
F51392	09/01/99	_FINANCE_CHARGE / Finance	1.000	8320.76	8320.76
C51227	08/24/99	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
C51227	08/24/99	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
51224	08/24/99	LABOR / GL5L1D6C #5162216	1.000	45.00	45.00
51217	08/24/99	SHIPPING / SHIPPING	1.000	6.00	6.00
51217	08/24/99	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
51217	08/24/99	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
C51180	08/19/99	FINANCE / FINANCE CHARGES	-1.000	15682.90	-15682.90
C51180	08/19/99	81ODYSSEY / GAME, ODYSSEY	-35.000	13500.00	-472500.00
51094	08/10/99	SHIPPING / SHIPPING	1.000	6.50	6.50
51094	08/10/99	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
51093	08/10/99	9419700 / T340+ MAIN BOA	1.000	1995.00	1995.00
51093	08/10/99	99-9493100 / USED CHASSIS	1.000	350.00	350.00
51088	08/10/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
51047	08/05/99	LABOR / GL5L1D6C #3162218	1.000	45.00	45.00
F50991	07/31/99	_FINANCE_CHARGE / Finance	1.000	15992.26	15992.26
50828	07/27/99	SHIPPING / SHIPPING INCOM	1.000	24.75	24.75
50828	07/27/99	23B518G / LOCK, 5/8" LAI-	2.000	8.20	16.40
50782	07/21/99	LABOR / REPAIR T340+BOARD	1.000	250.00	250.00
C50719	07/14/99	90762OD / PRINTER, SERIAL	-1.000	700.00	-700.00
50640	07/08/99	SHIPPING / SHIPPING	1.000	17.00	17.00
50640	07/08/99	9419205 / METER,POT-O-GOL	4.000	14.93	59.72
50631	07/08/99	LABOR / GL5L1D6C #4172253	1.000	45.00	45.00
F50552	07/01/99	_FINANCE_CHARGE / Finance	1.000	15959.26	15959.26
C50454	06/30/99	81ODYSSEY / GAME, ODYSSEY	-2.000	14000.00	-28000.00
C50454	06/30/99	93DSB002 / SINGLE SECURIT	-2.000	0.00	0.00
50370	06/24/99	INSURANCE / UPS INSURANCE	10.000	0.35	3.50
50370	06/24/99	SHIPPING / SHIPPING	1.000	6.50	6.50
50370	06/24/99	9494004 / TOUCH SCREEN (	2.000	504.00	1008.00
50367	06/24/99	90762OD / PRINTER, SERIAL	1.000	700.00	700.00
50278	06/17/99	INSURANCE / UPS INSURANCE	1.000	0.35	0.35
50278	06/17/99	SHIPPING / SHIPPING	1.000	6.25	6.25
50278	06/17/99	23S502K / KEY,BLACK LAI O	9.000	2.68	24.12
50278	06/17/99	23B518G / LOCK, 5/8" LAI-	15.000	8.20	123.00
C50151	06/10/99	9494004 / TOUCH SCREEN (	-1.000	504.00	-504.00

DREWS DISTRIBUTING, INC
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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
50121	06/08/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
F49993	06/01/99	_FINANCE_CHARGE / Finance	1.000	8113.52	8113.52
49869	05/25/99	23B530G / LOCK, 1 1/8" LA	2.000	9.79	19.58
49869	05/25/99	23B518G / LOCK, 5/8" LAI-	2.000	8.20	16.40
49834	05/21/99	93-STOOL1 / BAR STOOL, CH	1.000	162.00	162.00
C49779	05/19/99	99-9410015 / USED SIGN,MU	-1.000	627.00	-627.00
C49778	05/19/99	9494004 / TOUCH SCREEN (	-1.000	504.00	-504.00
49755	05/18/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
49736	05/17/99	93DSB002 / SINGLE SECURIT	2.000	0.00	0.00
49736	05/17/99	81ODYSSEY / GAME, ODYSSEY	2.000	14000.00	28000.00
49733	05/17/99	93EXTENSION / BASE SPACER	22.000	100.00	2200.00
49733	05/17/99	93-STOOL1 / BAR STOOL, CH	35.000	162.00	5670.00
49733	05/17/99	93DSB002 / SINGLE SECURIT	35.000	0.00	0.00
49733	05/17/99	81ODYSSEY / GAME, ODYSSEY	35.000	14000.00	490000.00
C49680	05/13/99	99-90762 / USED SERIAL PR	-2.000	700.00	-1400.00
C49679	05/13/99	9422000 / POWER SUPPLY, M	-1.000	57.75	-57.75
C49678	05/13/99	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
49639	05/11/99	LABOR / GL5L1D6C #5052146	1.000	45.00	45.00
C49625	05/11/99	99-9410015 / USED SIGN,MU	-1.000	627.00	-627.00
C49624	05/11/99	99-GL5-L1-D6C / USED GL5-	-1.000	440.00	-440.00
49621	05/10/99	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
F49475	05/03/99	_FINANCE_CHARGE / Finance	1.000	4075.01	4075.01
49319	04/27/99	99-GL5-L1-D6C / USED GL5-	1.000	440.00	440.00
49318	04/27/99	99-9410015 / USED SIGN,MU	2.000	627.00	1254.00
49318	04/27/99	99-90762 / USED SERIAL PR	2.000	700.00	1400.00
49316	04/27/99	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
49316	04/27/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
49315	04/27/99	9419700 / T340+ MAIN BOA	1.000	1995.00	1995.00
49123	04/14/99	LABOR / GL5L1D6C #1372237	1.000	45.00	45.00
49014	04/08/99	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
49014	04/08/99	SHIPPING / SHIPPING	1.000	6.50	6.50
49014	04/08/99	LABOR / GL5L1D6C #5052146	1.000	45.00	45.00
48986	04/08/99	LABOR / GL5L1D6C #3972252	1.000	45.00	45.00
48985	04/08/99	LABOR / GL5L1D6C #3972252	1.000	45.00	45.00
C48972	04/07/99	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
C48954	04/06/99	99-90762 / USED SERIAL PR	-1.000	700.00	-700.00
C48953	04/06/99	99-GL5-L1-D6C / USED GL5-	-1.000	440.00	-440.00
C48952	04/06/99	99-GL5-L1-D6C / USED GL5-	-1.000	440.00	-440.00
C48913	04/01/99	99-9410015 / USED SIGN,MU	-1.000	627.00	-627.00
C48913	04/01/99	9419443 / LIGHT ASSY. ROU	-1.000	79.80	-79.80
48906	04/01/99	39CHP50 / MAGNER DENOMINA	1.000	2775.00	2775.00
48813	04/01/99	LABOR / REPAIR BILL ACCEP	1.000	0.00	0.00
48807	04/01/99	99-LE3801DLUS / USED LE38	2.000	583.00	1166.00

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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
C48781	03/31/99	949011PLE / POT OF GOLD W	-5.000	6900.00	-34500.00
C48781	03/31/99	93DSB002 / SINGLE SECURIT	-5.000	0.00	0.00
48765	03/31/99	93-STOOL1 / BAR STOOL, CH	43.000	162.00	6966.00
48765	03/31/99	93EXTENSION / BASE SPACER	22.000	100.00	2200.00
48765	03/31/99	93DSB002 / SINGLE SECURIT	40.000	0.00	0.00
48765	03/31/99	949011PLE / POT OF GOLD W	40.000	6900.00	276000.00
48762	03/31/99	99-9493100 / USED CHASSIS	1.000	350.00	350.00
48761	03/30/99	93-STOOL / BAR STOOLS-BLA	2.000	82.50	165.00
48750	03/30/99	65111631157 / CHIP FOR NE	1.000	15.00	15.00
48741	03/30/99	LABOR / REPAIR MICROTOUCH	1.000	50.00	50.00
48723	03/29/99	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
48722	03/29/99	9419216 / BELL COMPLETE	1.000	49.00	49.00
48649	03/25/99	65206379001 / IR LED	1.000	0.70	0.70
48649	03/25/99	65208444001P / PHOTOTRANS	1.000	1.00	1.00
48649	03/25/99	LABOR / GL5L1D6C #5162216	1.000	45.00	45.00
48649	03/25/99	65111593154 / SPACER FOR	1.000	0.36	0.36
48649	03/25/99	65206379001 / IR LED	1.000	0.70	0.70
48649	03/25/99	65111637034 / KIT, BV H/S	1.000	100.85	100.85
48649	03/25/99	650422137 / TIMING BELT,	2.000	3.50	7.00
48649	03/25/99	LABOR / GL5L1D6C #0452087	1.000	45.00	45.00
48640	03/25/99	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
48640	03/25/99	SHIPPING / SHIPPING	1.000	6.50	6.50
48640	03/25/99	99-GL5-L1-D6C / USED GL5-	1.000	440.00	440.00
48639	03/25/99	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
48639	03/25/99	SHIPPING / SHIPPING	1.000	6.50	6.50
48639	03/25/99	99-GL5-L1-D6C / USED GL5-	1.000	440.00	440.00
48636	03/24/99	65111635133 / LED 33MM 66	2.000	0.99	1.98
48636	03/24/99	LABOR / GL5L1D6C #5162216	1.000	45.00	45.00
48636	03/24/99	LABOR / GL5L1D6C #0172216	1.000	45.00	45.00
48595	03/23/99	93DSB002 / SINGLE SECURIT	40.000	0.00	0.00
48595	03/23/99	949011PLE / POT OF GOLD W	40.000	6900.00	276000.00
48590	03/23/99	SHIPPING / SHIPPING - INC	1.000	151.50	151.50
48590	03/23/99	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
48590	03/23/99	23B518G / LOCK, 5/8" LAI-	125.000	6.15	768.75
48590	03/23/99	23S502KGRAY / KEY, GRAY L	5.000	2.68	13.40
48590	03/23/99	23B536F / SWITCH LOCK (MO	120.000	10.12	1214.40
48590	03/23/99	23S502KYEL / KEY, YELLOW	5.000	2.68	13.40
48590	03/23/99	23B530G / LOCK, 1 1/8" LA	120.000	7.35	882.00
C48566	03/22/99	9419244 / HARNESS,BILL AC	-1.000	31.45	-31.45
C48556	03/22/99	99-GL5-L1-D6C / USED GL5-	-2.000	440.00	-880.00
C48555	03/22/99	99-GL5-L1-D6C / USED GL5-	-1.000	440.00	-440.00
48528	03/19/99	INSURANCE / UPS INSURANCE	6.000	0.35	2.10
48528	03/19/99	SHIPPING / SHIPPING	1.000	7.25	7.25

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Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
48465	03/16/99	9430043 / KEY SWITCH,-GRE	2.000	10.45	20.90
48415	03/12/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
48415	03/12/99	9419216 / BELL COMPLETE	1.000	38.25	38.25
48408	03/12/99	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
48380	03/11/99	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
48380	03/11/99	SHIPPING / SHIPPING	1.000	6.50	6.50
48380	03/11/99	99-GL5-L1-D6C / USED GL5-	1.000	440.00	440.00
48326	03/10/99	39CHP50 / MAGNER DENOMINA	1.000	2775.00	2775.00
C48310	03/08/99	94508CDRW3 / 3.71C SOFTWA	-1.000	400.00	-400.00
48308	03/08/99	94508CDRW3 / 3.71C SOFTWA	1.000	400.00	400.00
48258	03/05/99	SHIPPING / SHIPPING	1.000	7.25	7.25
48258	03/05/99	INSURANCE / UPS INSURANCE	8.000	0.35	2.80
48258	03/05/99	99-GL5-L1-D6C / USED GL5-	2.000	440.00	880.00
48255	03/05/99	9419443 / LIGHT ASSY. ROU	1.000	79.80	79.80
48255	03/05/99	99-9410015 / USED SIGN,MU	1.000	627.00	627.00
C48195	03/03/99	94508CDRW3 / UPGRADE SOFT	-23.000	400.00	-9200.00
C48173	03/02/99	94508CDRW3 / 3.71C SOFTWA	-44.000	400.00	-17600.00
48144	03/01/99	9493103 / BOARD, REMOTE C	1.000	31.45	31.45
48144	03/01/99	902TRISTAR / VLT PAPER W/	480.000	2.43	1166.40
C47932	02/23/99	_MANUAL_INVOICE / Manual	1.000	********.**	-1066398.60
C47931	02/23/99	81ODYSSEY / GAME, ODYSSEY	-5.000	14000.00	-70000.00
C47931	02/23/99	93DSB002 / SINGLE SECURIT	-5.000	0.00	0.00
47930	02/23/99	93DSB002 / SINGLE SECURIT	0.000	0.00	0.00
47930	02/23/99	93EXTENSION / BASE SPACER	0.000	100.00	0.00
47930	02/23/99	93-STOOL1 / BAR STOOL, CH	43.000	162.00	6966.00
47930	02/23/99	67TG1900SV / TOUCH THE GO	0.000	6300.00	0.00
47930	02/23/99	949011PLE / POT OF GOLD W	0.000	6900.00	0.00
47914	02/23/99	93DSB002 / SINGLE SECURIT	0.000	0.00	0.00
47914	02/23/99	93EXTENSION / BASE SPACER	0.000	100.00	0.00
47914	02/23/99	93-STOOL1 / BAR STOOL, CH	0.000	162.00	0.00
47914	02/23/99	67TG1900SV / TOUCH THE GO	0.000	6300.00	0.00
47914	02/23/99	949011PLE / POT OF GOLD W	30.000	6900.00	207000.00
47912	02/23/99	93DSB002 / SINGLE SECURIT	35.000	0.00	0.00
47912	02/23/99	93EXTENSION / BASE SPACER	17.000	100.00	1700.00
47912	02/23/99	93-STOOL1 / BAR STOOL, CH	0.000	162.00	0.00
47912	02/23/99	67TG1900SV / TOUCH THE GO	5.000	6300.00	31500.00
47912	02/23/99	949011PLE / POT OF GOLD W	0.000	6900.00	0.00
47847	02/19/99	LABOR / GL5L1D6C #5052136	1.000	45.00	45.00
47717	02/15/99	LABOR / GL5L1D6C #5062216	1.000	0.00	0.00
47659	02/11/99	9430042 / KEY SWITCH,-RED	1.000	10.45	10.45
47658	02/11/99	94508CDRW3 / 3.71C SOFTWA	44.000	400.00	17600.00
C47657	02/11/99	94508CDRW3 / UPGRADE SOFT	-76.000	400.00	-30400.00
47615	02/10/99	23B530G / LOCK, 1 1/8" LA	5.000	9.79	48.95

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C47504	02/04/99	INSURANCE / UPS INSURANCE	-3.000	0.35	-1.05
C47504	02/04/99	99-9493100 / USED CHASSIS	-1.000	350.00	-350.00
47482	02/04/99	MISCELLANEOUS / TOUCH THE	2.000	0.00	0.00
47424	02/02/99	94508CDRW3 / UPGRADE SOFT	99.000	400.00	39600.00
F47374	02/01/99	_FINANCE_CHARGE / Finance	1.000	11340.11	11340.11
47248	01/28/99	9430043 / KEY SWITCH,-GRE	1.000	10.45	10.45
47227	01/27/99	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
47196	01/27/99	INSURANCE / UPS INSURANCE	3.000	0.35	1.05
47196	01/27/99	SHIPPING / SHIPPING	1.000	6.25	6.25
47196	01/27/99	99-9493100 / USED CHASSIS	1.000	350.00	350.00
47151	01/25/99	LABOR / GL5L1D6C #4662219	1.000	0.00	0.00
47103	01/22/99	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
47103	01/22/99	SHIPPING / SHIPPING	1.000	6.25	6.25
47103	01/22/99	LABOR / LE3801DLUS #50820	1.000	0.00	0.00
47070	01/21/99	9480002 / POWER CORD (6 F	5.000	6.32	31.60
47045	01/20/99	LABOR / GL5L1D6C #4252196	1.000	0.00	0.00
47043	01/20/99	SHIPPING / SHIPPING	1.000	8.25	8.25
47043	01/20/99	20E1651 / CLEANER, ANTI S	12.000	8.13	97.56
C47037	01/20/99	_MANUAL_INVOICE / Manual	1.000	-119.87	-119.87
C47033	01/20/99	99-GL5-L1-D6C / USED GL5-	-1.000	440.00	-440.00
C47032	01/20/99	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
C47031	01/20/99	9493100 / CHASSIS,19" MON	-1.000	350.00	-350.00
47016	01/19/99	65111633075 / KIT,PROGRAM	1.000	25.00	25.00
47016	01/19/99	LABOR / GL5L1D6C #4452138	1.000	45.00	45.00
C47001	01/19/99	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
46983	01/18/99	99-GL5-L1-D6C / USED GL5-	1.000	440.00	440.00
46942	01/16/99	LABOR / REPAIR CHASSIS #5	2.000	120.00	240.00
C46895	01/14/99	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
C46895	01/14/99	9493100 / CHASSIS,19" MON	-1.000	350.00	-350.00
C46895	01/14/99	9402121 / OBA DOOR (CHROM	-1.000	52.43	-52.43
46872	01/13/99	93DSB002 / SINGLE SECURIT	1.000	0.00	0.00
46872	01/13/99	949011PLE / POT OF GOLD W	1.000	6900.00	6900.00
46867	01/13/99	9418103 / CANDLE,3 STAGE	1.000	51.45	51.45
46866	01/13/99	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
46786	01/11/99	9493100 / CHASSIS,19" MON	1.000	350.00	350.00
46708	01/06/99	LABOR / REPAIR CHARGE FOR	1.000	35.00	35.00
46708	01/06/99	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
46708	01/06/99	9419012 / MONITOR TUBE &	1.000	310.45	310.45
F46580	01/04/99	_FINANCE_CHARGE / Finance	1.000	2967.02	2967.02
C46502	12/31/98	93-STOOL / BAR STOOLS-BLA	-59.000	71.50	-4218.50
46501	12/31/98	93-STOOL1 / BAR STOOL, CH	1.000	162.00	162.00
46501	12/31/98	93EXTENSION / BASE SPACER	44.000	100.00	4400.00
46488	12/30/98	93-STOOL 1 / BAR STOOL, CH	85.000	162.00	13770.00

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46485	12/30/98	949011R / OPTION, ROUNDTO	5.000	500.00	2500.00
46485	12/30/98	949011PLE / POT OF GOLD W	5.000	6900.00	34500.00
46473	12/29/98	1126047720 / TIE WRAP - 8	0.100	24.00	2.40
46473	12/29/98	11CTM11 / BASE,TIE ADHES	100.000	0.22	22.00
46473	12/29/98	14FS2 / STARTER FS-2 14-1	5.000	0.42	2.10
46416	12/28/98	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
46416	12/28/98	14FS2 / STARTER FS-2 14-1	1.000	0.42	0.42
46416	12/28/98	902TRISTAR / VLT PAPER W/	240.000	2.43	583.20
46401	12/23/98	14FS2 / STARTER FS-2 14-1	1.000	0.42	0.42
46401	12/23/98	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
46385	12/23/98	93DSB002 / SINGLE SECURIT	5.000	0.00	0.00
46385	12/23/98	81ODYSSEY / GAME, ODYSSEY	5.000	14000.00	70000.00
46374	12/22/98	9419700 / T340+ MAIN BOA	1.000	1995.00	1995.00
46339	12/22/98	949011PLE / POT OF GOLD W	0.000	6900.00	0.00
46339	12/22/98	93-STOOL / BAR STOOLS-BLA	0.000	71.50	0.00
46339	12/22/98	99-91BJ / USED 5 PLAYER B	0.000	40000.00	0.00
46339	12/22/98	949011R / OPTION, ROUNDTO	14.000	500.00	7000.00
46339	12/22/98	93DSB002 / SINGLE SECURIT	0.000	0.00	0.00
46339	12/22/98	949011PLE / POT OF GOLD W	0.000	6900.00	0.00
46337	12/22/98	9402121 / OBA DOOR (CHROM	1.000	52.43	52.43
46337	12/22/98	9493100 / CHASSIS,19" MON	1.000	350.00	350.00
46337	12/22/98	9419700 / T340+ MAIN BOA	2.000	1995.00	3990.00
46336	12/21/98	20E1651 / CLEANER, ANTI S	12.000	8.13	97.56
46264	12/17/98	SHIPPING / SHIPPING RED T	1.000	21.00	21.00
46264	12/17/98	23B536F / SWITCH LOCK (MO	1.000	13.48	13.48
46264	12/17/98	23S502K / KEY,BLACK LAI O	1.000	2.68	2.68
46264	12/17/98	23B518G / LOCK, 5/8" LAI-	1.000	8.20	8.20
46252	12/16/98	949011PLE / POT OF GOLD W	46.000	6900.00	317400.00
46252	12/16/98	93-STOOL / BAR STOOLS-BLA	60.000	71.50	4290.00
46252	12/16/98	99-91BJ / USED 5 PLAYER B	1.000	40000.00	40000.00
46252	12/16/98	949011R / OPTION, ROUNDTO	46.000	500.00	23000.00
46252	12/16/98	93DSB002 / SINGLE SECURIT	60.000	0.00	0.00
46252	12/16/98	949011PLE / POT OF GOLD W	14.000	6900.00	96600.00
46239	12/16/98	902TRISTAR / VLT PAPER W/	240.000	2.43	583.20
46239	12/16/98	23S502K / KEY,BLACK LAI O	15.000	2.68	40.20
46239	12/16/98	23B518G / LOCK, 5/8" LAI-	105.000	6.15	645.75
46239	12/16/98	23B530G / LOCK, 1 1/8" LA	105.000	7.35	771.75
46239	12/16/98	23B536F / SWITCH LOCK (MO	105.000	10.12	1062.60
46178	12/15/98	LABOR / GL5L1D6C #0982265	1.000	0.00	0.00
46007	12/07/98	20E1651 / CLEANER, ANTI S	12.000	8.13	97.56
C46005	12/07/98	9419700 / T340+ MAIN BOA	-9.000	1495.00	-13455.00
45942	12/03/98	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
C45922	12/02/98	9494004 / TOUCH SCREEN (	-1.000	504.00	-504.00

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45750	11/30/98	INSURANCE / UPS INSURANCE	4.000	0.35	1.40
45750	11/30/98	65111633075 / KIT,PROGRAM	1.000	25.00	25.00
45750	11/30/98	LABOR / GL5L1D6C #4662219	1.000	45.00	45.00
45705	11/25/98	9493100 / CHASSIS,19" MON	1.000	350.00	350.00
45587	11/20/98	9419700 / T340+ MAIN BOA	9.000	1495.00	13455.00
45516	11/18/98	LABOR / REPAIR CHASSIS#01	1.000	120.00	120.00
45478	11/16/98	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
45476	11/16/98	903 / PRINTER CARTRIDGE	24.000	5.67	136.08
45301	11/11/98	65111633075 / KIT,PROGRAM	1.000	25.00	25.00
45301	11/11/98	LABOR / GL5L1D6C #5162216	1.000	45.00	45.00
45288	11/10/98	INSURANCE / UPS INSURANCE	1.000	0.35	0.35
45288	11/10/98	65111631157 / CHIP FOR NE	8.000	15.00	120.00
45236	11/09/98	65111631157 / CHIP FOR NE	42.000	15.00	630.00
C45210	11/09/98	9419700 / T340+ MAIN BOA	-1.000	1995.00	-1995.00
45208	11/09/98	65111633075 / KIT,PROGRAM	1.000	25.00	25.00
45208	11/09/98	LABOR / GL5L1D6C #2672251	1.000	45.00	45.00
45207	11/06/98	65111633075 / KIT,PROGRAM	1.000	25.00	25.00
45207	11/06/98	65208444001P / PHOTOTRANS	2.000	1.00	2.00
45207	11/06/98	LABOR / GL5L1D6C #1262189	1.000	45.00	45.00
45088	11/02/98	9419700 / T340+ MAIN BOA	1.000	1995.00	1995.00
F45069	10/31/98	_FINANCE_CHARGE / Finance	1.000	2936.16	2936.16
44954	10/29/98	LABOR / REPAIR CHARGE ON	1.000	120.00	120.00
44954	10/29/98	LABOR / REPAIR CHARGE FOR	1.000	35.00	35.00
44916	10/28/98	SHIPPING / SHIPPING RED T	1.000	21.00	21.00
44916	10/28/98	23S502K / KEY,BLACK LAI O	1.000	2.68	2.68
44916	10/28/98	23B518G / LOCK, 5/8" LAI-	6.000	8.20	49.20
44758	10/22/98	6591103774 / MAGAZINE,MAR	1.000	48.00	48.00
44680	10/19/98	380005000008 / KEY WUA-1	1.000	5.03	5.03
44680	10/19/98	38WUA2 / KEY,WUA-2	1.000	5.03	5.03
44415	10/07/98	9419244 / HARNESS,BILL AC	1.000	31.45	31.45
C44369	10/06/98	23S928S-B6 / CAM 1 3/32"	-5.000	0.48	-2.40
C44369	10/06/98	23S502K / KEY,BLACK LAI O	-5.000	2.68	-13.40
C44369	10/06/98	23B518G / LOCK, 5/8" LAI-	-5.000	8.20	-41.00
44256	10/01/98	23S928S-B6 / CAM 1 3/32"	5.000	0.48	2.40
44256	10/01/98	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
44256	10/01/98	23B518G / LOCK, 5/8" LAI-	5.000	8.20	41.00
F44247	10/01/98	_FINANCE_CHARGE / Finance	1.000	2930.92	2930.92
44091	09/28/98	903 / PRINTER CARTRIDGE	12.000	6.30	75.60
44070	09/28/98	LABOR / GL5L1D6C #4072252	1.000	45.00	45.00
44070	09/28/98	LABOR / GL5L1D6C #4452138	1.000	45.00	45.00
44053	09/25/98	38WUA2 / KEY,WUA-2	1.000	5.03	5.03
44025	09/24/98	14FS2 / STARTER FS-2 14-1	2.000	0.42	0.84
44010	09/23/98	LABOR / REPAIR POG BOARD#	1.000	250.00	250.00

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43989	09/23/98	14FS2 / STARTER FS-2 14-1	1.000	0.42	0.42
43734	09/10/98	LABOR / GL5L1D6C #4262219	1.000	45.00	45.00
C43690	09/09/98	9419205 / METER,POT-O-GOL	-1.000	14.93	-14.93
43638	09/08/98	9419205 / METER,POT-O-GOL	1.000	14.93	14.93
43480	09/01/98	LABOR / GL5L1D6C #5162216	1.000	45.00	45.00
F43428	09/01/98	_FINANCE_CHARGE / Finance	1.000	2929.33	2929.33
43191	08/25/98	65111632126 / LED (IRSD1,	2.000	1.63	3.26
43191	08/25/98	LABOR / GL5L1D6C #3762219	1.000	45.00	45.00
43079	08/20/98	9422000 / POWER SUPPLY, M	1.000	57.75	57.75
C42899	08/13/98	_MANUAL_INVOICE / Manual	1.000	-600.00	-600.00
C42898	08/13/98	_MANUAL_INVOICE / Manual	1.000	-400.00	-400.00
C42891	08/12/98	9419700 / T340+ MAIN BOA	-2.000	1495.00	-2990.00
42886	08/12/98	23S928S-B6 / CAM 1 3/32"	5.000	0.48	2.40
42886	08/12/98	23S934S-F / 1 3/8 CAM FOR	5.000	0.39	1.95
42876	08/12/98	SHIPPING / SHIPPING RED T	1.000	25.75	25.75
42876	08/12/98	23B518G / LOCK, 5/8" LAI-	6.000	8.20	49.20
42876	08/12/98	23B530G / LOCK, 1 1/8" LA	6.000	9.79	58.74
42876	08/12/98	23B536F / SWITCH LOCK (MO	6.000	13.48	80.88
42853	08/11/98	SHIPPING / SHIPPING	1.000	6.00	6.00
42853	08/11/98	23S502K / KEY,BLACK LAI O	2.000	2.68	5.36
42853	08/11/98	23B518G / LOCK, 5/8" LAI-	10.000	8.20	82.00
42785	08/07/98	INSURANCE / UPS INSURANCE	12.000	0.35	4.20
42785	08/07/98	SHIPPING / SHIPPING	1.000	7.50	7.50
42785	08/07/98	LABOR / GL5L1D6C #4452138	1.000	45.00	45.00
42785	08/07/98	LABOR / GL5L1D6C #1262189	1.000	45.00	45.00
42785	08/07/98	LABOR / GL5L1D6C #0172216	1.000	45.00	45.00
C42667	08/03/98	_MANUAL_INVOICE / Manual	1.000	-1000.00	-1000.00
C42666	08/03/98	_MANUAL_INVOICE / Manual	1.000	-200.00	-200.00
F42645	08/03/98	_FINANCE_CHARGE / Finance	1.000	2728.48	2728.48
42562	07/31/98	9430043 / KEY SWITCH,-GRE	1.000	10.45	10.45
C42412	07/28/98	_MANUAL_INVOICE / Manual	1.000	-4380.00	-4380.00
42217	07/20/98	9419700 / T340+ MAIN BOA	8.000	1495.00	11960.00
42217	07/20/98	9419700 / T340+ MAIN BOA	5.000	1995.00	9975.00
42158	07/17/98	9419700 / T340+ MAIN BOA	2.000	1495.00	2990.00
C42156	07/17/98	_MANUAL_INVOICE / Manual	1.000	-2985.00	-2985.00
41800	07/07/98	9419700 / T340+ MAIN BOA	10.000	1495.00	14950.00
F41690	07/01/98	_FINANCE_CHARGE / Finance	1.000	2726.37	2726.37
41264	06/12/98	SHIPPING / SHIPPING	1.000	6.00	6.00
41264	06/12/98	SHIPPING / SHIPPING	1.000	21.00	21.00
41264	06/12/98	23B518G / LOCK, 5/8" LAI-	4.000	8.20	32.80
41264	06/12/98	23S502K / KEY,BLACK LAI O	2.000	2.68	5.36
41150	06/08/98	SHIPPING / SHIPPING	1.000	17.00	17.00
41150	06/08/98	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
Customer Number / Name ====> TR2930 / TRI STAR COMMUNICATIONS INC

Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
F40953	06/01/98	_FINANCE_CHARGE / Finance	1.000	1641.87	1641.87
40733	05/22/98	93EXTENSION / BASE SPACER	8.000	100.00	800.00
40681	05/20/98	SHIPPING / SHIPPING	1.000	6.00	6.00
40681	05/20/98	6591103774 / MAGAZINE,MAR	1.000	48.00	48.00
40435	05/07/98	93RF2426 / BASE,RADIUS FR	5.000	0.00	0.00
40435	05/07/98	93-5S / 5 PLAYER STRAIGHT	0.000	3500.00	0.00
40435	05/07/98	949011R / OPTION, ROUNDTO	5.000	500.00	2500.00
40435	05/07/98	949011PGL / POT OF GOLD W	10.000	6900.00	69000.00
40434	05/07/98	SHIPPING / SHIPPING	1.000	19.00	19.00
40434	05/07/98	23S502KYEL / KEY, YELLOW	3.000	2.68	8.04
40402	05/06/98	241 / BILL ACCEPTOR CLEAN	2.000	9.95	19.90
F40296	05/01/98	_FINANCE_CHARGE / Finance	1.000	1631.29	1631.29
40019	04/21/98	SHIPPING / SHIPPING RED T	1.000	24.00	24.00
40019	04/21/98	23B518G / LOCK, 5/8" LAI-	5.000	8.20	41.00
39983	04/20/98	23B530G / LOCK, 1 1/8" LA	20.000	9.79	195.80
39983	04/20/98	23B536F / SWITCH LOCK (MO	20.000	13.48	269.60
39983	04/20/98	23B518G / LOCK, 5/8" LAI-	20.000	8.20	164.00
39983	04/20/98	23S502K / KEY,BLACK LAI O	4.000	2.68	10.72
F39680	04/01/98	_FINANCE_CHARGE / Finance	1.000	1631.29	1631.29
39585	03/31/98	SHIPPING / SHIPPING OVERN	1.000	21.00	21.00
39585	03/31/98	23B518G / LOCK, 5/8" LAI-	1.000	8.20	8.20
F39023	03/02/98	_FINANCE_CHARGE / Finance	1.000	1622.71	1622.71
38688	02/13/98	57TR60 / WILDCAT TR-60 TA	1.000	8.90	8.90
38688	02/13/98	9494004 / TOUCH SCREEN (	1.000	504.00	504.00
38688	02/13/98	20E1651 / CLEANER, ANTI S	6.000	8.76	52.56
F38462	02/02/98	_FINANCE_CHARGE / Finance	1.000	1621.13	1621.13
38360	01/29/98	9480002 / POWER CORD (6 F	1.000	6.32	6.32
38258	01/26/98	903 / PRINTER CARTRIDGE	12.000	6.30	75.60
37951	01/09/98	20E1651 / CLEANER, ANTI S	2.000	9.40	18.80
37951	01/09/98	241 / BILL ACCEPTOR CLEAN	1.000	9.95	9.95
37951	01/09/98	289317 / DEGAUSSING COIL	1.000	62.55	62.55
37951	01/09/98	65111636021 / CALIBRATION	1.000	14.00	14.00
37898	01/07/98	23S502K / KEY,BLACK LAI O	1.000	2.68	2.68
37898	01/07/98	23B518G / LOCK, 5/8" LAI-	1.000	8.20	8.20
F37763	01/02/98	_FINANCE_CHARGE / Finance	1.000	1621.13	1621.13
37397	12/11/97	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
37397	12/11/97	23S502KGRAY / KEY, GRAY L	5.000	2.68	13.40
37397	12/11/97	23B536F / SWITCH LOCK (MO	50.000	11.80	590.00
37397	12/11/97	23B530G / 1 1/8" LAI-MAIN	50.000	8.56	428.00
37301	12/08/97	20E1651 / CLEANER, ANTI S	6.000	8.76	52.56
F37126	12/01/97	_FINANCE_CHARGE / Finance	1.000	4.50	4.50
36799	11/18/97	9422010 / SPEAKER, 8"	1.000	30.45	30.45
36799	11/18/97	20E1651 / CLEANER, ANTI S	3.000	9.40	28.20

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
Customer Number / Name ====> TR2930 / TRI STAR COMMUNICATIONS INC

Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
C36796	11/18/97	FINANCE / FINANCE CHARGES	-1.000	5051.56	-5051.56
36763	11/17/97	93EXTENSION / BASE SPACER	10.000	100.00	1000.00
36763	11/17/97	23S502KYEL / KEY, YELLOW	15.000	2.68	40.20
36763	11/17/97	23S502K / KEY,BLACK LAI O	15.000	2.68	40.20
36763	11/17/97	23B530G / 1 1/8" LAI-MAIN	15.000	9.79	146.85
36763	11/17/97	23B518G / LOCK, 5/8" LAI-	15.000	8.20	123.00
36763	11/17/97	93RF2426 / BASE,RADIUS FR	15.000	0.00	0.00
36763	11/17/97	949011PGL / POT OF GOLD W	15.000	7095.00	106425.00
F36383	11/01/97	_FINANCE_CHARGE / Finance	1.000	447.24	447.24
35787	10/10/97	SAT / SATURDAY DELIVERY U	1.000	10.00	10.00
35787	10/10/97	SHIPPING / SHIPPING	1.000	14.00	14.00
35787	10/10/97	241 / BILL ACCEPTOR CLEAN	1.000	9.95	9.95
35787	10/10/97	65111636021 / CALIBRATION	1.000	14.00	14.00
F35520	10/01/97	_FINANCE_CHARGE / Finance	1.000	1306.55	1306.55
35155	09/18/97	LABOR / REPAIR POG BOARD#	1.000	300.00	300.00
34929	09/10/97	MISCELLANEOUS / PLEXI W/	3.000	57.17	171.51
34911	09/10/97	23S502KGRAY / KEY, GRAY L	3.000	2.68	8.04
34911	09/10/97	23B536F / SWITCH LOCK (MO	15.000	13.48	202.20
34911	09/10/97	23S502K / KEY,BLACK LAI O	3.000	2.68	8.04
34911	09/10/97	23B518G / LOCK, 5/8" LAI-	15.000	8.20	123.00
34911	09/10/97	23S502KYEL / KEY, YELLOW	3.000	2.68	8.04
34911	09/10/97	23B530G / 1 1/8" LAI-MAIN	15.000	9.79	146.85
F34717	09/02/97	_FINANCE_CHARGE / Finance	1.000	1212.40	1212.40
34354	08/21/97	23S928S-B6 / CAM 1 3/32"	5.000	0.48	2.40
34354	08/21/97	23S502KYEL / KEY, YELLOW	5.000	2.68	13.40
34354	08/21/97	23B530G / 1 1/8" LAI-MAIN	5.000	9.79	48.95
34354	08/21/97	23B518G / LOCK, 5/8" LAI-	5.000	8.20	41.00
34354	08/21/97	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
34354	08/21/97	20E1651 / CLEANER, ANTI S	12.000	8.13	97.56
34354	08/21/97	93-5S / 5 PLAYER STRAIGHT	1.000	3500.00	3500.00
34354	08/21/97	65GL5L1D6C / DBA,MARS 1$,	1.000	560.00	560.00
34354	08/21/97	94371DRW1 / SOFTWRE V3.71	4.000	500.00	2000.00
34054	08/06/97	LABOR / GL5L1D6C #0172216	1.000	0.00	0.00
F33935	08/01/97	_FINANCE_CHARGE / Finance	1.000	1212.40	1212.40
F32977	07/01/97	_FINANCE_CHARGE / Finance	1.000	1194.90	1194.90
32427	06/13/97	902TRISTAR / VLT PAPER W/	480.000	2.43	1166.40
F32066	05/31/97	_FINANCE_CHARGE / Finance	1.000	1192.74	1192.74
31494	05/13/97	902 / PAPER,3.250" W/DREW	48.000	3.00	144.00
F31167	05/01/97	_FINANCE_CHARGE / Finance	1.000	1829.52	1829.52
30364	04/03/97	LABOR / GL5L1D6C #5162216	1.000	0.00	0.00
30229	04/01/97	_FINANCE_CHARGE / Finance	1.000	1800.81	1800.81
29455	03/03/97	MISCELLANEOUS / PARTS-Log	2.000	52.00	104.00
29315	02/27/97	20E1651 / CLEANER, ANTI S	2.000	9.40	18.80

DREWS DISTRIBUTING, INC
History Detail Invoices/Credit Memos/Fin Chgs
Customer Number / Name ====> TR2930 / TRI STAR COMMUNICATIONS INC

Invoice #	Inv Date	Item	Qty Shp	Unit Price	Ext Price
29188	02/24/97	93RF2426 / BASE,RADIUS FR	3.000	0.00	0.00
29188	02/24/97	949011R / OPTION, ROUNDTO	3.000	500.00	1500.00
C29180	02/24/97	93-3S / 3 PLAYER STRAIGHT	-1.000	2500.00	-2500.00
29142	02/21/97	93-3S / 3 PLAYER STRAIGHT	1.000	2500.00	2500.00
29142	02/21/97	93EXTENSION / BASE SPACER	4.000	100.00	400.00
29142	02/21/97	93-5S / 5 PLAYER STRAIGHT	1.000	3500.00	3500.00
29142	02/21/97	93RF2426 / BASE,RADIUS FR	7.000	0.00	0.00
29142	02/21/97	949011R / OPTION, ROUNDTO	7.000	500.00	3500.00
29142	02/21/97	949011PGL / POT OF GOLD W	15.000	7095.00	106425.00
29106	02/21/97	23S502KGRAY / KEY, GRAY L	5.000	2.68	13.40
29106	02/21/97	23B536F / SWITCH LOCK (MO	15.000	13.48	202.20
29106	02/21/97	23S502KYEL / KEY, YELLOW	5.000	2.68	13.40
29106	02/21/97	23B530G / 1 1/8" LAI-MAIN	15.000	9.79	146.85
29106	02/21/97	23S502K / KEY,BLACK LAI O	5.000	2.68	13.40
29106	02/21/97	23B518G / LOCK, 5/8" LAI-	15.000	8.20	123.00

no back up

NAME Tr. Star ACCOUNT. NO.

ADDRESS CREDIT LIMIT

DATE	REFERENCE	CHARGES	CREDITS	BALANCE
*	TR2930 3/30 Report	474,814.50		474,814.50
*	TRINOT 3/30/01 Report	1088,312.14		1088,312.14
12/31/01	Interest Chgs	224,136.64		1787,263.28
9/30/02	Interest 9 months	286,275.59		2043,538.87
4/16/01	Inv# 55234	3,593.84		
4/16/01	Inv # 55235	1,035.45		2048,168.16
6/4/01	Inv # 55314 ✓	433.02		
12/29/00	Inv#54918	116,000.00		
1/22/01	Inv#55000	11,400.00		
4/10/01	Inv# 55227	7,000.00		
✓	Inv#55228	6,000.00		
✓	Inv#55229	7,500.00		
✓	Inv# 55230	4,500.00		
✓	Inv# 55231	4,500.00		
✓	Inv#55232	3,000.00		
7/1/02	Inv# 33	71,000.00		
	Interest on 54918			
	thru 9/02	34,800.00		
	Interest on 55000-			
	~~5523~~ thru 9/02	3,249.00		
	Interest on 55227-			
	55232	7,800.00		
	Interest 33			
	thru 9/02	10,650.00		2336,415.18
10/02	Finance Chgs	34,896.32		
11/02	Finance	34,896.32		2396,207.62

WILSON JONES Ledger Folder No. 700-04. For use with WILSON JONES Short-Cut Billing System. Made in U.S.A.

Account

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Date: 10/10/05 at 12:34 PM

DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TR2930

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
Date Paid: 05/07/97							
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1101	007159	537.86	0.00
29188	TO	TR2930	TRI STAR COMMUNICATIONS INC	1101	007159	1575.00	0.00
29200	RS	TR2930	TRI STAR COMMUNICATIONS INC	1101	007159	210.00	0.00
29315	RS	TR2930	TRI STAR COMMUNICATIONS INC	1101	007159	19.74	0.00
29455	TO	TR2930	TRI STAR COMMUNICATIONS INC	1101	007159	109.20	0.00
29106	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1102	007158	537.86	0.00
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1102	007158	39462.14	0.00
				Date Paid: 05/07/97 Subtotal:		42451.80	0.00
Date Paid: 10/07/97							
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1195	024887	30000.00	0.00
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1197	024887	10000.00	0.00
				Date Paid: 10/07/97 Subtotal:		40000.00	0.00
Date Paid: 10/21/97							
35787	TO	TR2930	TRI STAR COMMUNICATIONS INC	1215	025115	47.95	0.00
34911	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1216	009308	496.17	0.00
34929	TO	TR2930	TRI STAR COMMUNICATIONS INC	1216	009308	171.51	0.00
34354	TO	TR2930	TRI STAR COMMUNICATIONS INC	1217	025118	6276.71	0.00
31494	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1218	025117	144.00	0.00
32427	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1218	025117	1166.40	0.00
				Date Paid: 10/21/97 Subtotal:		8302.74	0.00
Date Paid: 10/30/97							
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1220.	025224	10000.00	0.00
				Date Paid: 10/30/97 Subtotal:		10000.00	0.00
Date Paid: 11/13/97							
29142	TC	TR2930	TRI STAR COMMUNICATIONS INC	1227	025420	29516.25	0.00
30229		TR2930	TRI STAR COMMUNICATIONS INC	1227	025420	1800.81	0.00
31167		TR2930	TRI STAR COMMUNICATIONS INC	1227	025420	1829.52	0.00
32066		TR2930	TRI STAR COMMUNICATIONS INC	1227	025420	1192.74	0.00
32977		TR2930	TRI STAR COMMUNICATIONS INC	1227	025420	321.93	0.00
				Date Paid: 11/13/97 Subtotal:		34661.25	0.00
Date Paid: 12/12/97							
36799	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1244	025809	258.65	0.0
				Date Paid: 12/12/97 Subtotal:		258.65	0.0
Date Paid: 12/18/97							
37301	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1248	010495	52.56	0.0
				Date Paid: 12/18/97 Subtotal:		52.56	0.0

DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TR2930

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
37397	DS	TR2930	TRI STAR COMMUNICATIONS INC	1260	026120	1044.80	0.00
				Date Paid: 01/12/98 Subtotal:		1044.80	0.00
Date Paid: 01/15/98							
37898	DS	TR2930	TRI STAR COMMUNICATIONS INC	1270	026162	10.88	0.00
				Date Paid: 01/15/98 Subtotal:		10.88	0.00
Date Paid: 02/02/98							
38258	DS	TR2930	TRI STAR COMMUNICATIONS INC	1287	026349	75.60	0.00
				Date Paid: 02/02/98 Subtotal:		75.60	0.00
Date Paid: 04/17/98							
39585	DS	TR2930	TRI STAR COMMUNICATIONS INC	1333	027148	29.20	0.00
				Date Paid: 04/17/98 Subtotal:		29.20	0.00
Date Paid: 06/03/98							
40402	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1373	027643	19.90	0.00
40434	DS	TR2930	TRI STAR COMMUNICATIONS INC	1373	027643	27.04	0.00
40681	BG	TR2930	TRI STAR COMMUNICATIONS INC	1375	027642	56.40	0.00
				Date Paid: 06/03/98 Subtotal:		103.34	0.00
Date Paid: 08/10/98							
42217	BG	TR2930	TRI STAR COMMUNICATIONS INC	1432	028555	1195.00	0.00
				Date Paid: 08/10/98 Subtotal:		1195.00	0.00
Date Paid: 08/17/98							
35155	BG	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	300.00	0.0(
36763	TO	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	136.65	0.0(
37951	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	105.30	0.0(
38360	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	6.64	0.0(
38688	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	565.46	0.0(
39983	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	640.12	0.0(
40019	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	65.00	0.0
40733	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	800.00	0.0
41150	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	74.12	0.0
41264	BG	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	67.07	0.0
41800	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	7385.00	0.0
42158	BJ	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	2590.00	0.0
42562	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	10.45	0.0
42785	GM	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	146.70	0.0
42853	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	97.73	0.0
42876	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	214.57	0.0
42886	DS	TR2930	TRI STAR COMMUNICATIONS INC	1440	028657	4.35	0.0

DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TR2930

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
48173	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	-742.14	0.00
48173	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	-5686.38	0.00
48255	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	742.14	0.00
48258	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	934.05	0.00
48326	BJ	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	2913.75	0.00
48380	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	469.90	0.00
48408	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	33.02	0.00
48415	BJ	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	569.36	0.00
48465	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	21.95	0.00
48528	JB	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022433	744.35	0.00
				Date Paid: 03/19/99 Subtotal:		0.00	0.00
Date Paid: 03/24/99							
48173	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022574	-9973.63	0.00
48195	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022575	-9200.00	0.00
48555	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022575	-462.00	0.00
48590	BJ	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022574	3202.12	0.00
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022574	6771.51	0.00
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022575	9200.00	0.00
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022575	462.00	0.00
				Date Paid: 03/24/99 Subtotal:		0.00	0.00
Date Paid: 04/01/99							
48556	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022797	-924.00	0.00
48566	BG	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022797	-33.02	0.00
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022797	924.00	0.00
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	OPEN	022797	33.02	0.00
				Date Paid: 04/01/99 Subtotal:		0.00	0.00
Date Paid: 04/09/99							
48636	GM	TR2930	TRI STAR COMMUNICATIONS INC		022945	92.08	0.0
48639	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	7.90	0.0
48640	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	7.90	0.0
48649	GM	TR2930	TRI STAR COMMUNICATIONS INC		022945	206.14	0.0
48722	BJ	TR2930	TRI STAR COMMUNICATIONS INC		022945	51.45	0.0
48723	DS	TR2930	TRI STAR COMMUNICATIONS INC		022945	60.64	0.0
48741	BJ	TR2930	TRI STAR COMMUNICATIONS INC		022945	50.00	0.0
48750	DS	TR2930	TRI STAR COMMUNICATIONS INC		022945	15.75	0.0
48761	BJ	TR2930	TRI STAR COMMUNICATIONS INC		022945	100.24	0.0
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-92.08	0.0
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-7.90	0.0
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-7.90	0.0
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-206.14	0.

DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TR2930

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-60.64	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-50.00	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-15.75	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-45.00	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-45.00	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-52.90	0.00
48954	JB	TR2930	TRI STAR COMMUNICATIONS INC		022945	-100.24	0.00
48985	GM	TR2930	TRI STAR COMMUNICATIONS INC		022945	45.00	0.00
48986	GM	TR2930	TRI STAR COMMUNICATIONS INC		022945	45.00	0.00
49014	GM	TR2930	TRI STAR COMMUNICATIONS INC		022945	52.90	0.00
				Date Paid: 04/09/99 Subtotal:		0.00	0.00
Date Paid: 01/04/00							
48595	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	271667.33	0.00
48761	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	73.01	0.00
48765	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	263199.30	0.00
48806	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	1778.70	0.00
48807	BG	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	1224.30	0.00
48900	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	2913.75	0.00
49123	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.00
49475		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	4075.01	0.00
49621	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	33.02	0.00
49639	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.00
49733	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	10955.60	0.00
49834	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	170.10	0.00
49869	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	37.78	0.00
49993		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	8113.52	0.00
50121	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	970.20	0.00
50278	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	161.08	0.00
50370	DS	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	1068.40	0.0
50552		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	15959.26	0.0
50631	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.0
50640	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	79.71	0.0
50782	BG	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	250.00	0.0
50828	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	41.97	0.0
50991		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	15992.26	0.0
51047	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.0
51088	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	529.20	0.0
51094	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	39.52	0.0
51217	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	99.66	0.0
51224	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.0
51392		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	8320.76	0.0

DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TR2930

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
51449	BG	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	9.70	0.00
51450	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	131.42	0.00
51483	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	45.00	0.00
51534	BG	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	20.40	0.00
51549	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	9.40	0.00
51564	BG	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	150.00	0.00
51585	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	1235.80	0.00
51716		TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	8332.76	0.00
51773	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	90.00	0.00
51787	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	7.69	0.00
51793	BJ	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	275.00	0.00
51927	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	182.05	0.00
51969	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	50.00	0.00
52025	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	50.00	0.00
52145	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	374.80	0.00
52152	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	3.84	0.00
52233	GM	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	100.00	0.00
52317	HH	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	5575.00	0.00
52421	TO	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	3.84	0.00
52641	TK	TR2930	TRI STAR COMMUNICATIONS INC	52641	026486	-624632.69	0.00
				Date Paid: 01/04/00 Subtotal:		0.00	0.00
				Report Total:		151394.98	0.00

Note

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DREWS DISTRIBUTING, INC
Detail Cash Receipts by Date Paid
History File On or After 01/01/97 All Receipts
Sessions 000000 to 029070 Cust = TRINOT

Active Sessions (Not Included in Report)
029067, 029068, 029069

Invoice Applied To	Sls	Cust #	Company	Ref #	Session	Amount Applied	Discount Applied
Date Paid: 02/23/99							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	1677	021780	55471.78	0.00
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	REVERSE	021796	-55471.78	0.00
				Date Paid: 02/23/99 Subtotal:		0.00	0.00
Date Paid: 02/24/99							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	1678	021830	66527.05	0.00
				Date Paid: 02/24/99 Subtotal:		66527.05	0.00
Date Paid: 10/12/99							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2100	025706	200000.00	0.00
				Date Paid: 10/12/99 Subtotal:		200000.00	0.00
Date Paid: 11/10/99							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2122	025969	200000.00	0.00
				Date Paid: 11/10/99 Subtotal:		200000.00	0.00
Date Paid: 02/03/00							
52643	TK	TRINOT	TRI STAR COMMUNICATIONS	2221	026784	27238.42	0.00
				Date Paid: 02/03/00 Subtotal:		27238.42	0.00
Date Paid: 03/09/00							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2272	027168	27238.42	0.00
				Date Paid: 03/09/00 Subtotal:		27238.42	0.00
Date Paid: 03/22/00							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2304	027372	27238.42	0.00
				Date Paid: 03/22/00 Subtotal:		27238.42	0.00
Date Paid: 04/24/00							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2347	027623	27238.42	0.00
				Date Paid: 04/24/00 Subtotal:		27238.42	0.00
Date Paid: 06/20/00							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2430	028051	27238.42	0.00
				Date Paid: 06/20/00 Subtotal:		27238.42	0.00
Date Paid: 08/03/00							
47933	TO	TRINOT	TRI STAR COMMUNICATIONS	2515	028254	27238.42	0.00
				Date Paid: 08/03/00 Subtotal:		27238.42	0.00
				Report Total:		629957.57	0.00

DREWS DISTRIBUTING, INC
Open Receivables Aging Detail by Customer
Aged from Invoice Date

		Amount	< 31	> 30	> 60	> 90	> 120	Open Balance	Last Payment
		401.44					401.44	401.44	
	F50549	137.36					137.36	137.36	
31/99	F50989	108.27					103.76	103.76	09/14/99
01/99	F51388	105.15					105.15	105.15	
01/99	F51712	110.76					110.76	110.76	
01/99	F52313	104.78					104.78	104.78	
04/00	F52624	105.53					105.53	105.53	
01/00	F52900	105.53					105.53	105.53	
01/00	F53260	105.53					105.53	105.53	
31/00	F53574	104.78					104.78	104.78	
01/00	F53949	104.78					104.78	104.78	
24/00	54088	35.17					35.17	35.17	
01/00	F54185	104.78					104.78	104.78	
05/00	F54366	105.31					105.31	105.31	
01/00	F54496	105.31					105.31	105.31	
01/00	F54597	105.31					105.31	105.31	
02/00	F54687	105.31					105.31	105.31	
01/00	F54781	105.31					105.31	105.31	
01/00	F54876	105.31				105.31		105.31	
02/01	F54959	105.31			105.31			105.31	
01/01	F55042	105.31		105.31				105.31	
01/01	F55122	105.31	105.31					105.31	
		Totals:	105.31	105.31	105.31	105.31	10096.77	10518.01	

stomer: TR1029 TRIPP'S AMUSEMENT **Contact:** Tripp Cauthen **Salesperson:** BG
ms: C.O.D.CO CK **Phone:** 803/283-1084

05/01	55132	157.41	0.30					0.30	03/29/01
		Totals:	0.30					0.30	

stomer: TR2930 TRI STAR COMMUNICATIONS INC **Contact:** QUENTIN BROOM **Salesperson:** TO
ms: NET 30 **Phone:** 864/542-1412

04/00	52561	86.07					86.07	86.07	
07/00	52685	529.20					161.70	161.70	01/28/00
12/00	52718	207.34					207.34	207.34	
17/00	52742	214.33					214.33	214.33	
19/00	52764	31.38					31.38	31.38	
24/00	52798	23.51					23.51	23.51	
24/00	52800	46.67					46.67	46.67	
07/00	53015	61.11					61.11	61.11	
09/00	53031	22.00					22.00	22.00	
10/00	53041	735.00					735.00	735.00	
15/00	53082	142.88					142.88	142.88	

12:00 PM

DREWS DISTRIBUTING, INC
Open Receivables Aging Detail by Customer
Aged from Invoice Date

Date	Invoice #	Amount	< 31	> 30	> 60	> 90	> 120	Open Balance	Last Payment
02/22/00	53143	2316.76					2316.76	2316.76	
03/01/00	F53262	7.71					7.71	7.71	
03/01/00	53272	5.78					5.78	5.78	
03/01/00	53275	50.00					50.00	50.00	
03/31/00	F53577	47.84					47.84	47.84	
04/04/00	53597	436.04					436.04	436.04	
04/12/00	53669	32.09					32.09	32.09	
04/14/00	53684	2.81					2.81	2.81	
05/01/00	F53952	41.05					41.05	41.05	
05/31/00	54130	76.12					76.12	76.12	
05/31/00	54131	1114.25					11.75	11.75	06/19/00
05/31/00	54132	1069.15					1069.15	1069.15	
06/01/00	F54186	45.75					45.75	45.75	
06/01/00	54198	100.53					100.53	100.53	
06/22/00	54265	30.07					30.07	30.07	
06/22/00	54272	375.80					8.30	8.30	07/05/00
06/22/00	54273	787.50					787.50	787.50	
06/26/00	54283	3.42					3.42	3.42	
06/26/00	54291	141.53					141.53	141.53	
06/26/00	54294	19.80					19.80	19.80	
07/05/00	F54368	45.75					45.75	45.75	
07/05/00	54375	1507.90					1507.90	1507.90	
07/10/00	54388	621.40					9.25	9.25	07/18/00
07/18/00	54419	315.00					315.00	315.00	
07/19/00	54422	375.30					7.80	7.80	09/06/00
07/26/00	54432	346.50					346.50	346.50	
08/01/00	F54498	66.59					66.59	66.59	
08/08/00	54514	210.00					210.00	210.00	
08/17/00	54524	60327.21					4152.21	4152.21	01/03/01
09/01/00	F54598	95.35					95.35	95.35	
09/06/00	54609	7125.04					7125.04	7125.04	
09/25/00	54630	396900.00					396900.00	396900.00	
10/02/00	F54688	905.47					905.47	905.47	
10/02/00	54698	125.00					125.00	125.00	
11/01/00	F54782	4945.72					4945.72	4945.72	
12/01/00	F54877	4946.97				4946.97		4946.97	
12/12/00	54905	27300.00				27300.00		27300.00	
12/20/00	54909	242.55				242.55		242.55	
01/02/01	F54960	4946.97			4946.97			4946.97	
02/01/01	F55043	4450.65		4450.65				4450.65	
02/13/01	55063	162.02		162.02				162.02	
02/13/01	55064	1981.88		1981.88				1981.88	
02/13/01	55065	20.84		20.84				20.84	

12:00 PM

DREWS DISTRIBUTING, INC
Open Receivables Aging Detail by Customer
Aged from Invoice Date

Date	Invoice #	Amount	< 31	> 30	> 60	> 90	> 120	Open Balance	Last Payment
02/14/01	55067	448.75		448.75				448.75	
02/19/01	55071	91.35		91.35				91.35	
02/27/01	55080	227.54		227.54				227.54	
03/01/01	F55123	4450.65	4450.65					4450.65	
03/06/01	55136	108.43	108.43					108.43	
03/16/01	55167	61.15	61.15					61.15	
03/21/01	55169	65.68	65.68					65.68	
03/28/01	55182	1585.50	1585.50					1585.50	
	Totals:		6271.41	7383.03	4946.97	32489.52	423723.57	474814.50	

Customer: TRINOT TRI STAR COMMUNICATIONS Contact: Salesperson: TO

Terms: Lease/Note Notes Phone:

02/23/99	47933	1066398.60					463679.45	463679.45	08/03/00
01/04/00	52640	624632.69					624632.69	624632.69	
	Totals:						1088312.14	1088312.14	

Invoice 52561

Invoice Date 01/04/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	TO	01/04/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
24	24 0	14F14T8/CW 14 WATT FLUORESCENT LAMP		3.03	Y	72.72
25	25 0	14FS2 STARTER FS-2 14-15-20 WATT		0.37	Y	9.25

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	81.97
Tax (5.000%)	4.10
Total Invoice	86.07

Customer Original (Reprinted)

Invoice 52685

Invoice Date 01/07/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/07/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
1	1 0	9494004 TOUCH SCREEN (MICRO TOUCH)		504.00		Y	504.00

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	504.00
Tax (5.000%)	25.20
Total Invoice	529.20

Customer Original (Reprinted)

Invoice 52718

Invoice Date 01/12/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

*Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/12/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
24	24	14F14T8/CW		3.03		72.72
	0	14 WATT FLUORESCENT LAMP			Y	
2	2	9422000		57.75		115.50
	0	POWER SUPPLY, MIGHTY MAX			Y	
25	25	14FS2		0.37		9.25
	0	STARTER FS-2 14-15-20 WATT			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	197.47
Tax (5.000%)	9.87
Total Invoice	207.34

Customer Original (Reprinted)

Invoice 52742

Invoice Date 01/17/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/17/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
36	36 0	903 PRINTER CARTRIDGE (55209X)		5.67	Y	204.12

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	204.12
Tax (5.000%)	10.21
Total Invoice	214.33

Customer Original (Reprinted)

Invoice 52764

Invoice Date 01/19/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/19/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2	2	23S502KYEL		2.68		5.36
	0	KEY, YELLOW LAI-MAIN (US GAMES)			Y	
1	1	SHIPPING		25.75		25.75
	0	SHIPPING next day air for keys			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	25.75
Taxable Subtotal	5.36
Tax (5.000%)	0.27
Total Invoice	31.38

Invoice 52798

Invoice Date 01/24/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

VEGAS PLACE,INC.
801 SOUTH KINGS HWY.
MYRTLE BEACH, SC 29577

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/24/00	

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
4	4	23710KEY		4.11		16.44
	0	KEY, REGISTERED			Y	
1	1	SHIPPING		6.25		6.25
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	6.25
Taxable Subtotal	16.44
Tax (5.000%)	0.82
Total Invoice	23.51

Invoice 52800

Invoice Date 01/24/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	01/24/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	65111636021		14.00		14.00
	0	CALIBRATION KIT * GL5 *			Y	
1	1	9422010		30.45		30.45
	0	SPEAKER, 8"			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	44.45
Tax (5.000%)	2.22
Total Invoice	46.67

Customer Original (Reprinted)

Invoice 53015

Invoice Date 02/07/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	02/07/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
5	5	9430043		10.45		52.25
	0	KEY SWITCH,-GREEN-(NO KEY)			Y	
1	1	SHIPPING		6.25		6.25
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	6.25
Taxable Subtotal	52.25
Tax (5.000%)	2.61
Total Invoice	61.11

Customer Original (Reprinted)

Invoice 53031

Invoice Date 02/09/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	02/09/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	SHIPPING		22.00		22.00
	0	SHIPPING			N	

Nontaxable Subtotal	22.00
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	22.00

Invoice 53041

Invoice Date 02/10/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914.
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Ar#4484	JA	02/10/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	99-90762		700.00		700.00
	0	USED SERIAL PRINTER			Y	

ALL ADVANCE REPLACEMENTS ARE DUE BACK AT DREWS NO LATER THAN 7 DAYS AFTER SHIPMENT. YOU HAVE BEEN BILLED FOR THE FULL PRICE OF THE ADVANCE REPLACEMENT, YOU WILL BE CREDITED UPON RETURN OF THE ADVANCE REPLACEMENT BACK TO DREWS, MINUS ANY REPAIR OR FREIGHT CHARGES, PROVIDED IT IS RETURNED WITHIN 7 DAYS OF OUR ORGINAL SHIPMENT DATE.PLEASE AVOID A FINANCE CHARGE AND RETURN PROMPTLY .

Nontaxable Subtotal	0.00
Taxable Subtotal	700.00
Tax (5.000%)	35.00
Total Invoice	735.00

Invoice 53082

Invoice Date 02/15/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	02/15/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
24	24 0	903 PRINTER CARTRIDGE (55209X)		5.67	Y	136.08

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	136.08
Tax (5.000%)	6.80
Total Invoice	142.88

Invoice 53143

Invoice Date 02/22/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	JA	02/22/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
908	908	902TRISTAR		2.43			2206.44
	0	VLT PAPER W/TRI-STAR COMMUNICATIONS, INC. (IN				Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	2206.44
Tax (5.000%)	110.32
Total Invoice	2316.76

Customer Original (Reprinted)

Invoice 53262

Invoice Date 03/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		7.71			7.71
	0	Finance Charge				N	

Nontaxable Subtotal	7.71
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	7.71

Customer Original (Receipted)

Invoice 53272

Invoice Date 03/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	BG	03/01/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1 0	9446003 SWITCH, DOOR (DOUBLE POLE) FOR OBA AND MAIN		5.50	Y	5.50

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	5.50
Tax (5.000%)	0.28
Total Invoice	5.78

Invoice 53275

Invoice Date 03/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4488/L	GM	02/29/00	32989

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1.00	1.00	LABOR		50.00		50.00
	0.00	GL5L1D6C #37622191921		N		

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	50.00
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	50.00

Invoice 53577

Invoice Date 03/31/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		47.84		47.84
	0	Finance Charge		N		

Nontaxable Subtotal	47.84
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	47.84

Invoice 53597

Invoice Date 04/04/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

VEGAS PLACE,INC.
801 SOUTH KINGS HWY.
MYRTLE BEACH, SC 29577

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
JOHN	BG	04/04/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	9493100		350.00		350.00
	0	CHASSIS,19" MONITOR (MODEL# 2092)			Y	
1	1	9422000		57.75		57.75
	0	POWER SUPPLY, MIGHTY MAX			Y	
4	4	INSURANCE		0.35		1.40
	0	UPS INSURANCE			N	
1	1	SHIPPING		6.50		6.50
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	7.90
Taxable Subtotal	407.75
Tax (5.000%)	20.39
Total Invoice	436.04

Invoice 53669

Invoice Date 04/12/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR.	BG	04/12/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	23B530G		9.79		9.79
	0	LOCK, 1 1/8" LAI-MAIN #2725			Y	
1	1	23S502KYEL		2.68		2.68
	0	KEY, YELLOW LAI-MAIN # 1148			Y	
1	1	SHIPPING		19.00		19.00
	0	SHIPPING-OVERNIGHT			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	19.00
Taxable Subtotal	12.47
Tax (5.000%)	0.62
Total Invoice	32.09

Invoice 53684

Invoice Date 04/14/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR.	BG	04/13/00	33067

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	23S502K		2.68		2.68
	0	KEY,BLACK LAI OBA---(US GAMES) # 1778			Y	

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SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	2.68
Tax (5.000%)	0.13
Total Invoice	2.81

Invoice 53952

Invoice Date 05/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		41.05		41.05
	0	Finance Charge		N		

Nontaxable Subtotal	41.05
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	41.05

Invoice 54130

Invoice Date 05/31/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

QUENTIN BROOM
39 BIRCH LANE
MYRTLE BEACH, SC 29572

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	05/31/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
5	5	23B518G		8.20		41.00
	0	LOCK, 5/8" LAI--OBA--(US GAMES)			Y	
5	5	23S502K		2.68		13.40
	0	KEY,BLACK LAI OBA---(US GAMES)			Y	
1	1	SHIPPING		19.00		19.00
	0	RED			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	19.00
Taxable Subtotal	54.40
Tax (5.000%)	2.72
Total Invoice	76.12

Invoice 54131

Invoice Date 05/31/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4582	BG	05/31/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	99-90762		700.00		700.00
	0	USED SERIAL PRINTER			Y	
		SR# CD001912321				
1	1	99-9493100		350.00		350.00
	0	USED CHASSIS, 19" MONITOR			Y	
		SR# 555317				
1	1	SHIPPING		8.25		8.25
	0	SHIPPING			N	
10	10	INSURANCE		0.35		3.50
	0	UPS INSURANCE			N	

ALL ADVANCE REPLACEMENTS ARE DUE BACK AT DREWS NO LATER THAN 7 DAYS AFTER SHIPMENT. YOU HAVE BEEN BILLED FOR THE FULL PRICE OF THE ADVANCE REPLACEMENT, YOU WILL BE CREDITED UPON RETURN OF THE ADVANCE REPLACEMENT BACK TO DREWS, MINUS ANY REPAIR OR FREIGHT CHARGES, PROVIDED IT IS RETURNED WITHIN 7 DAYS OF OUR ORGINAL SHIPMENT DATE.PLEASE AVOID A FINANCE CHARGE AND RETURN PROMPTLY .

Nontaxable Subtotal	11.75
Taxable Subtotal	1050.00
Tax (5.000%)	52.50
Total Invoice	1114.25

Invoice 54132

Invoice Date 05/31/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	05/31/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2	2	9494004		504.00		1008.00
	0	TOUCH SCREEN (MICRO TOUCH)			Y	
10	10	INSURANCE		0.35		3.50
	0	UPS INSURANCE			N	
1	1	SHIPPING		7.25		7.25
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	10.75
Taxable Subtotal	1008.00
Tax (5.000%)	50.40
Total Invoice	1069.15

Invoice 54186

Invoice Date 06/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		45.75		45.75
	0	Finance Charge		N		

Nontaxable Subtotal	45.75
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	45.75

Invoice 54198

Invoice Date 06/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4579/L	BG	06/01/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1.00	1.00 0.00	LABOR GL5L1D6C #12822654881		50.00	N	50.00
1.00	1.00 0.00	LABOR GL5L1D6C # 35722524393		50.00	N	50.00
1	1 0	650814073 EXTENSION SPRING FOR 111501062		0.50	Y	0.50

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	100.00
Taxable Subtotal	0.50
Tax (5.000%)	0.03
Total Invoice	100.53

Invoice 54265

Invoice Date 06/22/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	BG	06/22/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
3	3 0	23S502K KEY,BLACK LAI OBA----(US GAMES) KEY#9152,9153,9154		2.68	Y	8.04
2	2 0	23S502KYEL KEY, YELLOW LAI-MAIN (US GAMES) KEY# 1123,2725		2.68	Y	5.36
1	1 0	SHIPPING FROM CALIFORNIA/OVERNIGHT		16.00	N	16.00

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	16.00
Taxable Subtotal	13.40
Tax (5.000%)	0.67
Total Invoice	30.07

Invoice 54272

Invoice Date 06/22/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4595	BG	06/22/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / % Discount	Tax	Extended Price
1	1	99-9493100		350.00		350.00
	0	USED CHASSIS, 19" MONITOR SR# 126310			Y	
1	1	SHIPPING		7.25		7.25
	0	SHIPPING			N	
3	3	INSURANCE		0.35		1.05
	0	UPS INSURANCE			N	

ALL ADVANCE REPLACEMENTS ARE DUE BACK AT DREWS NO LATER THAN 7 DAYS AFTER SHIPMENT. YOU HAVE BEEN BILLED FOR THE FULL PRICE OF THE ADVANCE REPLACEMENT, YOU WILL BE CREDITED UPON RETURN OF THE ADVANCE REPLACEMENT BACK TO DREWS, MINUS ANY REPAIR OR FREIGHT CHARGES, PROVIDED IT IS RETURNED WITHIN 7 DAYS OF OUR ORGINAL SHIPMENT DATE.PLEASE AVOID A FINANCE CHARGE AND RETURN PROMPTLY .

Nontaxable Subtotal	8.30
Taxable Subtotal	350.00
Tax (5.000%)	17.50
Total Invoice	375.80

Invoice 54273

Invoice Date 06/22/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	06/22/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
50	50	65111530203P	EA	15.00		750.00
	0	UPDATE CHIP FOR LE3801 $5 & $10			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE

SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	750.00
Tax (5.000%)	37.50
Total Invoice	787.50

Invoice 54283

Invoice Date 06/26/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
OUENTIN SR.	BG	06/26/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2	2 0	65111632126 LED (IRSD1, IRDS7) FAR LEFT FAR RIGHT		1.63	Y	3.26

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	3.26
Tax (5.000%)	0.16
Total Invoice	3.42

Invoice 54291

Invoice Date 06/26/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS/RED		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	06/26/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2	2	9422000		57.75		115.50
	0	POWER SUPPLY, MIGHTY MAX			Y	
1	1	SHIPPING		20.25		20.25
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	20.25
Taxable Subtotal	115.50
Tax (5.000%)	5.78
Total Invoice	141.53

Invoice 54294

Invoice Date 06/26/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

ODYSSEY
3137 HIGHWAY 301 NORTH
HAMER, SC 29547

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	06/26/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2	2	MISCELLANEOUS		0.00		0.00
	0	96 ROLLS BJ PAPER(ALREADY BILLED)			Y	
3	3	INSURANCE		0.35		1.05
	0	UPS INSURANCE			N	
1	1	SHIPPING		18.75		18.75
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	19.80
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	19.80

Invoice 54368

Invoice Date 07/05/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		45.75		45.75
	0	Finance Charge			N	

Nontaxable Subtotal	45.75
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	45.75

Invoice 54375

Invoice Date 07/05/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

MICHAEL LITTLETON
775 PLANTATION DR. # 48
LITTLE RIVER, SC 29566

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
MICHAEL	BG	07/05/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
95	95	65111530203P	EA	15.00		1425.00
	0	UPDATE CHIP FOR LE3801 $5 & $10			Y	
14	14	INSURANCE		0.35		4.90
	0	UPS INSURANCE			N	
1	1	SHIPPING		6.75		6.75
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	11.65
Taxable Subtotal	1425.00
Tax (5.000%)	71.25
Total Invoice	1507.90

Invoice 54388

Invoice Date 07/10/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

MICHAEL LITTLETON
775 PLANTATION DR. # 48
LITTLE RIVER, SC 29566

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4597	BG	07/10/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	99-LE3801DLUS		583.00		583.00
	0	USED LE3801 SR# 34920953806			Y	
5	5	INSURANCE		0.35		1.75
	0	UPS INSURANCE			N	
1	1	SHIPPING		7.50		7.50
	0	SHIPPING			N	

ALL ADVANCE REPLACEMENTS ARE DUE BACK AT DREWS NO LATER THAN 7 DAYS AFTER SHIPMENT. YOU HAVE BEEN BILLED FOR THE FULL PRICE OF THE ADVANCE REPLACEMENT, YOU WILL BE CREDITED UPON RETURN OF THE ADVANCE REPLACEMENT BACK TO DREWS, MINUS ANY REPAIR OR FREIGHT CHARGES, PROVIDED IT IS RETURNED WITHIN 7 DAYS OF OUR ORGINAL SHIPMENT DATE.PLEASE AVOID A FINANCE CHARGE AND RETURN PROMPTLY .

Nontaxable Subtotal	9.25
Taxable Subtotal	583.00
Tax (5.000%)	29.15
Total Invoice	621.40

Invoice 54419

Invoice Date 07/18/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	BG	07/18/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
20	20	65111633195P		15.00		300.00
	0	UPDATE CHIP FOR GL5 $5 & $ 10			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	300.00
Tax (5.000%)	15.00
Total Invoice	315.00

Invoice 54422

Invoice Date 07/19/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

MICHAEL LITTLETON
775 PLANTATION DR. # 48
LITTLE RIVER, SC 29566

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4598	BG	07/19/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	99-9493100		350.00		350.00
	0	USED CHASSIS, 19" MONITOR SR# 547525			Y	
1	1	SHIPPING		6.75		6.75
	0	SHIPPING			N	
3	3	INSURANCE		0.35		1.05
	0	UPS INSURANCE			N	

ALL ADVANCE REPLACEMENTS ARE DUE BACK AT DREWS NO LATER THAN 7 DAYS AFTER SHIPMENT. YOU HAVE BEEN BILLED FOR THE FULL PRICE OF THE ADVANCE REPLACEMENT, YOU WILL BE CREDITED UPON RETURN OF THE ADVANCE REPLACEMENT BACK TO DREWS, MINUS ANY REPAIR OR FREIGHT CHARGES, PROVIDED IT IS RETURNED WITHIN 7 DAYS OF OUR ORGINAL SHIPMENT DATE.PLEASE AVOID A FINANCE CHARGE AND RETURN PROMPTLY .

Nontaxable Subtotal	7.80
Taxable Subtotal	350.00
Tax (5.000%)	17.50
Total Invoice	375.30

Invoice 54432

Invoice Date 07/26/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTEN SR	BG	07/26/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
22	22	65111633195P		15.00		330.00
	0	UPDATE CHIP FOR GL5 $5 & $ 10	PACKS OF 10		Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE

SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	330.00
Tax (5.000%)	16.50
Total Invoice	346.50

Invoice 54498

Invoice Date 08/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		66.59		66.59
	0	Finance Charge		N		

Nontaxable Subtotal	66.59
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	66.59

Invoice 54514

Invoice Date 08/08/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
AR#4587/L-VRS	BG	08/08/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
2.00	2.00	LABOR		105.00		210.00
	0.00	GL5 # 49622162782,35722524393			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE

SERIAL NUMBERS_____

Nontaxable Subtotal	210.00
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	210.00

Invoice 54524

Invoice Date 08/17/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Dom. Rep.	TO	08/17/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	99-TOUCHGOLD		5000.00		5000.00
	0	USED TOUCH THE GOLD W/ ROUND TOP OPTION Serial Numbers: 101466,101462,101464,101465,101463.			Y	
10	10	67TG1900SV		4550.00		45500.00
	0	TOUCH THE GOLD (COMPLETE) Serial Numbers: 101573,101572,101682,101577,101574,101575,101569,101580,101455,101453			Y	
15	15	6722442150/R		300.00		4500.00
	0	ROUND TOP, FOR TOUCH THE GOLD			Y	
3	3	9494004		504.00		1512.00
	0	TOUCH SCREEN (MICRO TOUCH)			Y	
13	13	9418103		51.45		668.85
	0	CANDLE,3 STAGE (CHANGE)			Y	

(Continued)

Invoice 54524

Invoice Date 08/17/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Dom. Rep.	TO	08/17/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
100	100	MISCELLANEOUS		1.04		104.00
	0	Play Button Legend			Y	
100	100	MISCELLANEOUS		0.78		78.00
	0	Plastic Cap for Button			Y	
1	1	SHIPPING		96.22		96.22
	0	SHIPPING			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	96.22
Taxable Subtotal	57362.85
Tax (5.000%)	2868.14
Total Invoice	60327.21

Invoice 54598

Invoice Date 09/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		95.35		95.35
	0	Finance Charge			N	

Nontaxable Subtotal	95.35
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	95.35

Invoice 54609

Invoice Date 09/06/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	TK	09/06/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
		Non Taxable Amount			N	7125.04
		09/06/00 TESS: TRANSFERRING INVOICE NUMBER 53407 FROM BEST GAMES TO TRI STAR PER QUINTIN BROOME. BEST WAS CREDITED FOR INVOICE PLUS FINANCE CHARGES				

Nontaxable Subtotal	7125.04
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	7125.04

Invoice 54630

Invoice Date 09/25/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	TO	09/25/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
189	189	99-949011PGL		2000.00		378000.00
	0	USED POT OF GOLD WITH GL5 BILL ACCEPTOR			Y	

Nontaxable Subtotal	0.00
Taxable Subtotal	378000.00
Tax (5.000%)	18900.00
Total Invoice	396900.00

Invoice 54688

Invoice Date 10/02/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		905.47		905.47
	0	Finance Charge		N		

Nontaxable Subtotal	905.47
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	905.47

Invoice 54698

Invoice Date 10/02/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

MICHAEL LITTLETON
775 PLANTATION DR. # 48
LITTLE RIVER, SC 29566

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
VRS/R$R/L/AR4597	BG	10/02/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1.00	1.00	LABOR		125.00		125.00
	0.00	LE3800-# 50820720596			N	

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SERIAL NUMBERS_____

Nontaxable Subtotal	125.00
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	125.00

Invoice 54782

Invoice Date 11/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		4945.72		4945.72
	0	Finance Charge			N	

Nontaxable Subtotal	4945.72
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4945.72

Invoice 54877

Invoice Date 12/01/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1 0	_FINANCE_CHARGE Finance Charge		4946.97 N		4946.97

Nontaxable Subtotal	4946.97
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4946.97

Invoice 54905

Invoice Date 12/12/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	TO	12/12/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
130	130	93DSB002		200.00		26000.00
	0	SINGLE SECURITY SLOT BASE			Y	
		(130) Bases for Games in Dominican Republic				

Nontaxable Subtotal	0.00
Taxable Subtotal	26000.00
Tax (5.000%)	1300.00
Total Invoice	27300.00

Invoice 54909

Invoice Date 12/20/00

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
1197 ASHEVILLE HWY
SPARTANBURG, SC 29303

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
RICK	BG	12/20/00	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
4	4 0	9422000 POWER SUPPLY, MIGHTY MAX		57.75	Y	231.00

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	231.00
Tax (5.000%)	11.55
Total Invoice	242.55

Invoice 54960

Invoice Date 01/02/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		4946.97		4946.97
	0	Finance Charge			N	

Nontaxable Subtotal	4946.97
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4946.97

Invoice 55043

Invoice Date 02/01/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax ?	Extended Price
1	1	_FINANCE_CHARGE		4450.65		4450.65
	0	Finance Charge		N		

Nontaxable Subtotal	4450.65
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4450.65

Invoice 55063

Invoice Date 02/13/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR	BG	02/13/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
10	10	9430043		10.45		104.50
	0	KEY SWITCH,-GREEN-(NO KEY)			Y	
4	4	9430042		12.45		49.80
	0	KEY SWITCH,-RED---(NO KEY)	(NEW PART #		Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	154.30
Tax (5.000%)	7.72
Total Invoice	162.02

Invoice 55064

Invoice Date 02/13/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN	BG	02/13/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
50	50 0	9422000 POWER SUPPLY, MIGHTY MAX		37.75	Y	1887.50

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	1887.50
Tax (5.000%)	94.38
Total Invoice	1981.88

Invoice 55065

Invoice Date 02/13/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP.		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR.	BG	02/13/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
15	15	23S934S-F		0.39		5.85
	0	1 3/8 CAM FOR LAI LOCK (WITH 2 HOLES) MAIN DOOR			Y	
50	50	14161		0.28		14.00
	0	BULB,#161 14V WEDGE BASE T3 1/4			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	19.85
Tax (5.000%)	0.99
Total Invoice	20.84

Invoice 55067

Invoice Date 02/14/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
RICK/TOM	BG	02/14/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
30	30	9430043		10.45		313.50
	0	KEY SWITCH,-GREEN-(NO KEY)			Y	
100	100	1473		0.30		30.00
	0	BULB,#73 14V WEDGE BASE T-1 3/4			Y	
2	2	9440023		6.16		12.32
	0	CASH OUT BUTTON FOR P-O-G			Y	
1	1	9440023		6.16		6.16
	0	CASH OUT BUTTON FOR P-O-G			Y	
5	5	9440022		6.16		30.80
	0	CALL ATTENDANT BUTTON, FOR P-O-G			Y	
2	2	20E1651		9.40		18.80
	0	CLEANER, ANTI STATIC 18 OZ. CAN			Y	
20	20	09313001		0.79		15.80
	0	1 AMP SLO BLO FUSE			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	427.38
Tax (5.000%)	21.37
Total Invoice	448.75

Invoice 55071

Invoice Date 02/19/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR.	BG	02/19/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
300	300	14161		0.29		87.00
	0	BULB,#161 14V WEDGE BASE T3 1/4			Y	

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SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	87.00
Tax (5.000%)	4.35
Total Invoice	91.35

Invoice 55080-A

Invoice Date 02/27/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

THIS IS A REVISED INVOICE

Customer	Ship Via	F.O.B.	Terms	
TR2930			NET 30	
Purchase Order Number		Salesperson	Order Date	Our Order Number
		BG	02/27/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	SHIPPING		227.54		227.54
	0	SHIPPING			N	
		QUENTINS HOUSE: 5.51,4.08,110.70				
		JOHN ELUM, DOM REP. 79.00,28.25				

Nontaxable Subtotal	227.54
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	227.54

Invoice 55123

Invoice Date 03/01/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		4450.65		4450.65
	0	Finance Charge			N	

Nontaxable Subtotal	4450.65
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4450.65

Invoice 55136

Invoice Date 03/06/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
TOM	BG	03/06/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
60	60	MISCELLANEOUS				1.56	93.60
	0	"B" VIDEO AMPLIFIER				Y	
1	1	SHIPPING				10.15	10.15
	0	SHIPPING FROM CERONIX PO# 8669				N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	10.15
Taxable Subtotal	93.60
Tax (5.000%)	4.68
Total Invoice	108.43

Invoice 55167

Invoice Date 03/16/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

QUENTIN BROOM
39 BIRCH LANE
MYRTLE BEACH, SC 29572

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS/RED		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN	BG	03/16/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	SHIPPING		61.15		61.15
	0	SHIPPING-RED SOFTWARE			N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	61.15
Taxable Subtotal	0.00
Tax (5.000%)	0.00
Total Invoice	61.15

Invoice 55169

Invoice Date 03/21/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	Pick-up		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
QUENTIN SR,	BG	03/21/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1 0	289317 DEGAUSSING COIL		62.55	Y	62.55

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	62.55
Tax (5.000%)	3.13
Total Invoice	65.68

Customer Original (Receipted)

Invoice 55182

Invoice Date 03/28/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
TOM	BG	03/28/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
40	40 0	9422000 POWER SUPPLY, MIGHTY MAX		37.75	Y	1510.00

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	1510.00
Tax (5.000%)	75.50
Total Invoice	1585.50

Invoice 55218

Invoice Date 04/02/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		4479.97		4479.97
	0	Finance Charge			N	

Nontaxable Subtotal	4479.97
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4479.97

Invoice 55234

Invoice Date 04/16/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930	PICK-UP		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	BG	04/16/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
1	1	MISCELLANEOUS		3422.70		3422.70
	0	300 GERMATIC LOCKS, KEYS			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	3422.70
Tax (5.000%)	171.14
Total Invoice	3593.84

Customer Original (Reprinted)

Invoice 55235

Invoice Date 04/16/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

BANYAN AIR,INC
WILLIAM SISKIND
5320 N.W. 20TH TERRA
FT. LAUDERDALE, FL 33309

Customer	Ship Via	F.O.B.	Terms
TR2930	UPS/RED		NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
	BG	04/16/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
1	1	SHIPPING		1035.45			1035.45
	0	(7)BOXES PARTS				N	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE

SERIAL NUMBERS_____

Nontaxable Subtotal	1035.45
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	1035.45

Customer Original (Reprinted)

Invoice 55281

Invoice Date 05/01/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

THIS IS A FINANCE CHARGE

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Finance Charge	HH		

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price	Discount %	Tax	Extended Price
1	1	_FINANCE_CHARGE		4482.33			4482.33
	0	Finance Charge				N	

Nontaxable Subtotal	4482.33
Taxable Subtotal	0.00
Tax	0.00
Total Invoice	4482.33

Customer Original (Reprinted)

Invoice 55316

Invoice Date 06/04/01

Bill To:

TRI STAR COMMUNICATIONS INC
P O BOX 4914
SPARTANBURG, SC 29305

Ship To:

TRI STAR COMMUNICATIONS INC
9107 ASHEVILLE HWY
BOILING SPRINGS, SC 29316

Customer	Ship Via	F.O.B.	Terms
TR2930			NET 30

Purchase Order Number	Salesperson	Order Date	Our Order Number
Dominican Republic	TO	06/04/01	None

Quantity Ordered	Quantity Shipped / Back Ordered	Item Number / Item Description	Unit of Measure	Unit Price / Discount %	Tax	Extended Price
160	160	1473		0.30		48.00
	0	BULB,#73 14V WEDGE BASE T-1 3/4			Y	
35	35	903		5.67		198.45
	0	PRINTER CARTRIDGE (55209X)			Y	
100	100	09217001		0.51		51.00
	0	1 AMP FAST ACTING 5/20 MM FUSE			Y	
100	100	09313002		0.53		53.00
	0	2 AMP SLO BLO FUSE			Y	
1	1	9490006		61.95		61.95
	0	GLASS, BELLY (BLACK)			Y	

FOR VALUE RECEIVED, THE RECEIPT IS HEREBY ACKNOWLEDGED, I/WE THE UNDERSIGNED PROMISE TO PAY TO THE SELLER THE UNPAID BALANCE SHOWN. SHOULD THE BUYER FAIL TO PAY,THE SELLER MAY, WITHOUT NOTICE, TAKE POSSESSION OF SAID PROPERTY. THE BUYER AGREES TO PAY ANY AND ALL ATTORNEY FEES THAT WILL BE INCURRED BECAUSE OF DEFAULT ON THIS CONTRACT._____AUTHORIZED SIGNATURE
SERIAL NUMBERS_____

Nontaxable Subtotal	0.00
Taxable Subtotal	412.40
Tax (5.000%)	20.62
Total Invoice	433.02

Customer Original (Reprinted)

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55227

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

14	Miscellaneous Parts	$500.00	$7,000.00

SubTotal	$7,000.00
Shipping & Handling	$0.00
Taxes SC	
	$7,000.00

(•) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55228

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

12	Miscellaneous Parts	$500.00	$6,000.00

	SubTotal	$6,000.00
	Shipping & Handling	$0.00
Taxes	SC	
		$6,000.00

(●) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55229

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

15	Miscellaneous Parts	$500.00	$7,500.00

SubTotal	$7,500.00
Shipping & Handling	$0.00
Taxes SC	
	$7,500.00

- (•) Cash
- ( ) Check
- ( ) Credit Card

Name _____
CC # _____
Expires _____

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55230

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

9	Miscellaneous Parts	$500.00	$4,500.00

SubTotal		$4,500.00
Shipping & Handling		$0.00
Taxes	SC	
		$4,500.00

(●) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55231

INVOICE

Name	TriStar Communication Inc.
Address	9107 Asheville Hwy.
	Boiling Springs SC 29316
	864-578-4444 ext.100

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

9	Miscellaneous Parts	$500.00	$4,500.00

SubTotal	$4,500.00
Shipping & Handling	$0.00
Taxes SC	
	$4,500.00

(•) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Drew Distributing, Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55232

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy..		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	04/10/2001
Order No.	
Rep	T.Owens
FOB	

6	Miscellaneous Parts	$500.00	$3,000.00

SubTotal	$3,000.00
Shipping & Handling	$0.00
Taxes SC	
	$3,000.00

(•) Cash
( ) Check
( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Drew Distributing, Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 55000

INVOICE

Name	TriStar Communication Inc.		
Address	9107 Asheville Hwy.		
	Boiling Springs	SC	29316
	864-578-4444 ext.100		

Date	01/22/2001
Order No.	
Rep	T.Owens
FOB	

57	93DSB002, Single Security Slot Base	$200.00	$11,400.00
		SubTotal	$11,400.00
		Shipping & Handling	$0.00
		Taxes SC	
			$11,400.00

- (●) Cash
- ( ) Check
- ( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business

Hugh Andrews

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 1

INVOICE

Name	TriStar Communication, Inc.	Date	11/07/2002
Address	9107 Asheville Hwy.	Order No.	
	Boiling Springs SC 29316	Rep	T.Owens
	864-578-4444 ext. 100	FOB	

69	Used Video Games (Danny Tollison)	$1,000.00	$69,000.00
121	Used Video Games (Video Matic-Sam Cox)	$1,429.00	$172,909.00
		SubTotal	$241,909.00
		Shipping & Handling	$0.00
		Taxes SC	
			$241,909.00

- (•) Cash
- ( ) Check
- ( ) Credit Card

Name _____
CC # _____
Expires _____

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 33

INVOICE

Name	TriStar Communication Inc.
Address	9107 Asheville Hwy.
	Boiling Springs SC 29316
	864-578-4444 ext.100

Date	11/07/2002
Order No.	
Rep	T.Owens
FOB	

20	Used Video Games (Andrews Amusement)	$1,000.00	$20,000.00
3	Used Video Games (Drew Distributing)	$1,000.00	$3,000.00
48	Used Video Games (Drew Gaming)	$1,000.00	$48,000.00
		SubTotal	$71,000.00
		Shipping & Handling	$0.00
		Taxes SC	
			$71,000.00

- (•) Cash
- ( ) Check
- ( ) Credit Card

Name _____
CC # _____
Expires _____

Office Use Only

Thank You For Your Business

Drew Distributing Inc.

9107 Asheville Hwy.
Boiling Springs, South Carolina 29316
864-578-4444 fax 864-599-6230

Invoice No. 54918

INVOICE

Customer

Name TriStar Communication Inc.
Address 9107 Asheville Hwy.
Boiling Springs SC 29316
864-578-4444 ext.100

Date 12/29/2000
Order No.
Rep T.Owens
FOB

Qty	Description	Unit Price	TOTAL
5	9400503, Casino Blk/Chrome Sit Down Model	$1,000.00	$5,000.00
13	949011PN, Pot O Gold w/ T340+ w/o Oba	$1,000.00	$13,000.00
17	94Shamrock/I, Shamrock Poker w/ Printer w/o Oba	$1,000.00	$17,000.00
3	99-91BJ3Player, Used IGCA 3 player Blackjack	$1,000.00	$3,000.00
1	99-949011PGL, Used Pot O Gold w/ GL5	$1,000.00	$1,000.00
77	949011PLE, Pot O Gold w/ LE3801 (T340+)	$1,000.00	$77,000.00
		SubTotal	$116,000.00
		Shipping & Handling	$0.00
		Taxes SC	
		TOTAL	$116,000.00

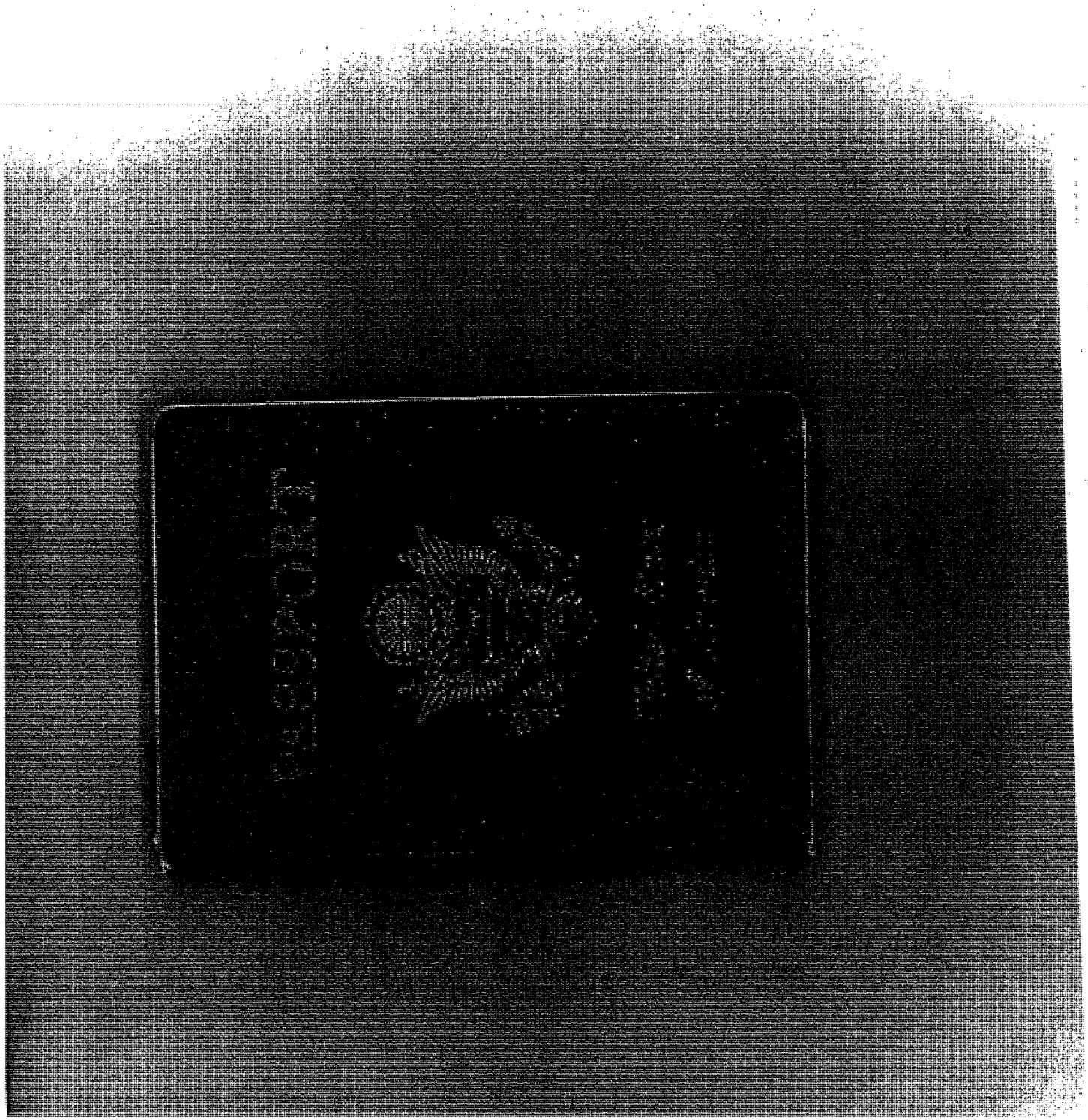
Payment Details

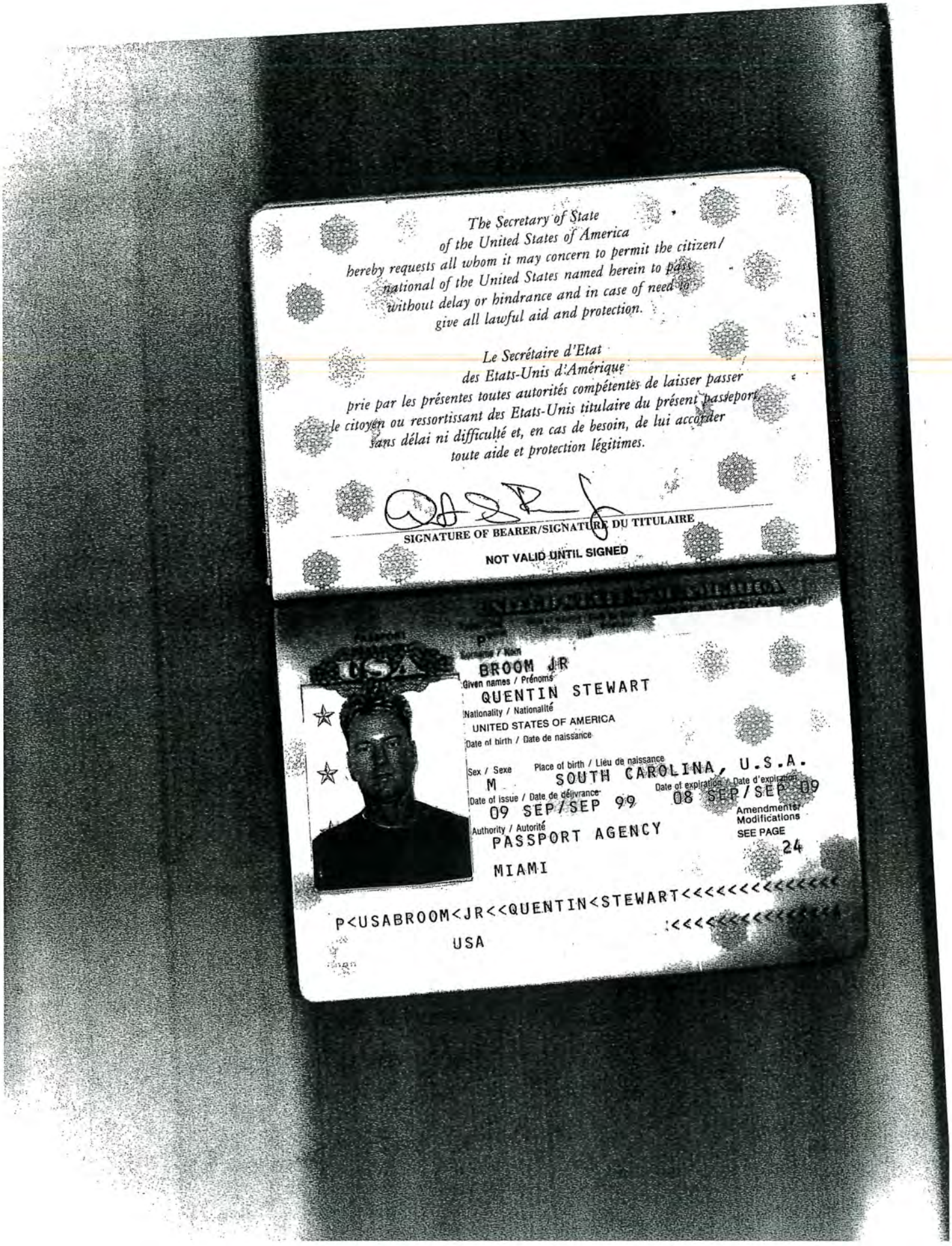
- (●) Cash
- ( ) Check
- ( ) Credit Card

Name
CC #
Expires

Office Use Only

Thank You For Your Business




The Secretary of State
of the United States of America
hereby requests all whom it may concern to permit the citizen/
national of the United States named herein to pass
without delay or hindrance and in case of need to
give all lawful aid and protection.
Le Secrétaire d'Etat
des Etats-Unis d'Amérique
prie par les présentes toutes autorités compétentes de laisser passer
le citoyen ou ressortissant des Etats-Unis titulaire du présent passeport
sans délai ni difficulté et, en cas de besoin, de lui accorder
toute aide et protection légitimes.
SIGNATURE OF BEARER/SIGNATURE DU TITULAIRE
NOT VALID UNTIL SIGNED
USA
BROOM JR
QUENTIN STEWART
UNITED STATES OF AMERICA
M
SOUTH CAROLINA, U.S.A.
09 SEP/SEP 99
08 SEP/SEP 09
PASSPORT AGENCY
MIAMI
24
P<USABROOM<JR<<QUENTIN<STEWART<<<<<<<<<<<<<
USA

IMPORTANT INFORMATION

VISAS. IT IS THE RESPONSIBILITY OF THE PASSPORT BEARER TO OBTAIN THE NECESSARY VISAS.

LE TITULAIRE DU PASSEPORT EST SEUL RESPONSABLE DE L'OBTENTION DES VISAS REQUIS.

HEALTH. Under the International Health Regulations, a country may require an international Certificate of Vaccination only against yellow fever. Smallpox vaccination is **NOT** required by any country. **NO** immunizations are required to return to the United States. Prophylactic medication for malaria and certain other preventive measures are advisable for some travelers; check with your health care provider or local health department. Also, ensure that your immunizations for measles, mumps, rubella, polio, diphtheria, tetanus, and pertussis are up to date. If you become ill upon returning to the United States, inform your physician of your recent travel abroad. For more information, call (404) 332-4559 or see "Health Information for International Travel," stock no. 017-023-00192-2, P.O. Box 371954, Pittsburgh, PA 15250-7954.

HEALTH INSURANCE. Persons considering foreign travel should determine what health insurance coverage, if any, they require while outside the United States. Medicare does not cover health care costs outside the United States and its territories, except under limited circumstances in Canada and Mexico.

CUSTOMS SERVICE. The pamphlet "Know Before You Go" gives you current information about Customs requirements and how they apply to articles acquired abroad. Obtain a copy from your nearest Customs Office or from the U.S. Customs Service, P.O. Box 7407, Washington, DC 20044. The transportation of currency or bearer instruments in any amount is legal; however, if you take out of or bring into the United States more than $10,000 (U.S. or foreign currency, travelers checks, money orders, or other bearer monetary instruments), you are required by U.S. law to file a report with the U.S. Customs Service.

IMPORTANT INFORMATION

TREASURY. As of November 1993, the purchase or importation of Cuban, North Korean, Vietnamese, Libyan, Iraqi, or Yugoslav (Serbian and Montenegrin) goods or services and the importation of Haitian or Iranian goods or services are generally prohibited, except for informational materials and, limited goods imported directly as accompanied baggage. Transactions related to travel in or to Cuba, Libya, or Iraq are generally prohibited. For current restrictions and licensing information, write the Office of Foreign Assets Control, U.S. Department of the Treasury, Second Floor Annex, Washington, DC 20220, or call (202) 622-2490.

AGRICULTURE. Your reentry into the United States will be speeded if you bring with you **NO** foreign meat or other animal products, birds, animals, fruits, vegetables, plants, soil, or other agricultural items. It is unlawful to import foreign agricultural items without permission, since they may carry destructive plant or animal pests and diseases. For specific information, write "Quarantines," PPQ, APHIS, U.S. Department of Agriculture, 6505 Bellcrest Road, Hyattsville, MD 20782.

INTERNAL REVENUE SERVICE. All U.S. citizens working and residing overseas are required to file and report on their worldwide income. See IRS Publication 54 for an explanation of filing requirements and benefits.

LOSS, THEFT, OR DESTRUCTION OF PASSPORT should be reported immediately to local police authorities and to the Passport Services Office, Washington, DC 20520-4818, or, if overseas, to the nearest American Embassy or Consulate. Your passport is a valuable citizenship and identity document, so it should be carefully safeguarded. Its loss could cause you unnecessary travel complications, as well as significant expense.

THIS PASSPORT IS THE PROPERTY OF THE UNITED STATES GOVERNMENT. IT MUST BE SURRENDERED UPON DEMAND IF MADE BY AN AUTHORIZED REPRESENTATIVE OF THE UNITED STATES GOVERNMENT.

IMPORTANT INFORMATION

ALTERATION OR MUTILATION OF PASSPORT. This passport must not be altered or mutilated in any way. Alteration may make it **INVALID**, and, if willful, may subject you to prosecution (Title 18, U.S. Code, Section 1543). Only authorized officials of the United States or of foreign countries, in connection with official matters, may place stamps or make statements, notations, or additions in this passport. You may amend or update personal information for your own convenience on page 5.

LOSS OF CITIZENSHIP. Under certain circumstances, you may lose your U.S. citizenship by performing any of the following acts: (1) being naturalized in a foreign state; (2) taking an oath or making a declaration to a foreign state; (3) serving in the armed forces of a foreign state; (4) accepting employment with a foreign government; or (5) formally renouncing U.S. citizenship before a U.S. consular officer overseas. For detailed information, consult the nearest American Embassy or Consulate, or contact the Office of Citizens Consular Services, Department of State, Washington, DC 20520–4818, or call (202) 647–3445.

DUAL CITIZENS. A person who has the citizenship of more than one country at the same time is considered a dual citizen. Citizenship may be based on facts of birth, marriage, parentage, or naturalization. A dual citizen may be subject to all of the laws of the other country that considers that person its citizen while in its jurisdiction. This includes conscription for military service. Dual citizens who encounter problems abroad should contact the nearest American Embassy or Consulate.

TRAVEL INFORMATION for countries you may visit may be heard by calling (202) 647–5225. Travel information is also posted at U.S. Passport Agencies and U.S. Embassies and Consulates overseas.

WHEN TRAVELING IN DISTURBED OR REMOTE AREAS OR RESIDING ABROAD, you should register and keep in touch with the nearest American Embassy or Consulate. You may listen to the latest Department of State travel information by calling (202) 647–5225.

NOTICE: IT IS UNLAWFUL FOR ANY PERSON NOT THE BEARER TO USE THIS PASSPORT. TO USE THIS PASSPORT IN CONTRAVENTION OF THE PASSPORT REGULATIONS OR OF THE CONDITIONS OR RESTRICTIONS SET OUT IN THIS PASSPORT, OR TO USE THIS PASSPORT FOR TRAVEL TO COUNTRIES WHERE A U.S. PASSPORT IS NOT VALID, TITLE 18, U.S. CODE, SECTION 1544. FOR FURTHER INFORMATION, CONTACT THE NEAREST U.S. EMBASSY OR CONSULATE OR THE DEPARTMENT OF STATE, (202) 326–6168.

FOR YOUR PROTECTION, PENCIL IN THE NAMES AND ADDRESSES BELOW.

PLEASE KEEP THESE ENTRIES UP TO DATE.

BEARER'S ADDRESS IN THE UNITED STATES:
ADRESSE DU TITULAIRE AUX ETATS-UNIS:

BEARER'S FOREIGN ADDRESS:
ADRESSE DU TITULAIRE A L'ETRANGER:

IN CASE OF EMERGENCY, NOTIFY THE NEAREST AMERICAN EMBASSY OR CONSULATE OR THE STATE DEPARTMENT, CITIZENS EMERGENCY CENTER, AT (202) 647–5225, AND THE INDIVIDUAL NAMED BELOW:

EN CAS D'URGENCE, PRIERE D'AVISER L'AMBASSADE OU LE CONSULAT DES ETATS-UNIS LE PLUS PROCHE OU LE CENTRE DES URGENCES CONSULAIRES DU DEPARTEMENT D'ETAT, AU (202) 647–5225, AINSI QUE LA PERSONNE DONT LE NOM FIGURE CI-DESSOUS:

Name
Nom

Address
Adresse

Telephone
Téléphone

TIPS FOR TRAVELERS

1. Make sure you have a valid passport, and visas, if required. In case of an emergency, a relative in the U.S. should have a passport also.

2. Call the State Department's Citizens Emergency Center, at (202) 647-5225 for information on the areas to be visited. Stay aware of events in the country you are visiting.

3. Make two photocopies of your passport identification page. Leave one copy at home. Carry the other with you in a separate place from your passport. This will facilitate replacement if your passport is lost or stolen.

4. Leave a copy of your itinerary with family or friends at home, so that you can be contacted in case of emergency.

5. When traveling in disturbed or remote areas, or if residing abroad, register and keep in touch with the nearest American Embassy or Consulate.

6. Do not leave luggage unattended in public areas or accept packages from strangers.

7. Avoid conspicuous clothing and expensive jewelry and do not carry excessive amounts of money or unnecessary credit cards.

8. In order to avoid violating local laws, deal only with authorized agents when exchanging money or purchasing souvenirs.

9. Familiarize yourself with local laws and customs of the countries to which you are traveling. While in a foreign country, you are subject to its laws.

10. Contact the nearest U.S. consul if you get into trouble.

Entries/Entrées *Visas* *Departures/Sorties*

- 3 AGO 2000

República Dominicana

FRANKFURT MAIN

30.09.99 88

LEAVE TO ENTER FOR LIMITED PERIOD
EMPLOYMENT AND RECOURSE TO
PUBLIC FUNDS PROHIBITED

IMMIGRATION OFFICER

2000

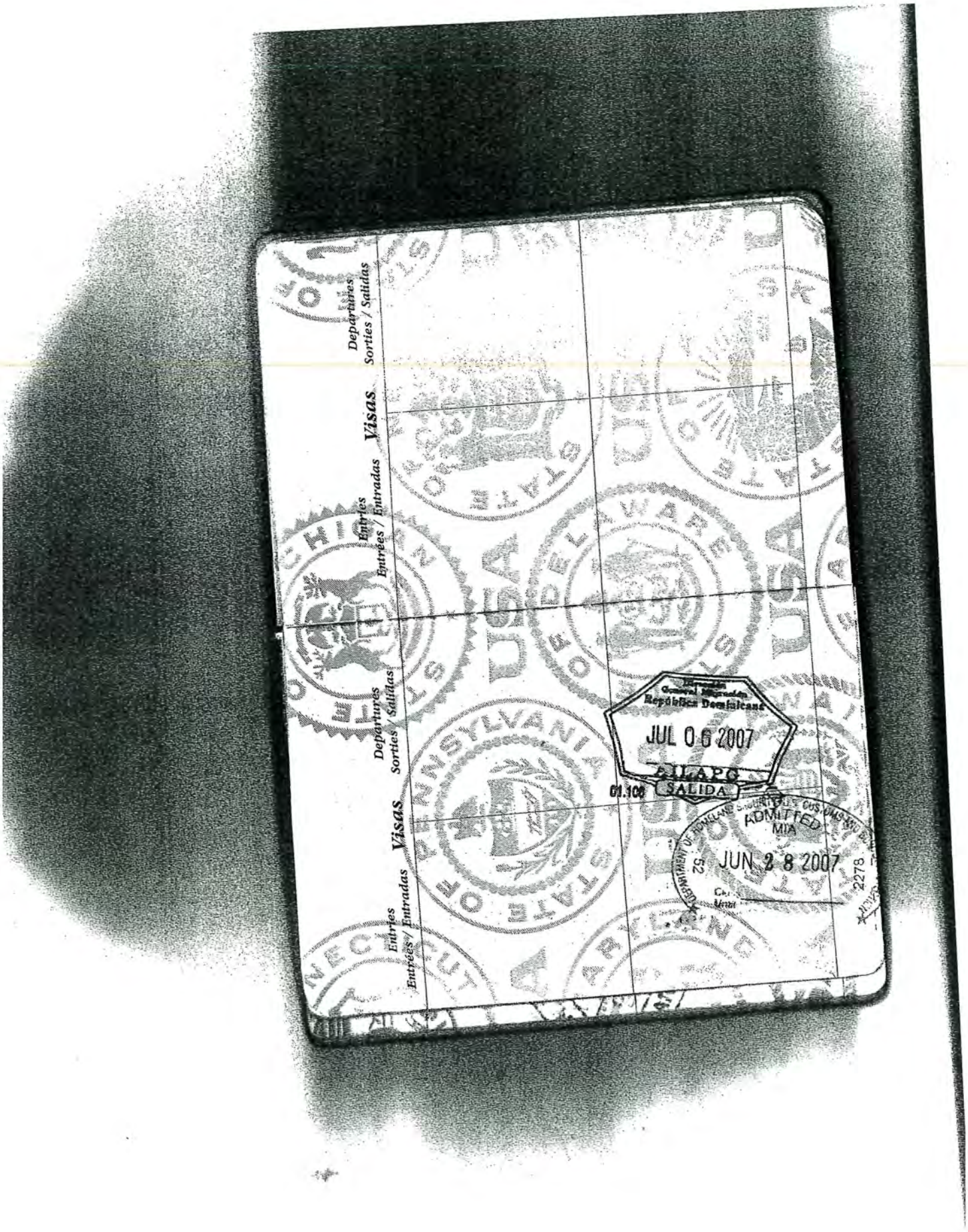
IT IS THE RESPONSIBILITY OF THE PASSPORT BEARER TO OBTAIN THE NECESSARY VISAS.

LE TITULAIRE DU PASSEPORT EST SEUL RESPONSABLE DE L'OBTENTION DES VISAS REQUIS.

Entries/Entrées
Visas
Departures/Sorties
República Dominicana
19 SEP 2000
17 SEP 2000
U.S. IMMIGRATION
OCT 12 2000
ADMITTED UNTIL
(CLASS)
VENEZUELA
SALIDA
12 OCT 2000
AEROPUERTO MARGARITA
Entries/Entrées
Visas
Departures/Sorties
5 ENE 2001
República Dominicana

Dirección General Migración
República Dominicana
OCT 17 2002
Entries/Entrées
SALIDA
Departures/Sortie
21 MAR 2001
República Dominicana
27 NOV 2000
República Dominicana
MAY 1 2003
Dirección General Migración
República Dominicana
AUG 12 2004
Departures/Sortie
SALIDA
27 JUN 2001
A.I.G.L.
01 JUL 2000
VISITOR'S PERMIT TO BELIZE
Philip SW Goldson Int'l Airport

Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
This supplement, under seal, forms a part of the passport.
Ce supplément, sous sceau, fait partie intégrante du passeport.
Este suplemento, bajo sello, forma parte integral del presente pasaporte.
Visas
Entries / Entrées
Departures / Sorties
8 ABR 2001
16 DIC 2001
JUL 16 2005
- 1 DIC 2010
JUL 05 2007
ENTRADA
AILAPG


Departures
Sorties / Salidas
Visas
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Entrées / Entradas
Departures
Sorties / Salidas
Visas
Entries
Entrées / Entradas
Dirección General Migración
República Dominicana
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ADMITTED
MIA
JUN 28 2007
2278

Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
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Entrées / Entradas
Visas
Departures
Sorties / Salidas
USA
USA
USA
STATE OF ARIZONA
STATE OF NEW MEXICO

Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
Entries
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Visas
Departures
Sorties / Salidas
USA
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USA

Entries
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Departures
Sorties / Salidas
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Sorties / Salidas
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Entries
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Sorties / Salidas
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USA

2435

Entries
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2440

Entries
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Visas
Departures
Sorties / Salidas
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Visas
Departures
Sorties / Salidas
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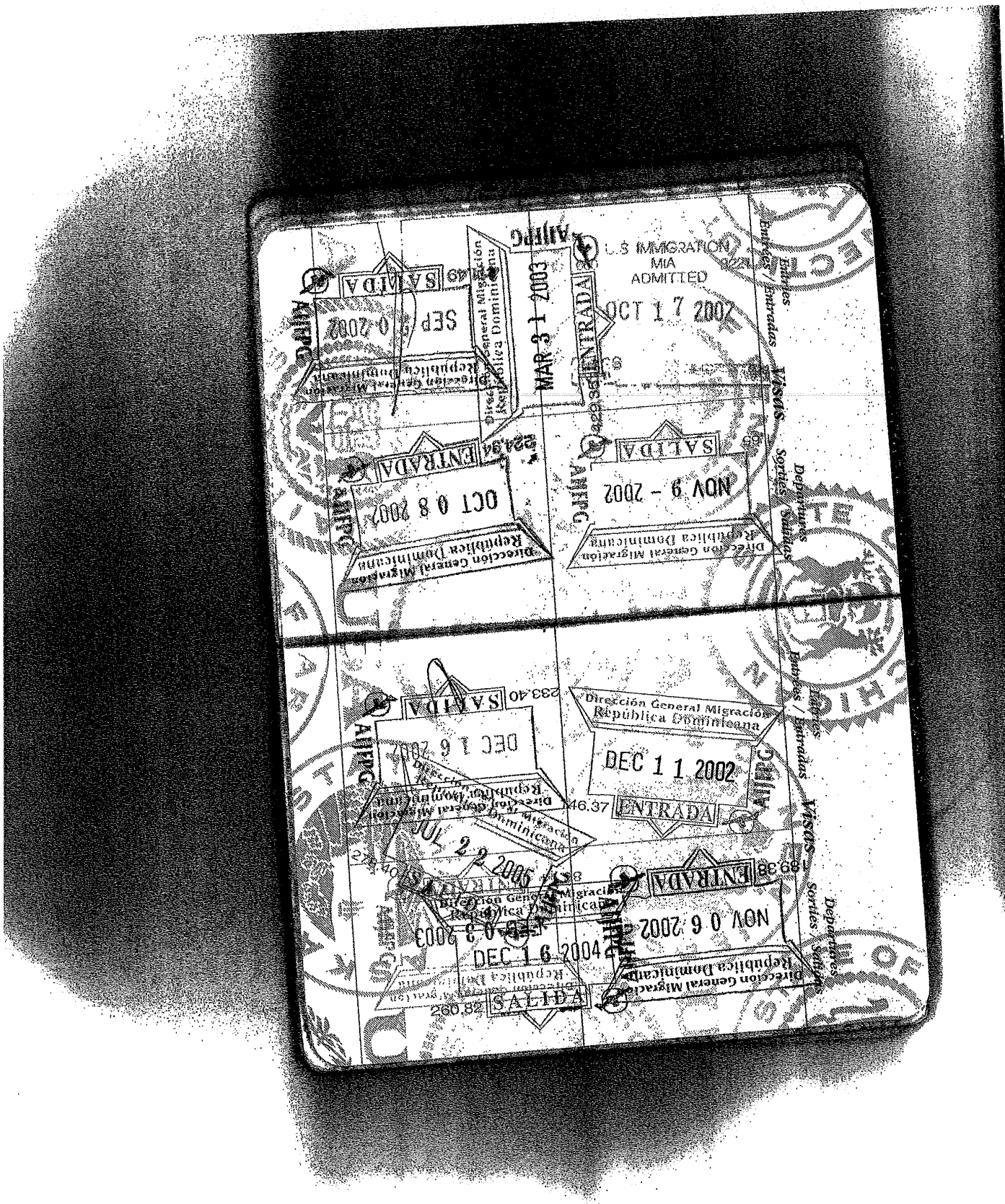
USA

Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
1250 IMMIGRATION OFFICER 1250
Landed Until
JUN 26 2007
Departures
Entries
Entrées / Entradas
EMPLOYMENT NOT PERMITTED
Salidas
JAMAICA
This supplement, under seal, forms a part of the passport.
Ce supplément, sous sceau, fait partie intégrante du passeport.
Este suplemento, bajo sello, forma parte integral del presente pasaporte.
This supplement is an attachment for
Passport No. 045734351
Authority: Embassy of the United States of Americ
Santo Domingo, Dominican Republic
MAY 2 0 2005
SALIDA
DEC 17 2004
AIIPG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SEP 30 2002
DEC 11 2002
ENTRADA
DEC 16 2002
SALIDA
JUL 22 2005
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Entradas
Salidas
Departures
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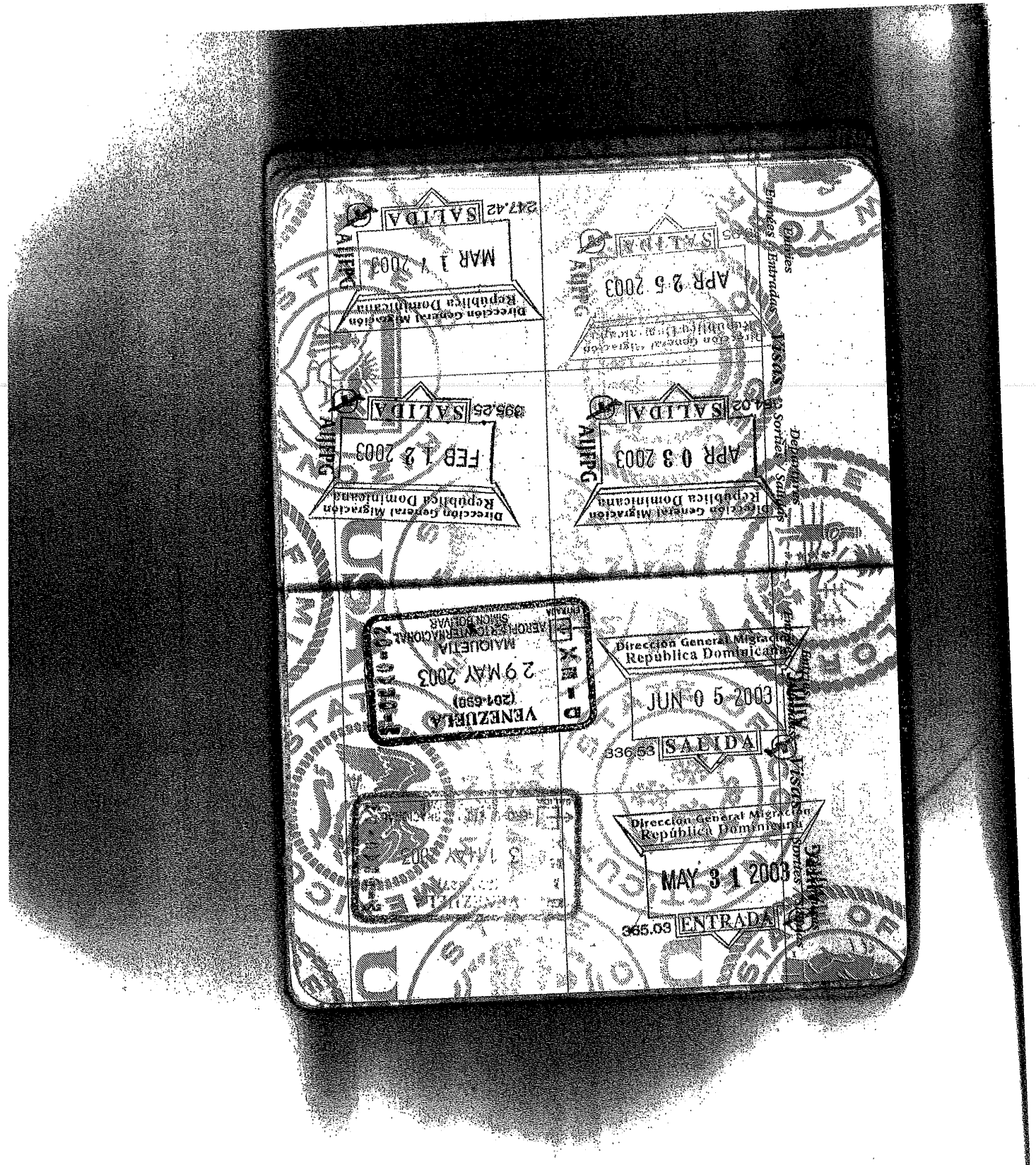
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MAR 17 2003
Dirección General Migración
República Dominicana
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SALIDA
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Dirección General Migración
República Dominicana
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SALIDA
FEB 13 2003
Dirección General Migración
República Dominicana
AIRPG
SALIDA
APR 03 2003
Dirección General Migración
República Dominicana
AIRPG
VENEZUELA
(201-650)
29 MAY 2003
MAIQUETIA
AEROPUERTO INTERNACIONAL
SIMON BOLIVAR
EXIT
Dirección General Migración
República Dominicana
JUN 05 2003
SALIDA
Dirección General Migración
República Dominicana
MAY 31 2003
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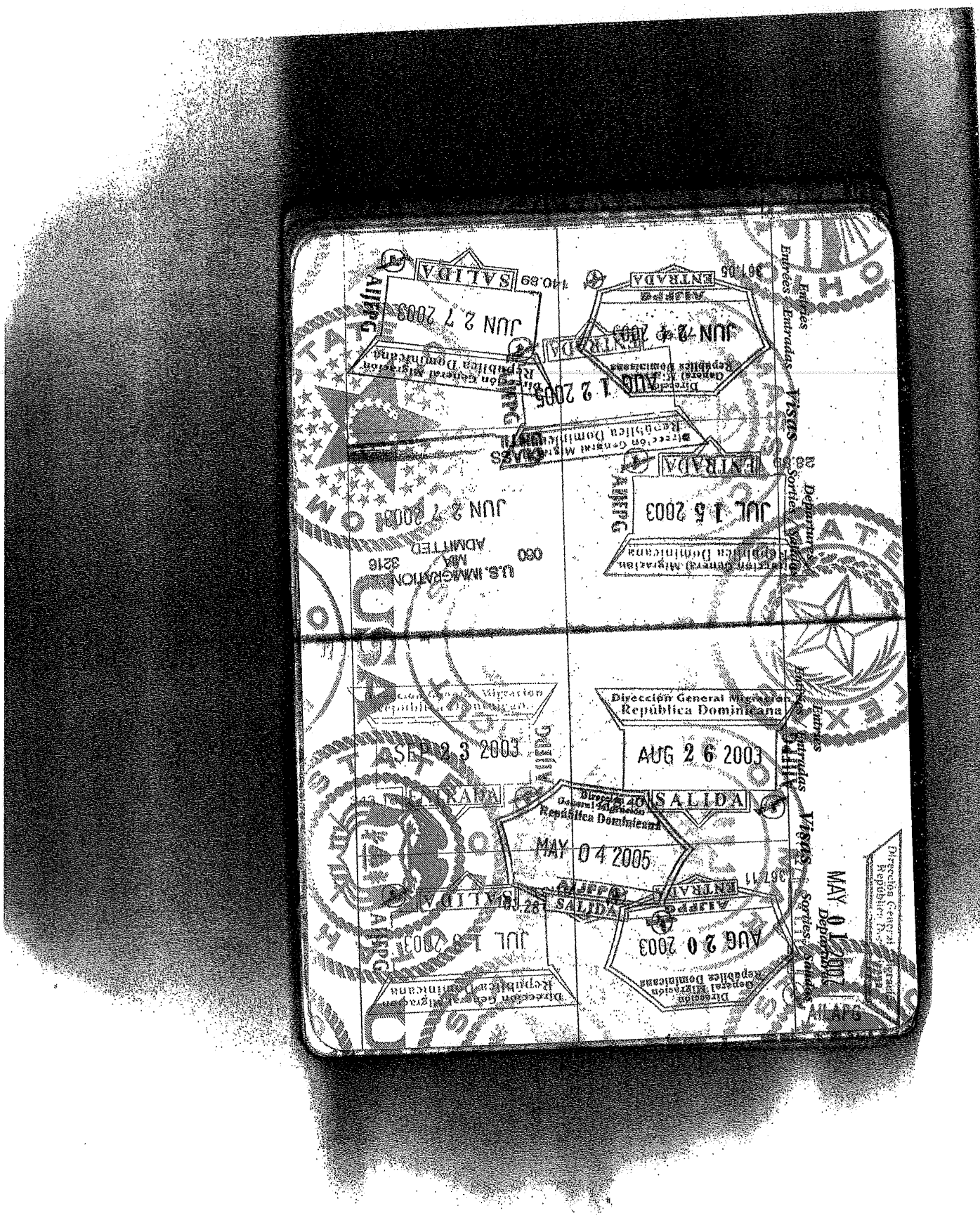
Entradas / Entries
Salidas / Departures
VISAS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JUN 27 2003
AUG 12 2005
ENTRADA
JUL 15 2003
JUN 27 2003
U.S. IMMIGRATION
ADMITTED
Entradas
Entries
Visas
Sortes
Departures
Dirección General Migración
República Dominicana
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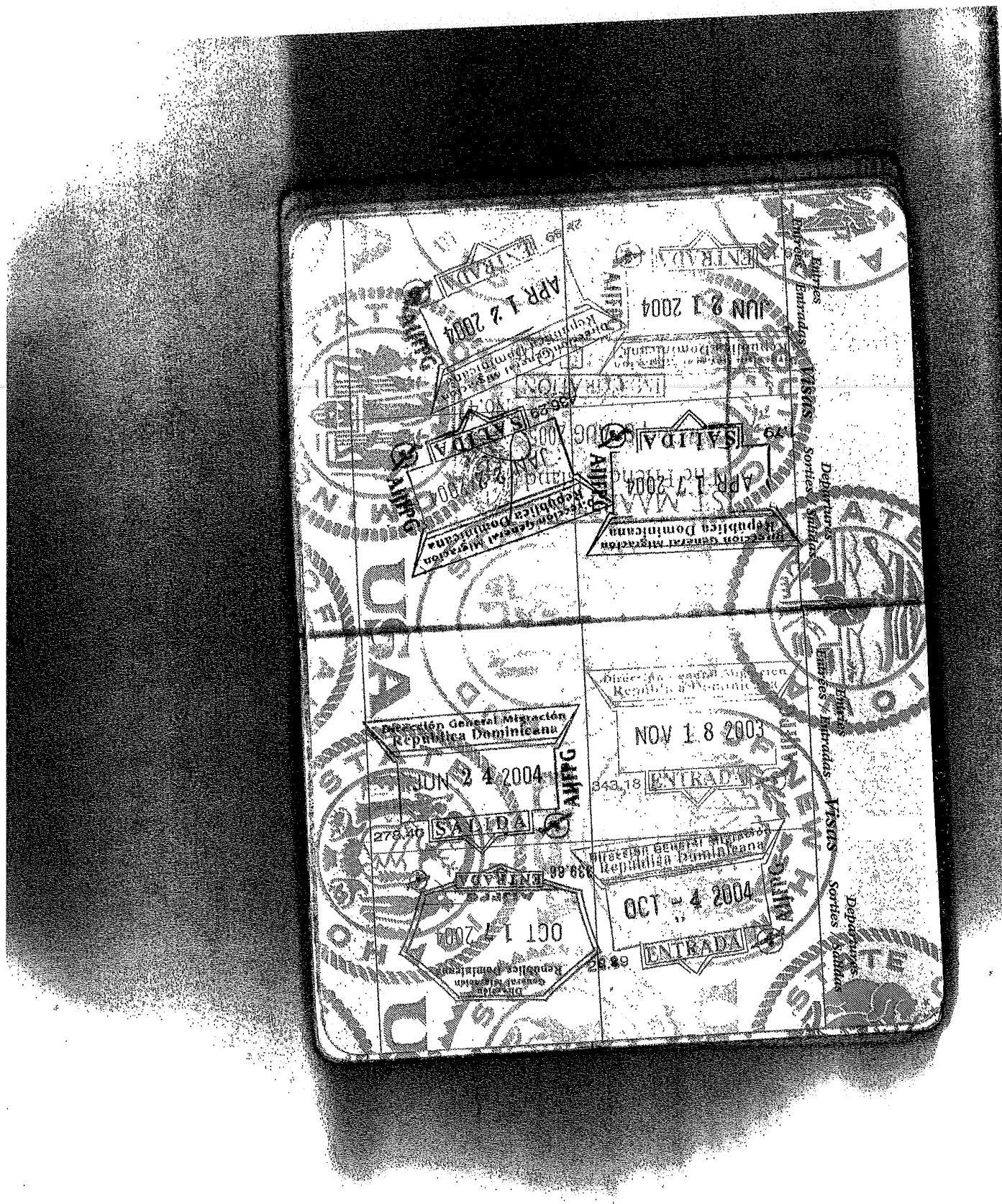
AUG 26 2003
SALIDA
MAY 04 2005
ENTRADA
AUG 20 2003
SALIDA
JUL 15 2003
MAY 01 2005


Dirección General Migración
República Dominicana
JUN 24 2004
SALIDA
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ENTRADA
OCT 4 2004
ENTRADA
OCT 17 2004
Entries
Entrées
Entradas
Visas
Sorties
Salidas
Departures

Dirección General Migración
República Dominicana
MAY 0 9 2005
ENTRADA
Dirección General Migración
República Dominicana
APR 2 7 2005
SALIDA
Dirección General Migración
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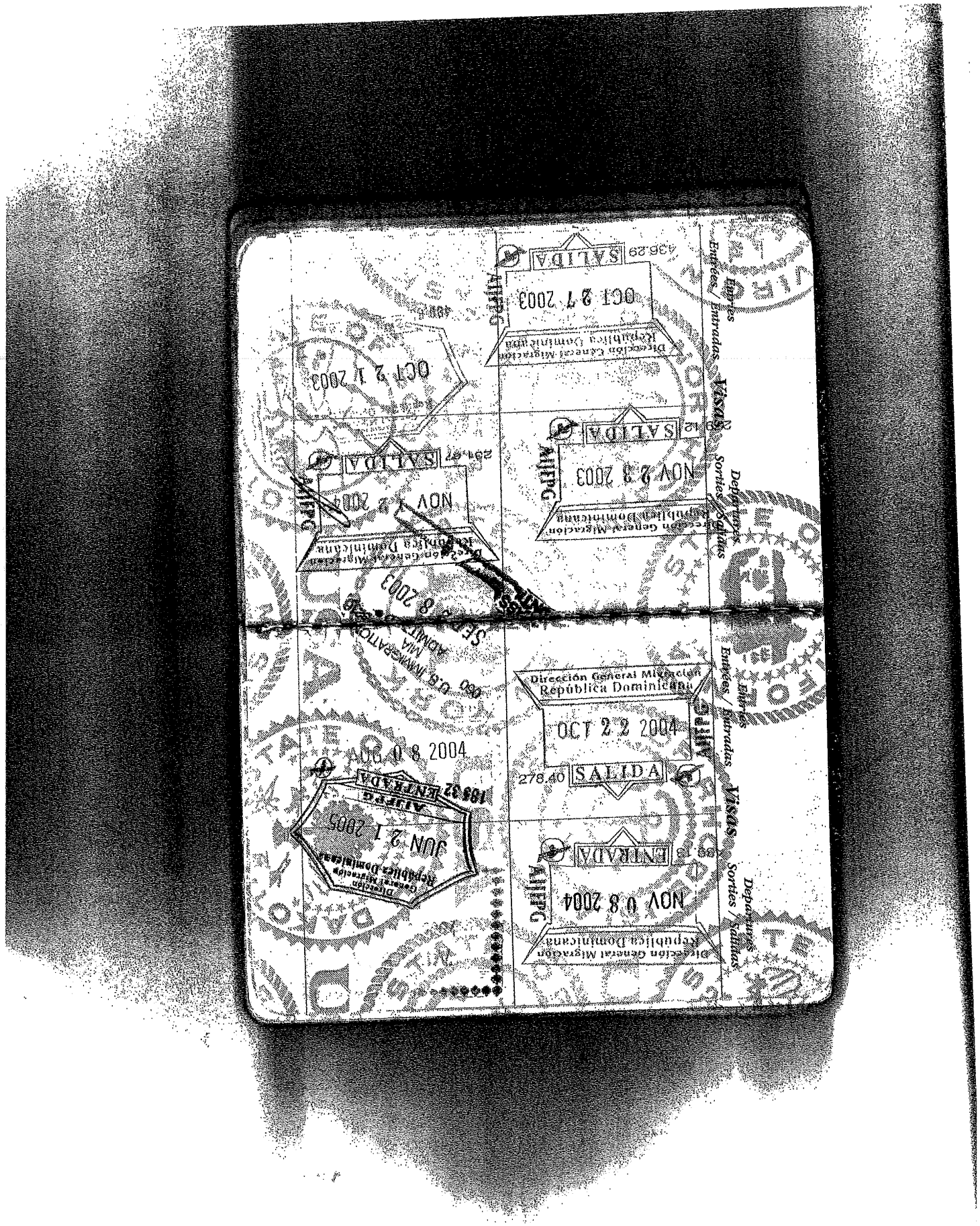
Visas
Entradas
Salidas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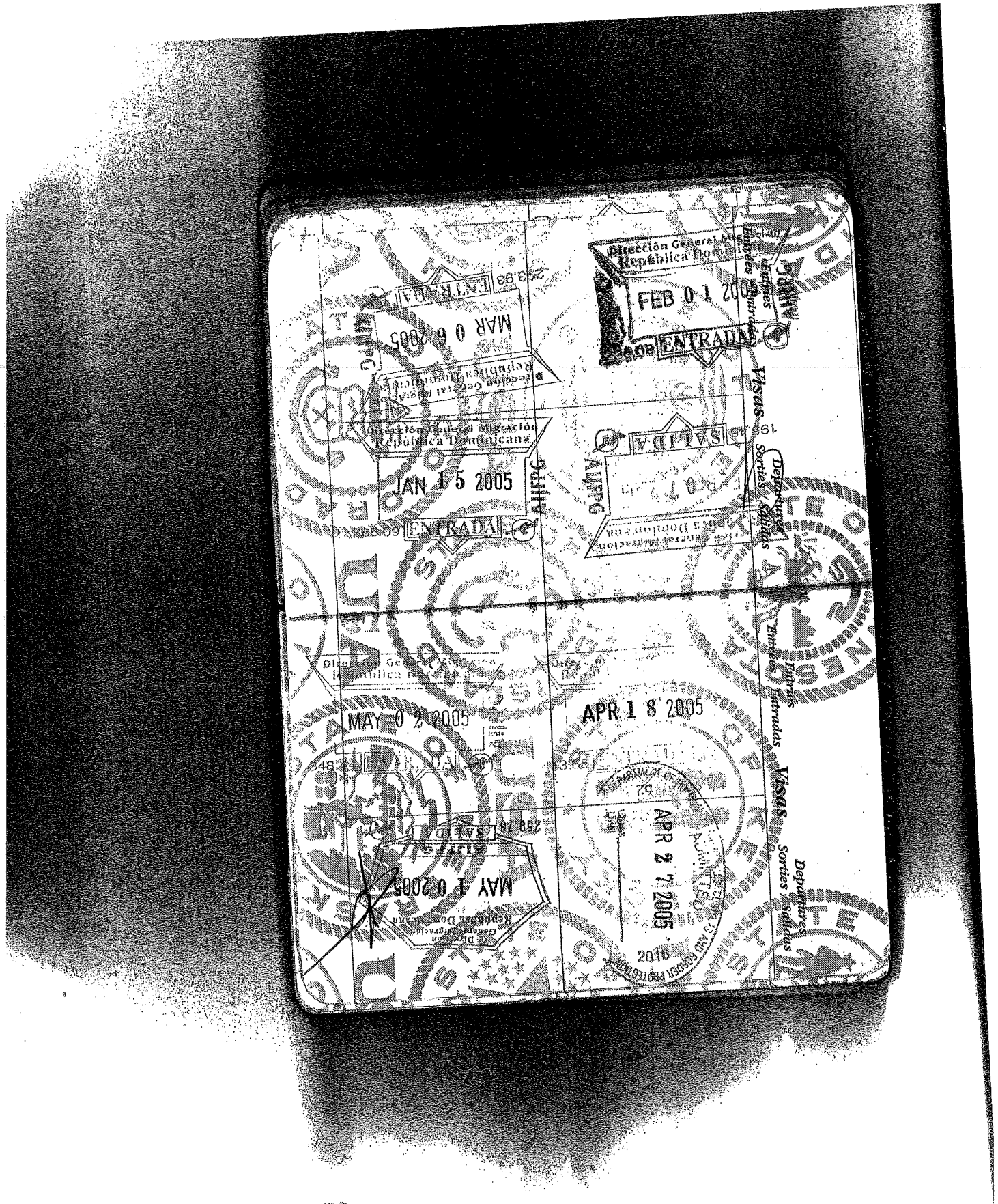
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Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
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SALIDA
AIJFPG
Dirección General Migración
República Dominicana
JUL 01 2005
ENTRADA
JUN 23 2005
JUN 06 2005
JUL 08 2005
JUL 03 2005
JUL 29 2005
JUL 09 2005
DEPARTMENT OF HOMELAND SECURITY U.S. CUSTOMS AND BORDER PROTECTION
ADMITTED
MIA

Entries
Entrées / Entradas
Visas
Departures
Sorties / Salidas
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JUL 20 2005
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JUL 07 2005
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AIJFPG
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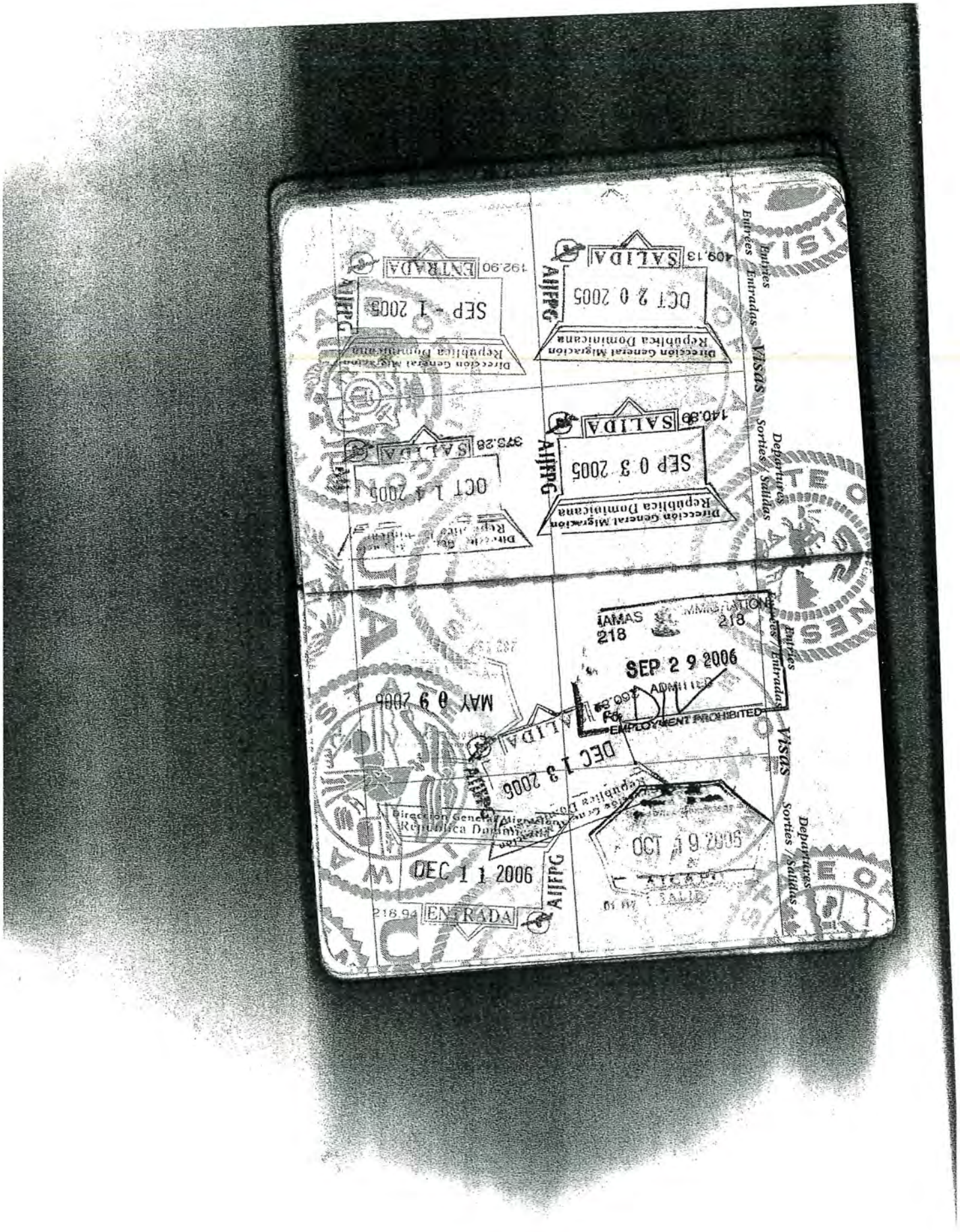
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Entries
Entrées / Entradas
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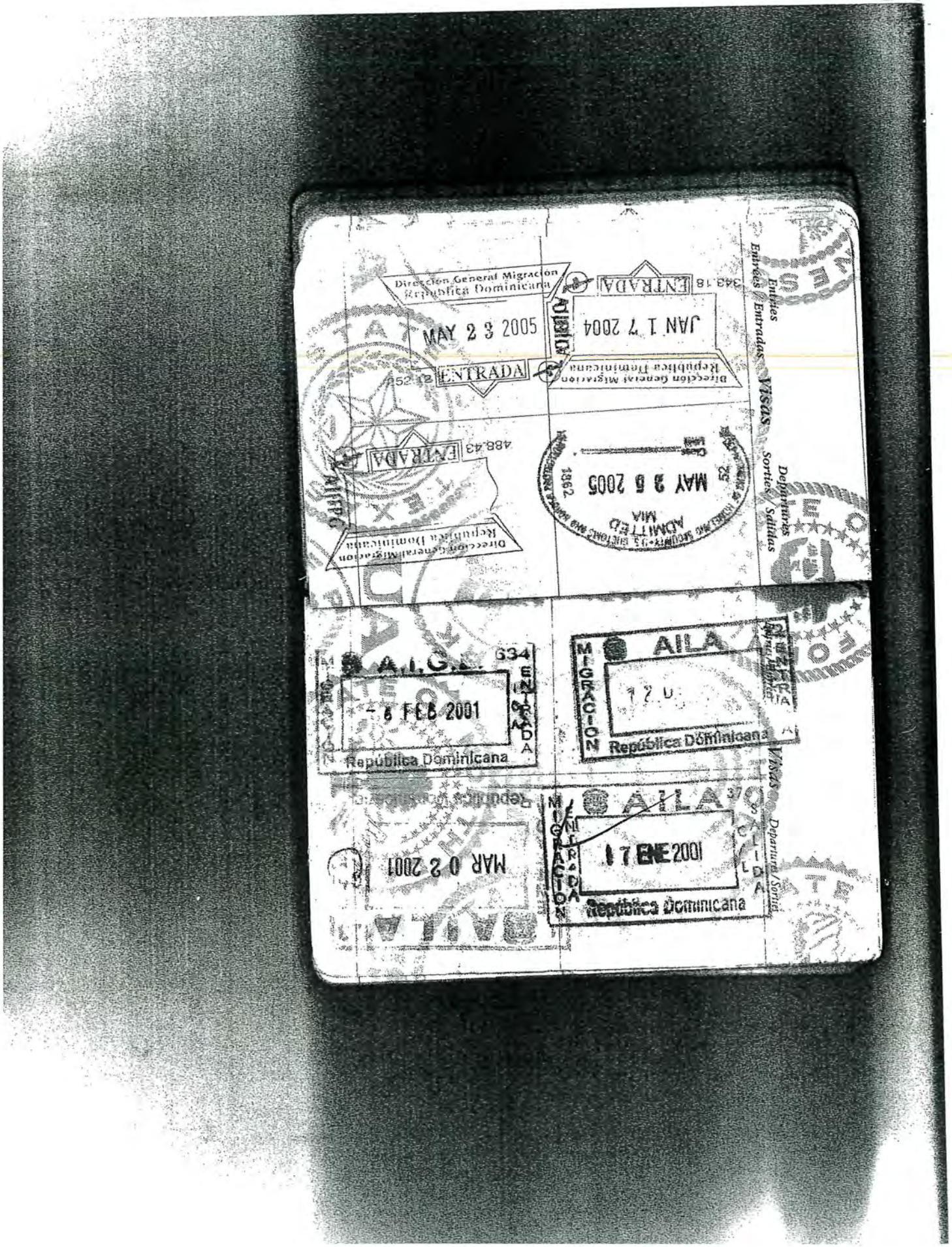
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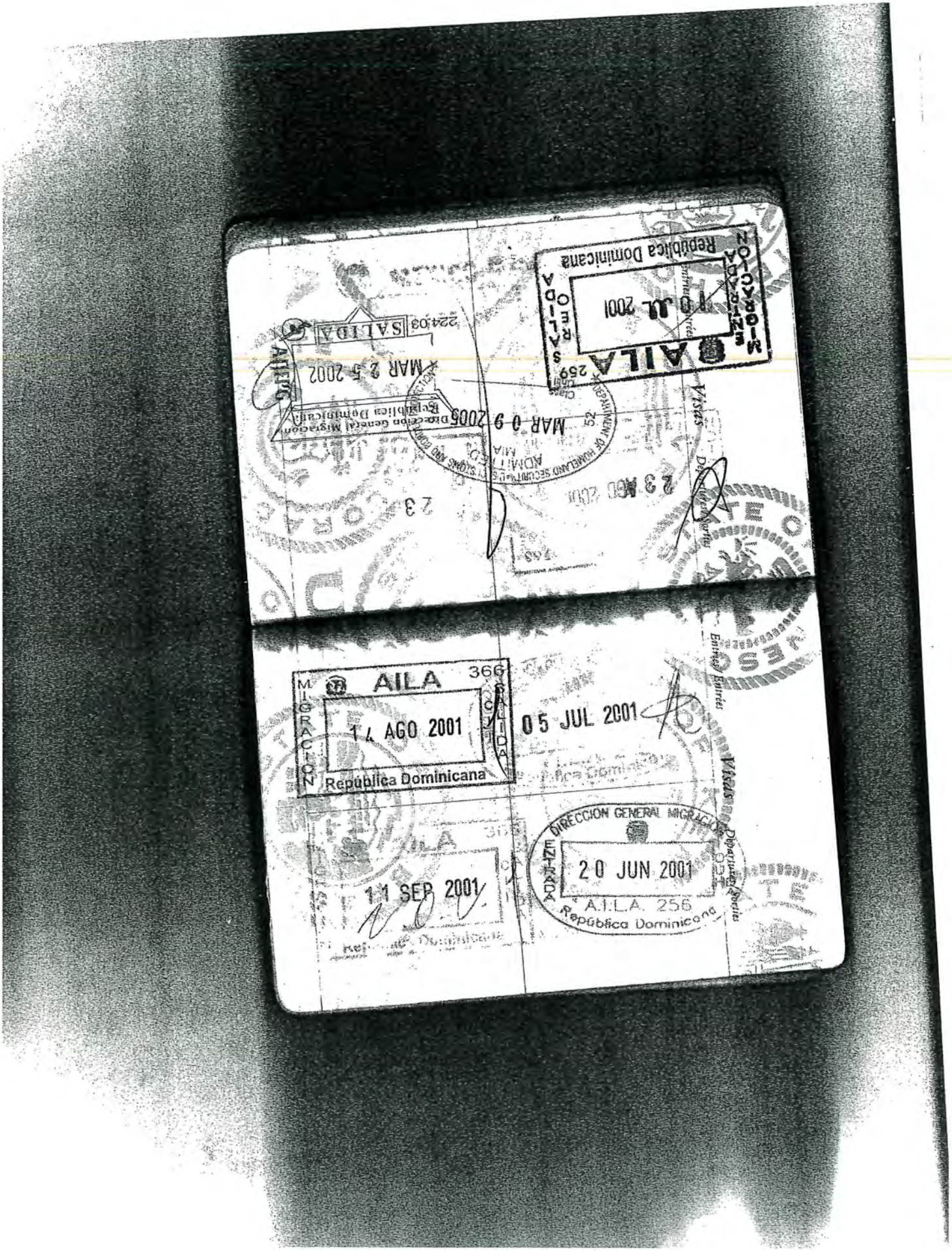
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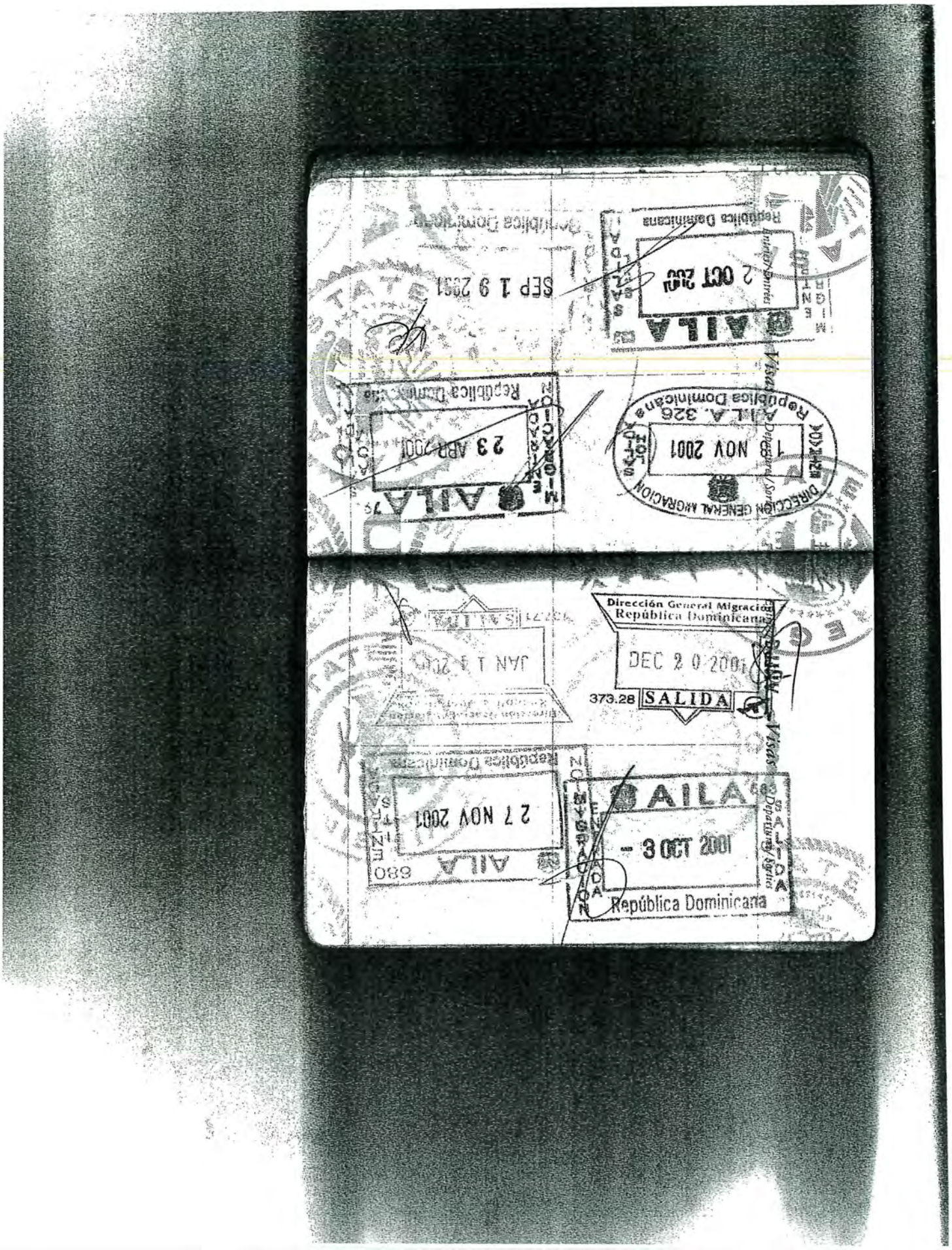
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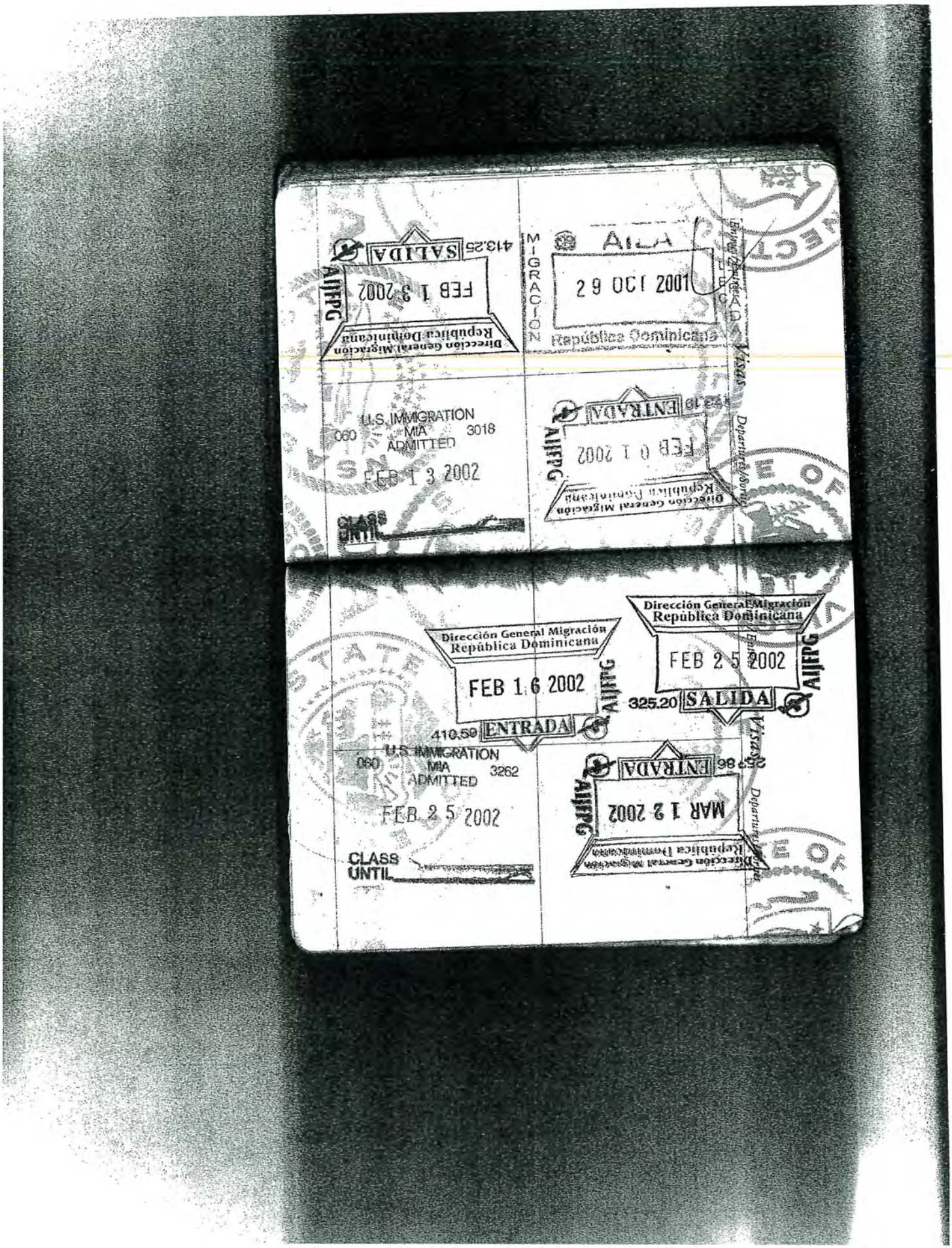
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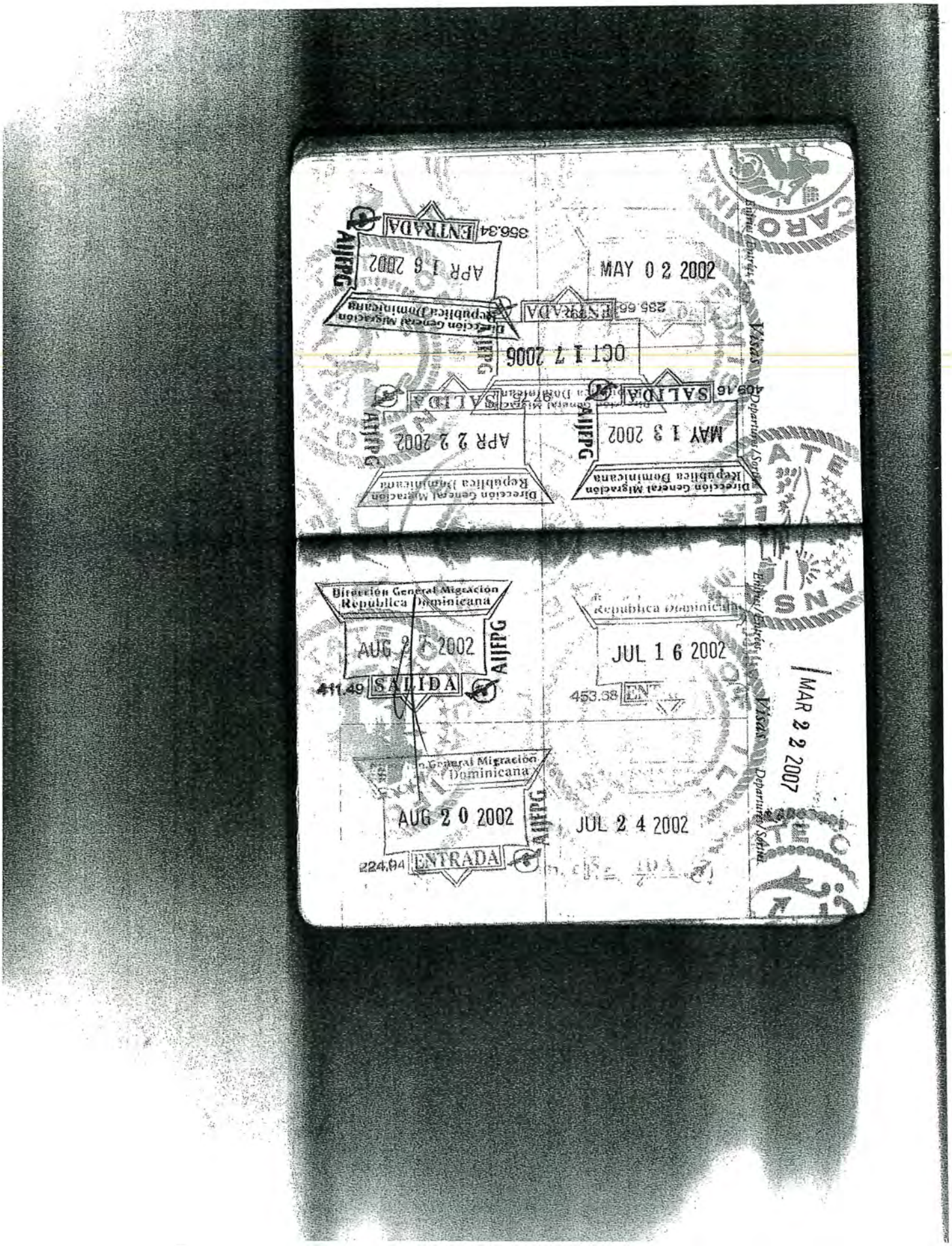
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Departures/Sortie
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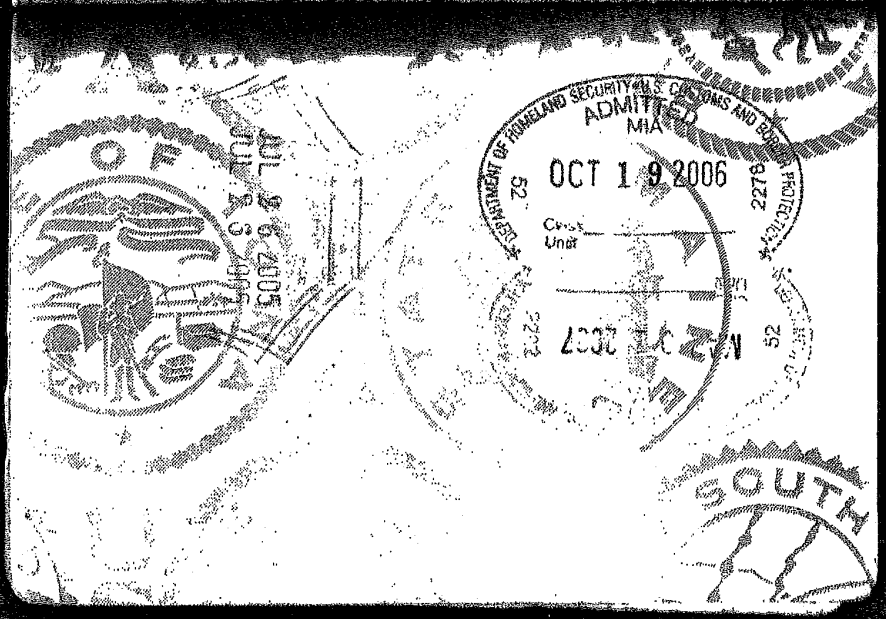
Modifications et Mentions Spéciales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Endorsements / Mentions Spéciales / Anotaciones

THESE VISA PAGES WERE ADDED TO US
PASSPORT 045734351 ON 27-JUN-2007

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SECURITY
ICTS

- amt sent to Callum + 25%
- offshore structure

300,000 credit to Q Dep in Akila

TriStar

- Drews Inc. has written off two loans of $1,088,312 and $559,839, plus $ 900,000 of alleged interest for a total of $2,600,000 on its 2003 tax return and TriStar has conformed its tax return to show the write off. This will result in a tax liability to Quenton and Hugh.

- TriStar will, of course, suspend payments on this debt.

- TriStar owes Hugh $934,915. This loan should be reduced by funds in the offshore company held for Hugh's behalf. [We need that exact figure] 398,331.73 (+ tax 25%)

- Quenton has repeatedly discussed a salary for himself with Hugh. Hugh has always agreed Quenton was entitled to a salary. As CEO of TriStar Quenton has authorized himself an annual salary of $180,000 for the year 2004 and paid himself through June.

- Quenton is also entitled to a salary for his past years of service. Among other things he is individually responsible for the development of the Dominican Republic business and its ongoing success. In that regard is entitled to the following compensation for past services to the company:

1997 - 75
1998 - 75
1999 - 100
2000 - 100
2001 - 150,000
2002 - 150,000
2003 - 180,000
2004 - 180,000

This salary for past years shall be treated as a note payable to Quenton from TriStar.

- Tristar owes Quenton or his related business the following sums:

Best Games	-	$401,650
Jackpot	-	$45,000
Quenton	-	$4,151
		$450,801

TriStar will continue to repay this debt at a rate of $_____ per month.

- There are two parcels of real estate with considerable equity in them owned by TriStar located on Highway #9 and I-85, + Hwy 17 calbash N.C. respectively. Tristar will attempt to liquidate those properties to satisfy corporate debt or alternatively will transfer them to Hugh in exchange for proper credit against the debt owed by TriStar to Hugh.

ABCo
ABCo NC

- The management contract in the Dominican Republic shall be transferred to TriStar.

- The offshore company shall be liquidated and dissolved.

- Equip Needs

Lex Services Limited

112 Bonadie Street, PO B 613, Kingstown, St. Vincent & The Grenadines

Tel: 001 784 457 1145
Fax: 001 784 457 1961

By Telefax

Mr Hugh Andrews
1650 Belcher Road
Inman
South Carolina 29349
USA

Fax No: 001 864 599 6230
Pages 1 +6

14 September 2004 HN
Direct Line +423 236 1431
Direct Fax: +423 236 1450

Calum LLC, Nevis

Dear Mr Andrews

As Tony Franklin has left our office for further studies please allow that I contact you on behalf of the Jeeves Group.

From Ten State Street LLP we have received invoices amounting to USD 4,422.56 comprising of services for general representation from April to June 2004. Copies of the invoices are herewith attached. We understand that we can go ahead and settle these invoices but would appreciate if you could give us any comment to the matter. Unless we hear from you to the contrary by 23 September 2004 we will give instruction for the settlement.

We have tried to contact you by email at handrews@drewsinc.com but the message bounced back. Would you be so kind and let us know and updated about your valid contact details. Thank you for your assistance.

In case of any question please feel free to contact me either by telefax or email at hubert.noser@jeeves-group.com.

Yours sincerely,

LEX SERVICES LIMITED

Hubert Noser

Ten State Street
INTERNATIONAL BUSINESS LAW

International Trust House
180 East Bay Street
Charleston, South Carolina 29401
United States of America
telephone
843-937-9110
facsimile
843-937-4310
www.tenstate.com

8 Gray's Inn Square
Gray's Inn
London WC1R 5AZ
United Kingdom
telephone
+44 207 404 9222
facsimile
+44 207 404 9233

September 3, 2004

Calum, LLC
Main Street
P.O Box 556
Charlestown, Nevis
West Indies

Reference: General Representation of Calum, LLC

			Amount	Total Amount Due
May 6, 2004		Previous Balance		$8,624.75
May 25, 2004		*Payment Received - Thank you*	$8,612.75	$12.00
June 25, 2004	#9692	Legal Services Rendered to the Company	$4,008.56	$4,020.56
July 22, 2004	#9819	Legal Services Rendered to the Company	$402.00	$4,422.56
		Total Amount Due as of August 31, 2004		$4,422.56

Ten State Street
INTERNATIONAL BUSINESS LAW

International Trust House
180 East Bay Street
Charleston, South Carolina 29401
United States of America
telephone:
843-937-0110
facsimile:
843-937-4310
www.tenstate.com

8 Gray's Inn Square
Gray's Inn
London WC1R 5AZ
United Kingdom
telephone:
+44 207 404 9222
facsimile:
+44 207 404 9255

June 25, 2004

Invoice # 9692

Calum, LLC
Main Street
P.O. Box 556
Charlestown, Nevis
West Indies

Reference: General Representation

FOR PROFESSIONAL SERVICES RENDERED

			Hours
4/5/2004	VLW	Telephone call to Jyske Bank re account balance; e-mail re same.	0.30
4/13/2004	MHB	Drafted follow-up e-mail to Mr. Scrantom re Calum.	0.20
5/4/2004	VLW	Telephone call to Jyske Bank re account balance; e-mail re same.	0.30
5/5/2004	MHB	Met with Mr. Scrantom re various issues.	0.30
	TDS	Conference with Mr. Broadwater.	0.30
5/13/2004	MHB	Telephone conversation re office conference scheduling; drafted e-mail to Mr. Scrantom re same.	0.30
5/18/2004	MHB	Researched corporate files and correspondence; met with Mr. Scrantom in preparation for client conference; met with Mr. Scrantom and clients; telephone conversation with company Managers; drafted follow-up e-mail to company Managers re various issues.	6.10

Ten State Street is a Limited Liability Partnership

			Hours	
5/18/2004	TDS	Meeting with all parties and Mr. Russell in office; brief conference with Mr. Broadwater.	4.30	
5/20/2004	TDS	Follow up meeting with Mr. Broadwater; telephone conference from Mr. Andrews; review file notes.	0.40	
5/21/2004	MHB	Met with Mr. Scrantom to discuss statements.	0.40	
	TDS	Conference with Mr. Broadwater; review statements.	0.40	
5/22/2004	MHB	Met with Mr. Scrantom to discuss structure ownership, management and relationship issues.	0.70	
	TDS	Conference with Mr. Broadwater re structure and distributions; review pending legal and tax issues.	1.10	
5/26/2004	MHB	Drafted e-mail to Company managers and responded to reply e-mail re status of preparation of financial accounts for underlying Dominican Republic companies.	0.30	
5/27/2004	MHB	Telephone conversation with Company managers re status of underlying companies' financial accounts.	0.30	
			15.70	Amount $4,002.50
	Additional Charges :			
4/5/2004	Long distance charges			1.61
5/2/2004	Long distance charges			0.26
5/31/2004	Long distance charges			4.19
	Total costs			$6.06
	Total amount of this bill			$4,008.56

		Amount
	Previous balance	$8,624.75
5/25/2004	Payment - Thank you	($8,612.75)
	Total payments and adjustments	($8,612.75)
	Balance due	$4,020.56

This invoice is due and payable upon receipt. Invoices not paid within 15 days of the invoice date will incur a finance charge of one and one-half percent (1.5%) per month (prorated) charged on the outstanding balance due.

Timekeeper Summary

Name	Hours	Rate
Timothy D. Scrantom	6.50	425.00
Vickie Weaver	0.60	60.00
Mark Broadwater	8.60	140.00

Ten State Street
INTERNATIONAL BUSINESS LAW

International Trust House
130 East Bay Street
Charleston, South Carolina 29401
United States of America
telephone:
843-937-0110
facsimile:
843-937-4310
www.tenstate.com

8 Gray's Inn Square
Gray's Inn
London WC1R 5AZ
United Kingdom
telephone:
+44 207 404 9322
facsimile:
+44 207 404 9253

July 22, 2004

Invoice # 9819

Calum, LLC
Main Street
P.O. Box 556
Charlestown, Nevis
West Indies

Reference: General Representation

FOR PROFESSIONAL SERVICES RENDERED

			Hours
6/7/2004	VLW	Telephone call to Jyske Bank re account balance; drafted email to Mr. Broadwater re same.	0.10
6/11/2004	TDS	Conference with Mr. Broadwater; review emails re structure reorganization.	0.40
6/28/2004	MHB	Telephone conversation with Guaranty Member re various issues; drafted e-mail re current balance of accounts; researched files and prepared Guaranty Member Contract No. 2 for mailing.	0.60
	VLW	Prepared mailing envelope to Mr. Broom to include Ordinary Member Contract for Akilah Ltd.	0.10
6/30/2004	VLW	Telephone call to Jyske Bank re account balance; telephone call to Mr. Broom re fax; prepared fax cover letter to Mr. Broom re account balance and invoices; met with Ms. Mulford and assembled invoices to be faxed.	0.40

			Hours	
6/30/2004	MHB	Drafted e-mail re current account balance; lengthy telephone conversation re Guaranty Contracts and status of structure; met with staff re preparation of correspondence to clients.	0.80	
			2.40	$402.00
		Previous balance		$4,020.56
		Balance due		$4,422.56

This invoice is due and payable upon receipt. Invoices not paid within 15 days of the invoice date will incur a finance charge of one and one-half percent (1.5%) per month (prorated) charged on the outstanding balance due.

Timekeeper Summary

Name	Hours	Rate
Timothy D. Scrantom	0.40	425.00
Vickie Weaver	0.60	60.00
Mark Broadwater	1.40	140.00

Page 25

A. Yes.
Q. The whole time you were dealing with him, but you were doing the —
A. Some of them.
Q. — corporate stuff with Drews?
A. Some of them.
Q. Some of them?
A. Some of them.
Q. Okay. Okay. Now when you found out about this write off, did you inform Quentin?
A. I'm sure I would have.
Q. Because it had an effect on TriStar?
A. Right.
Q. And then —
A. Right.
Q. — an effect on Quentin, correct?
A. Right.
Q. All right.
A. Can I say one thing?
Q. Yes.
A. About Tim Scrantom, because I don't want to say anything that's right or not. They would have adjusted — they, Claudia would have made bad debt the only reason that somebody else told her to do.
Does that make sense?

Page 26

Q. Yes. In other words, she didn't have the authority —
A. Yeah.
Q. — unilaterally to make a bad debt —
A. No.
Q. — entry?
A. No, and he wouldn't. He wouldn't have done that — she wouldn't have.
Q. All right. Now are you aware of an assignment of certain debt owed to Drews where that debt was assigned to Hugh Andrews?
Are you aware of that?
A. Tell me what that was again.
Q. Well, let me just show you this document here.
A. Okay.
BY MR. GILREATH:
Let's mark this as an exhibit.
(PLAINTIFF'S EXHIBIT NO. 3 MARKED FOR IDENTIFICATION)
DIRECT EXAMINATION CONTINUED BY MR. GILREATH:
Q. Are you familiar with that document?
A. I don't know that I had seen this.
Q. Doesn't ring any bells?
A. No. No.
Q. All right. Now did, after this write off, did you ever have any discussions with Quentin about any salaries that might be due him from TriStar?
A. Yes.

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Q. And tell me what you remember about that.
A. Wish I had my files with me.
He was supposed to — Quentin told me, and this was sort of ongoing talking, that he was supposed to get paid since he was going to be the manager of it, and — but he never got paid, and so after, I don't know, I don't know how many years, two or three, four years, I mean, he didn't get any salary, so he paid him a salary to kick it back to get it.
Q. Okay. Did he ask you about the amount of the salary or did he —
A. Yeah, we talked about it.
Q. You all talked about it?
A. Uh-huh (affirmative response).
Q. Did you think the number that he decided to take was a fair number?
A. Yeah.
Q. He done the work, right?
A. Right.
Q. Okay. After Quentin was paid those salaries, did you continue to provide monthly financials to Hugh and Claudia?
A. Yes.
Q. So the amount of those salaries would have been reflected on those financials, correct?
A. Yes.
Q. Did you ever get any phone calls from Hugh or Claudia

Page 28

complaining about the amount of the salaries?
A. I don't think so.
Q. To this day have they ever contacted you about the unreasonableness of the salaries that you recall?
A. No.
Q. And I think you already said you thought the salary that he took was justifiable, correct?
A. Yes.
Q. Were you ever requested to provide any TriStar related information to Ten State Street?
A. Did I ever give —
Q. Yes.
A. No.
Q. When you went down and had that meeting in Charleston in May of 2004, was that your first meeting with Mr. Scrantom?
A. Yes.
Q. Have you ever had any meetings with him after that?
A. The only — I don't know if I talked to him or emailed him, but I was trying to question on A & A for how to do with this, the taxes, because it did not have a —
Q. I'm going to get into that a little bit later.
A. Okay.
Q. We're —
A. Okay. Other than that, no.
Q. Okay.

PEK:mbg

STATE OF SOUTH CAROLINA)	
)	IN THE COMMON PLEAS COURT
COUNTY OF SPARTANBURG)	
Quentin S. Broom, Jr.,)	
)	
Plaintiff,)	
)	PLAINTIFF'S FIRST SET OF
vs.)	INTERROGATORIES TO DEFENDANT
)	H. HUGH ANDREWS
Ten State Street, L.L.P.,)	
Timothy D. Scrantom, Mark)	
Broadwater, and H. Hugh)	
Andrews,)	C/A No. 2005-CP-42-4875
)	
Defendants.)	
)	
Of which)	
)	
Defendant H. Hugh)	
Andrews, Individually and)	
on behalf of Tri-Star)	
Communications, Inc., as)	
a Third-party Plaintiff,)	
)	
vs.)	
)	
Quentin S. Broom, Jr.,)	
)	
Third-Party)	
Defendant.)	

TO: RODNEY F. PILLSBURY, ATTORNEY FOR THE DEFENDANT, H. HUGH ANDREWS

Pursuant to Rule 33 of the Circuit Court Rules, you are herewith required to answer in the manner and within the time prescribed by said Rule the following written Interrogatories:

1. Give the name and address of persons known to you or counsel to be witnesses concerning the facts of the case and indicate whether or not written or recorded statements have been

taken from the witnesses and indicate who has possession of such statements.

2. Set forth a list of photographs, plats, sketches, or other prepared documents in possession of the party that relate to the claim or defense in the case.

3. Set forth the names and addresses of all insurance companies which have liability insurance coverage relating to the claim, set forth the number or numbers of the policies involved, and the amount or amounts of liability coverage provided in each policy.

4. List the names and addresses of any expert witness whom you propose to use as a witness at the trial of the case.

5. For each person known to the parties or counsel to be a witness concerning the facts of the case, set forth either a summary sufficient to inform the other party of the important facts known to or observed by such witness, or provide a copy of any written or recorded statements taken from such witnesses.

6. Identify each individual or entity listed below which or with whom Ten State Street has now or has had in the past an attorney-client relationship:

(a) Horace Hugh Andrews;

(b) Pamela Andrews;

(c) Travis Owens;

(d) Quentin S. Broom, Jr.;

(e) Tri-Star Communications, Inc.;

(f) Drews Distributing, Inc.;

(g) A&A Entertainment, LLC;

(h) Calum, LLC;

(i) AKILAH, Ltd.;

(j) Worldwide Entertainment, S.A.

7. Identify each document of any nature whatsoever either generated by Ten State Street and in the possession of Defendant Andrews or any entity in which he is in any way connected involving each entity or individual including (a) Horace Hugh Andrews; (b) Pamela Andrews; (c) Travis Owens; (d) Quentin S. Broom, Jr.; (e) Tri-Star Communications, Inc.; (f) Drews Distributing, Inc.; (g) A&A Entertainment, LLC; (h) Calum, LLC; (i) AKILAH, Ltd.; and (j) Worldwide Entertainment, S.A.

8. If you contend that some other person or legal entity is, in whole or in part, liable to you or to any party asserting a claim against you in this matter, identify such person or entity and describe the basis of said liability.

9. Has the Defendant Andrews ever been involved in a claim or lawsuit. If yes, please specify:

a. Were the parties a claimant/plaintiff or a defendant?

b. What type of case was it?

c. If applicable, who were the parties' lawyer(s)?

d. What were the damages claimed?

e. What was the date on which the claim arose?

f. What was the result of said lawsuit or claim?

10. As to each person the parties or counsel expects to call as an expert witness at trial, please also state:

a. His or her educational background;

b. The subject matter or area on which each such person is to testify;

c. A complete and accurate citation of any book, journal, text, treatise, abstract, or other literature, whether or not authoritative, that was reviewed, read, scanned, or in any way utilized by said expert in regard to his or her participation as an expert witness in this matter.

11. Identify each and every company where you have been an owner, stockholder, member of the board of directors, or an officer in the last twenty (20) years. For each such company or corporation, identify the following:

a. The full legal name and business address;

b. Your position, title, relation to, or affiliation with the company or corporation; and

c. The dates your relation, employment, affiliation, began and ended.

PATRICK E. KNIE, P.A.

Patrick E. Knie
S.C. Bar No. 3564
P.O. Box 5159
250 Magnolia Street
Spartanburg, S.C. 29304
Telephone No. (864) 582-5118
Telefax No. (864) 585-1615

James R. Gilreath
S.C. Bar No. 2133
THE GILREATH LAW FIRM, P.A.
110 Lavinia Avenue
Post Office Box 2147
Greenville, South Carolina 29602
Telephone (864) 242-4727
Telefax (864) 232-4395

ATTORNEYS FOR PLAINTIFF

February 26, 2007

Spartanburg, South Carolina

STATE OF SOUTH CAROLINA)) COUNTY OF SPARTANBURG)	IN THE COMMON PLEAS COURT
Quentin S. Broom, Jr.,)) Plaintiff,)) vs.)) Ten State Street, L.L.P., Timothy D. Scrantom, Mark Broadwater, and H. Hugh Andrews,)) Defendants.)) Of which)) Defendant H. Hugh Andrews, Individually and on behalf of Tri-Star Communications, Inc., as a Third-party Plaintiff,)) vs.)) Quentin S. Broom, Jr.,)) Third-Party Defendant.)	NOTICE OF MOTION AND MOTION FOR PARTIAL SUMMARY JUDGMENT ON BEHALF OF THE PLAINTIFF QUENTIN S. BROOM, JR. C/A No. 2008-CP-42-3397

FILED
CLERK OF COURT
SPARTANBURG COUNTY
2010 SEP 15 AM 9:18
M. HOPE BLACKLEY

TO: RODNEY F. PILLSBURY, ATTORNEY FOR THE DEFENDANT, H. HUGH ~~ANDREWS, AND THIRD-PARTY PLAINTIFF, H. HUGH ANDREWS,~~ INDIVIDUALLY AND ON BEHALF OF TRI-STAR COMMUNICATIONS, INC. AND R. DAVIS HOWSER, ATTORNEY FOR THE DEFENDANTS, TEN STATE STREET, L.L.P., TIMOTHY D. SCRANTOM, AND MARK BROADWATER

YOU WILL PLEASE TAKE NOTICE that the undersigned attorneys for the Plaintiff, Quentin S. Broom, Jr., will move before the Judge of the Court of Common Pleas for Spartanburg County on the tenth (10th) day after service hereof at 10:00 a.m. at the Spartanburg County Judicial Center, 180 Magnolia Street,

Spartanburg, South Carolina, or at such other time as may be set by the Court, for summary judgment pursuant to Rule 56 of the South Carolina Rules of Civil Procedure. The grounds for this Motion are that there are no genuine issues of material facts with respect to a certain account receivable of Tri-Star, Inc. in favor of Drews Distributing, Inc. which was subsequently assigned to H. Hugh Andrews and that Plaintiff is entitled to judgment as a matter of law since (1) the statute of limitations has long run with respect to the account receivable and (2) there is no written evidence of the underlying obligation in violation of the South Carolina Statute of Frauds.

This Motion will be based on the pleadings, Rules of Court, discovery in this case including depositions, any affidavits served and filed with this motion, applicable decisions, and such other matter as may be acceptable to the Court.

PATRICK E. KNIE, P.A.

Patrick E. Knie
S.C. Bar No. 3564
P.O. Box 5159
250 Magnolia Street
Spartanburg, S.C. 29304
Telephone No. (864) 582-5118
Telefax No. (864) 585-1615

FILED
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M. HOPE BLACKLEY

James R. Gilreath
S.C. Bar No. 2133
THE GILREATH LAW FIRM, P.A.
110 Lavinia Avenue
Post Office Box 2147
Greenville, South Carolina 29602
Telephone (864) 242-4727
Telefax (864) 232-4395

ATTORNEYS FOR PLAINTIFF

September 13, 2010

Spartanburg, South Carolina

FILED
CLERK OF COURT
SPARTANBURG COUNTY
2010 SEP 15 AM 9:19
M. HOPE BLACKLEY

STATE OF SOUTH CAROLINA	)	
	)	IN THE COMMON PLEAS COURT
COUNTY OF SPARTANBURG	)	
Quentin S. Broom, Jr.,	)	
	)	
Plaintiff,	)	
	)	MOTION TO DISMISS
vs.	)	THIRD PARTY CLAIM
	)	
Ten State Street, L.L.P., Timothy D. Scrantom, Mark Broadwater, and H. Hugh Andrews,	)	C/A No. 2008-CP-42-3397
	)	
Defendants.	)	
	)	
Of Which,	)	
	)	
Defendant H. Hugh Andrews Individually and on behalf of Tri-Star Communications, Inc., as a Third-party Plaintiff,	)	
	)	
vs.	)	
	)	
Quentin S. Broom, Jr.,	)	
	)	
Third-Party Defendant.	)	

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SPARTANBURG COUNTY
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M. HOPE BLACKLEY

Plaintiff Broom moves to dismiss with prejudice,[1] pursuant to SCRCP 12(b)(6) and 12(c), all of the counterclaims of the Defendant Andrews, purportedly brought as a stockholder of Tri-Star, and the Third-Party Complaint of Plaintiff Tri-Star. This Motion is based on the grounds that Andrews' Counterclaims and Third-Party Complaint,[2]

[1] The requisites of Rule 23 were not complied with within the statute of limitations. Any new action would be time barred.

[2]Sufficiency of the pleading in meeting the requirements of Rule 23 must be based solely upon the allegations contained *189 within it. *McCormick v. England,* 328 S.C. 627, 633, 494 S.E.2d 431, 433 (Ct.App.1997). *Carolina First Corp. v. Whittle,* 343 S.C. 176, 188-

together with the claims therein asserted, fail to meet the stringent pleading requirements of Rule 23, SCRCP[3] to properly assert a shareholders derivative suit for the following five reasons:

(1) Andrews has *never* made a demand[4] on the Tri-Star Board of Directors;

(2) Andrews has failed, as Rule 23 requires, to demonstrate that a demand would have been futile in this case;

(3) The Complaint was not verified, as Rule 23 requires;

(4) The complaint totally fails to allege with any particularity the efforts, if any, made by Andrews to obtain the action he desires and the reason for

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89, 539 S.E.2d 402, 409 (S.C. Ct. App. 2000).

[3]Rule 23 of the South Carolina Rules of Civil Procedure provides:

(b)(1) *Derivative Actions by Shareholders.* In a derivative action brought by one or more shareholders or members to enforce a right of a corporation or of an unincorporated association, the corporation or association having failed to enforce a right which may properly be asserted by it, *the complaint shall be verified* and shall allege that the plaintiff was a shareholder or member at the time of the transaction of which he complains or that his share or membership thereafter devolved on him by operation of law. *The complaint shall also allege with particularity the efforts, if any, made by the plaintiff to obtain the action he desires from the directors or comparable authority* and, if necessary, from the shareholders or members, and *the reasons for his failure to obtain the action or for not making the effort.* The derivative action may not be maintained if it appears that the plaintiff does not fairly and adequately represent the interests of the shareholders or members similarly situated in enforcing the right of the corporation or association. The action shall not be dismissed or compromised without the approval of the court and notice of the proposed dismissal or compromise shall be given to shareholders or members in such manner as the court directs. (Emphasis added).

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SPARTANBURG COUNTY
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[4]"At a minimum, a demand must identify the alleged wrongdoers, describe the factual basis of the wrongful acts and the harm caused to the corporation, and request remedial relief." *Allison*, 604 F.Supp. at 1117; *see also Latimer*, 39 S.C. at 53, 17 S.E. at 261 ["The efforts to induce such action as complainant desires on the part of the directors, and of the shareholders, when that is necessary, and the cause of failure in these efforts, should be stated with particularity." (quoting *Hawes*, 104 U.S. at 461, 26 L.Ed. 827)]. Such a pre-suit demand must be alleged, ****410** not in a conclusory fashion, but through particularized allegations. *Carolina First Corp. v. Whittle*, 343 S.C. 176, 189, 539 S.E.2d 402, 409-10 (S.C. Ct. App. 2000).

his failure to meet this requirement (*Carolina First Corp. v. Whittle*, 343 S.C. 176, 188-89, 539 S.E.2d 402, 409 (S.C. Ct. App. 2000); and

(5) the Complaint fails to allege that Andrews can fairly and adequately represent the interests of the other Tristar shareholder in this case.

Other authorities for this Motion will be submitted in a Memorandum of law to be submitted prior to argument of this Motion.

PATRICK E. KNIE, P.A.

Patrick E. Knie
S.C. Bar No. 3564
P.O. Box 5159
250 Magnolia Street
Spartanburg, S.C. 29304
Telephone No. (864) 582-5118
Telefax No. (864) 585-1615

James R. Gilreath
S.C. Bar No. 2133
THE GILREATH LAW FIRM, P.A.
110 Lavinia Avenue
Post Office Box 2147
Greenville, South Carolina 29602
Telephone (864) 242-4727
Telefax (864) 232-4395

ATTORNEYS FOR PLAINTIFF

FILED
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SPARTANBURG COUNTY
2011 SEP 14 PM 4:37
M. HOPE BLACKLEY

September 13, 2011

Spartanburg, South Carolina

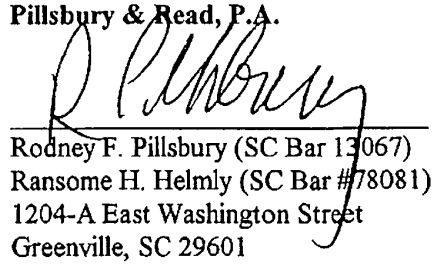
STATE OF SOUTH CAROLINA COUNTY OF SPARTANBURG	)	IN THE COURT OF COMMON PLEAS
Quentin S. Broom, Jr., Plaintiff, v. Ten State Street, L.L.P., Timothy D. Scranton, Mark Broadwater, and H. Hugh Andrews, Defendants. Of which, Defendant H. Hugh Andrews, Individually and on behalf of Tri-Star Communications, Inc. as a Third-party Plaintiff, v. Quentin S. Broom, Jr. Third-party Defendant.	)	C.A. No.: 08-CP-42-3397 **DEFENDANT AND THIRD-PARTY PLAINTIFF HUGH ANDREWS' SUPPLEMENTAL MOTION TO RECONSIDER**

Pursuant to the Rules 52 and 60 of the South Carolina Rules of Civil Procedure, by and through his counsel, Defendant Andrews moves this Court to reconsider its order of October 7, 2011, which was not received by counsel for Defendant Andrews until October 13, 2011. [Exhibit 1, Order of October 7, 2011] Defendant Andrews further moves this Court to reconsider its order of November 1, 2011, which was received by counsel for Defendant Andrews on November 2, 2011. [Exhibit 2, Order of November 1, 2011]

The basis of this motion is set forth in the supporting memorandum of law filed concurrently herewith and incorporated, *in toto*, herein.

Respectfully Submitted,

Pillsbury & Read, P.A.



Rodney F. Pillsbury (SC Bar 13067)
Ransome H. Helmly (SC Bar #78081)
1204-A East Washington Street
Greenville, SC 29601
Phone: (864) 241-9818
Fax: (864) 241-9828
Email: rpillsbury@prlawpa.com

ATTORNEYS FOR DEFENDANT H. HUGHES ANDREWS, and TRI-STAR COMMUNICATIONS, INC. AS THIRD PARTY PLAINTIFF

November 11, 2011

STATE OF SOUTH CAROLINA COUNTY OF SPARTANBURG	)	COURT OF COMMON PLEAS
Quentin S. Broom, Jr., Plaintiff, v. Ten State Street, LLP, Timothy D. Scrantom, Mark Broadwater, and H. Hugh Andrews, Defendants, of which, Defendant H. Hugh Andrews, Individually and on behalf of Tri-Star Communications, Inc., as a Third-Party Plaintiff, v. Quentin S. Broom, Jr. Third-party Defendant	)	2008-CP-42-3397 **DEFENDANT AND THIRD-PARTY PLAINTIFF HUGH ANDREWS' MEMORANDUM IN SUPPORT OF HIS SUPPLEMENTAL MOTION TO RECONSIDER**

Defendant and Third-party Plaintiff H. Hugh Andrews ("Andrews") submits this Memorandum in Support of his Motion to Reconsider filed with the Court on November 11, 2011. This memorandum supplements the motion previously filed with the Court on October 24, 2011, to include issues raised by the final order entered on November 1, 2011, which was received by counsel for Andrews on November 2, 2011.

INTRODUCTION

Plaintiff Quentin S. Broom, Jr. ("Broom") filed the original complaint on September 15, 2005. Defendant Andrews answered the complaint. At the time of filing,

Plaintiff and Defendant Andrews were co-owners in Tri-Star Communications, Inc. ("Tri-Star"), which was still in business with substantial assets. In late October of 2005, Plaintiff Broom, over Andrews' objection, unilaterally liquidated all of the assets of Tri-Star Communications.[1] Shortly thereafter, Defendant Andrews filed a Motion to Amend his Answer asserting counter-claims, individually, and third-party claims against Broom on behalf of Tri-Star Communications. His Amended Answer, Counterclaims, and Third-party complaint were filed with the motion on May 26, 2006.[2]

The court did not formally rule on the motion at that time. However, Plaintiff filed his reply to the Counterclaims on September 25, 2006, thereby consenting to the amended pleadings filed by Andrews on behalf of Tri-Star Communications. While Plaintiff's reply asserted that Defendant Andrews had individually failed to state a claim upon which relief may be granted (Plaintiff's Reply, ¶ 20), Plaintiff did not challenge Tri-Star's right to sue him for his misconduct and breaches of fiduciary duty.

After five (5) years of discovery, Plaintiff did not challenge Tri-Star's right to sue him for his misdeeds until six (6) weeks before the scheduled trial date with the filing a motion to dismiss. Not once during the five years of discovery when Andrews was obtaining Plaintiff Broom's personal bank records and other personal information to prove the claims of Plaintiff's misconduct did Plaintiff object on the basis that Tri-Star

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[1] Defendant Andrews has learned through the discovery that has taken place since that, upon information and belief, Broom did not sell the assets of Tri-Star Communications, but instead converted them for his personal use and benefit. This claim is in the millions of dollars.

[2] Concurrent with the filing of this motion and memorandum, Defendant Andrews is filing his Second Motion to Amend and /or to Supplement his Answer, Counterclaims and Third-party Complaint to reflect both the events that have transpired since the filing of the First Amended pleadings in May, 2006, as well as the information that has been learned since that time. Defendant's Second Amended Answer, Counterclaims and Third-party Complaint is incorporated *in toto* herein by reference.

and/or Andrews had not right to obtain this information based upon an alleged lack of standing to pursue the claims.

For the first time on September 14, 2011, Plaintiff raised the issue that the pleadings Andrews filed five and a half years ago failed to meet the pleading requirements for instituting a shareholder derivative suit set forth in Rule 23(b)(1), SCRCP (hereinafter "Rule 23"). Although Plaintiff's Reply filed in September 2006 did not challenge the right of Tri-Star Communications to bring an action against Broom (Plaintiff's Reply ¶ 20), the Court entertained the argument.

Andrews raised several issues in opposition to Broom's motion. Primarily, Andrews asserted that he was not required to follow the pre-trial notice and pleading requirements of a derivative action as it was proper for him to assert counterclaims directly against Broom. Andrews argued that as a direct action, Rule 23 and its pleading requirements were inapplicable. Andrews also argued that the issue before the Court was potentially one of novel impression and therefore should not be decided on a motion to dismiss pursuant to Rule 12(b)(6), SCRCP.

The Court heard Plaintiff's motion to dismiss on October 6, 2011. On October 7, 2011, the Court entered an order granting Plaintiff's motion in part and denying it in part.[3] The Court granted Broom's motion as to the claims related to Tri-Star. The Court determined that Rule 23 was applicable to Andrews' claims and therefore should have been followed. The Court further determined that "all claims brought by Andrews individually which overlap any claim made by Tri-Star for damages arising out of allegations of Broom's mismanagement or breach of duties arising out of the shareholder

[3] This order was apparently sent to an old address of Defendant Andrews' counsel and was not actually received until October 13, 2011.

relationship between Andrews and Broom are dismissed, because these claims also require compliance with Rule 23." [Exhibit 1, Order entered October 7, 2011]. However, the Court allowed Andrews to recover for claims of Broom's "wrongful conduct that caused a particular loss that is individual to Andrews."

On November 1, 2011, the court entered an order prepared by Plaintiff's counsel and signed by the docketing clerk on behalf of the Honorable Mark Hayes, which was received by Andrews' counsel on November 2, 2011. [Exhibit 2, Order entered November 1, 2011]

Andrews contends that the dismissal of the claims made directly by Andrews as a shareholder of Tri-Star was an error of law and respectfully requests that this Court reconsider its October 7, 2011 Order. Andrews asserts four errors of law: (1) Rule 23 has no application under the circumstances of this case as it is a proper direct action and not a class derivative suit; (2) Andrews claims may be maintained directly under certain exceptions to the general rule requiring shareholders suits to be filed derivatively; (3) the issue raised is one of novel impression and should not have been decided on a Rule, 12(b)(6) motion; and (4) given the fact the court is allowing Andrews to recover for Broom's wrongful misconduct resulting in harm particular to Andrews, judicial economy dictates allowing the claims brought on behalf of Tri-Star to remain because they arise from the identical facts and circumstances. Furthermore, the final order entered November 1, 2011 directly contravenes the rules of construction applicable to a motion to dismiss and ignores the fact that Defendant Andrews has pled direct injury, which the court previously had deemed recoverable in its October 7, 2011 order.

FACTUAL BACKGROUND

Broom and Andrews were 50/50 owners in a business venture called Tri-Star Communications, Inc. (Amended Answer and Counterclaim, ¶ 22 & 24). Broom had primary control over the operations, finances and business dealings of Tri-Star and was the point-man for Tri-Star's business affairs in the Dominican Republic. (Id., ¶¶ 15 and 28). Broom filed suit in September of 2005 against Andrews, Ten State Street, LLP, Timothy D. Scrantom, and Mark Broadwater alleging various causes of action related to the formation of certain video gaming operations in the Dominican Republic. (See Plaintiff's Complaint).

Andrews, individually and on behalf of Tri-Star, filed counterclaims against Broom for breach of fiduciary duty, breach of contract, breach of contract accompanied by a fraudulent act, breach of the covenant of good faith and fair dealing, conversion, promissory estoppel, fraud, negligent misrepresentation and violations of S.C. Code Ann. §§ 33-8-300 & 420. (Amended Answer and Counterclaims, ¶¶ 21-95). Andrews' counterclaims are based on Broom's unauthorized payment to himself for salary[4] and his unauthorized sale of the inventory of Tri-Star, over Andrew's stern objection. (Id. at ¶¶ 34-36).

STANDARD OF REVIEW

"A motion under Rule 59(e) long has been viewed as 'motion for reconsideration' despite the absence of those words from the rule." Elam v. South Carolina Dept. of

[4] Since filing the pleadings in May 2006, Andrews has learned that Broom paid himself $920,000.00 in "salary" over the course of four (4) months, without disclosure to or approval of Andrews.

Transp., 361 S.C. 9, 21, 602 S.E.2d 772, 778 (2004). As such, parties are allowed to ask the trial court to reconsider its decision or ruling even if it requires rehashing all or part of the argument or issues presented during trial. Id. at 21, 602 S.E.2d at 779. Further, "there is nothing inherently unfair in allowing a party one final chance not only to call the court's attention to a possible misapprehension of an earlier argument, but also to revisit a previously raised argument. It is inherently unfair to disallow such an opportunity." Id.

Brooms' motion was before the Court pursuant to Rules 12(b)(6) and 12(c), SCRCP and therefore the standard of review as to these rules merits a brief discussion. A motion to dismiss a counterclaim pursuant to Rule 12(b)(6) must be based solely on the allegations set forth in the pleadings and may not be sustained if facts alleged and inferences reasonably deducible therefrom would entitle the complainant to any relief on any theory of the case. Charleston County School Dist. v. Laidlaw Transit, Inc., 348 S.C. 420, 424, 559 S.E.2d 362, 364 (1987). The question is whether in the light most favorable to the complainant, and with every doubt resolved on his behalf, the counterclaim states *any* valid claim for relief. Id. (emphasis added).

In addition, in a motion for judgment on the pleadings pursuant to Rule 12(c) "the motion will be sustained only where the pleadings are so defective that, taking all the facts alleged in the pleadings as admitted, no cause of action or defense is stated." Lydia v. Horton, 343 S.C 376, 540 S.E.2d 102 (Ct. App. 2000). Further, "a judgment on the pleadings against the plaintiff is not proper if there is an issue of fact raised by the complaint which, if resolved in favor of the plaintiff, would entitle him to judgment." Id. **Most importantly, a dismissal on the pleadings is considered a drastic procedure and therefore the pleadings should be construed liberally and presumed to be true**

as pled so that substantial justice is done between the parties. United Educational Distributors, LLC v. Educational Testing Services, 350 S.C. 7, 13, 564 S.E.2d 324, 327-28 (Ct. App. 2002).

Based on this standard and as explained below, Andrews asserts valid claims for relief which meet the liberally construed threshold for Rules 12(b)(6) and 12(c).

ARGUMENT

I. RULE 23, SCRCP HAS NO APPLICATION UNDER THE FACTS OF THIS CASE AND THEREFORE IT WAS AN ERROR OF LAW TO DISMISS ANDREWS' COUNTERCLAIMS FOR FAILURE TO COMPLY WITH THE PLEADING REQUIREMENTS OF RULE 23.

A. The Plain Language and Policy of Rule 23

In interpreting a statute and a rule of civil procedure courts adhere to the cardinal rule that legislative intent must prevail if it can be reasonably discovered in the language used, and that language must be construed in light of the intended purpose of the statute or rule. Marichris, LLC v. Derrick, 384 S.C. 345, 352, 682 S.E.2d 301, 306 (Ct. App. 2009) (stating that in interpreting the meaning of the South Carolina Rules of Civil Procedure, the court applies the same rules of construction used to interpret statutes) (App. A, #12).[5] **"The language must also be read in a sense which harmonizes with its subject matter and accords with its general purpose."** Id. at 352-353, 682 S.E.2d at 306 (emphasis added; citation omitted).

> Applying this rule of interpretation, it is abundantly clear that Rule 23 specifically applies to class actions and has no justifiable application to the facts and circumstances of the case at bar and others similarly situated. Titled "CLASS ACTIONS," Rule 23 maintains, in part, that a "derivative

[5] For this Court's easy reference, an appendix of cases and sources is included with this memorandum. The initial cite for each case or source indicates the corresponding appendix tab number. Cases appear alphabetically within the appendix.

> action may not be maintained if it appears that the plaintiff does not fairly and adequately represent the interests of the **shareholders or members similarly situated** in enforcing the right of the corporation or association." Rule 23(b)(1), SCRCP. As such, it is clear a derivative action is merely a certain breed of class action. The Reporter's Notes to Rule 23 further support this premise:
> This Rule 23(b)(1) is the language of present Federal Rule 23.1. Existing State practice permits a **class action** in these circumstances. The Rule simply provides more specific guidance for the procedure.

Rule 23(b)(1) Reporter's Note, SCRCP (emphasis added; internal citations omitted).

This designation of a derivative suit as a type class action is not only found in the language of the rule itself, but is illustrated in a litany of cases. See Carolina First Corp. v. Whittle, 343 S.C. 176, 539 S.E.2d 402 (Ct. App. 2000) (App. A, #6); see also Strickland v. Flue-Cured Tobacco Co-op Stabilization Corp., 643 F. Supp. 310 (D.S.C. 1986) (App. A, #14); and see Brown v. Hart Schaffner & Marx, 96 F.R.D. 64 (N.D. Ill. 1982) (App. A, #4). These cases not only demonstrate the intended application of Rule 23, but also the policies underlying the requirement for shareholders to file derivatively. Such policy goals include (a) the protection of creditors by insuring that the recovery benefits the entity, (b) the assurance that shareholders benefit in a manner proportionate their ownership interests, the discouragement of strike suits, and (c) the preservation of the corporation's ability to manage the suit and its resolution under court supervision. See John A. Gebaur, J.D., Action in Own Name by Shareholder of Closely Held Corporation, 10 A.L.R. 6th 293 (2006); see also Brown v. Stewart, 348 S.C. 33, 557 S.E.2d 676 (Ct. App. 2001) (App. A, #5).

The cases Broom emphasizes in support of his motion to dismiss illustrate traditional class derivative suits and epitomize the policy and purposes of the derivative requirement and Rule 23. More importantly, they bear little resemblance to the case at

bar. In Carolina First Corp. v. Whittle, a derivative action was brought by three shareholders of Carolina First Corporation seeking primarily the recovery of disproportionate stock bonuses paid to three high level officers. 343 S.C. 176, 539 S.E.2d 402 (Ct. App. 2000). The shareholders essentially alleged that the bonus scheme utilized was a method of self-dealing at the expense of the corporation and was therefore detrimental to thousands of Carolina First shareholders alike. Id. at 176, 539 S.E.2d at 406. The South Carolina Supreme Court dismissed the action for failure to comply with the demand requirements of Rule 23. The Court explained:

> The [federal] rule was designed to protect against two kinds of potential abuse stemming from derivative actions. First, Rule 23.1 seeks to prevent the unrestrained use of derivative actions by minority shareholders, which would undermine the basic principle of corporate governance that the decisions of the corporation should be made by its management or, in certain situations, by an affirmative vote of a majority of the shareholders. The second reason, not applicable to the states, is to prevent collusive creation of diversity jurisdiction.

Id. at 176, 539 S.E.2d at 407. (internal citations and quotations omitted). This safeguard is unnecessary in a case such as the one before this Court. Here, there is no board of directors that would be undermined and no common interest to be protected and thus the case and the reasoning espoused in its holdings has no application under these circumstances.

Broom also relies on Strickland v. Flue-Cured Tobacco Cooperative Stabilization Corporation, 643 F. Supp. 310 (D.S.C. 1986). In Strickland, a derivative suit was brought by growers of flue-cured tobacco, as representatives of a class of persons comprised of all producers of flue-cured tobacco in the US and stockholders or members of the defendant co-op. Again, the case illustrates a class-action type derivative suit in

the traditional corporate setting wherein relief was being sought for a large class of persons with common injuries. The District Court dismissed the action for lack of standing and for failing to properly state a claim of which relief could be granted. Citing the policy concerns for Rule 23, the Court stated:

> This rule is ... reflects important policy concerns. Verification, for example, serves the important purpose of ensuring that the plaintiff or some other person has investigated the charges and found them to have substance. The requirement of a demand on directors and shareholders is designed, among other things, to require resort to the body legally charged with conduct of the company's affairs before licensing suit in the company's name by persons not so charged.

Id. at 316. (internal citations and quotations omitted). Again, these underlying policy concerns are inapplicable when the dispute is between only two owners, one of which has gone to great lengths to conceal rampant misconduct.

Lastly, Broom relies on Brown v. Hart Schaffner & Marx, 96 F.R.D. 64 (N.D. Ill. 1982), a U.S. District Court case from Illinois. There, a plaintiff brought a derivative action against Hart, Schaffner & Marx Corporation and all of its directors, alleging violations of federal securities laws, as well as common law fraud and breach of fiduciary duty. Id. at 66. It was determined that although the plaintiff had verified her complaint, she had done so "without having even the vaguest notion of whether or not a factual basis existed for any of the grave charges she had made against the HSM directors." Id. The District Court dismissed the action for failure to comply with the verification requirement of Rule 23 and in doing so described the policy behind it:

> Both individual and corporate defendants are put to great financial expense in the defense of stockholders' derivative suits. In addition, the corporation incurs indirect expenses, such as bad publicity and diversion of executives' time and energies from profitable corporate activities. This

> may lead to settlement even when there is no basis for the complaint; and the settlement-inducing nature of these suits, in turn, encourages plaintiffs and their fee-seeking attorneys to bring such unfounded strike suits.

Id. at 67. (citations omitted). Again, the policy expressed, i.e., discouraging of strike suits, is wholly irrelevant to a legitimate dispute between two business partners.

As evidenced by these cases, Rule 23 is intended to apply in the context of a class action as the underlying policies for derivative actions and the framework for Rule 23 only make sense in these traditional corporate settings. In stark contrast, policy reasons for requiring that shareholder suits be pursued derivatively via Rule 23 are largely absent in the context of a closely held corporation. This is unquestionably the case here.

For instance, it makes no sense for Andrews to submit a demand requesting relief from Broom for misconduct committed by Broom. Such a demand would undoubtedly be denied, thus impeding the fair and efficient resolution of a valid dispute. It makes even less sense to require Andrews to demonstrate that he adequately represents the interests of the shareholders. Andrews cannot, of course, represent the only other shareholder, in this case Broom, as he is the person with whom Andrews has the dispute. Their interests are clearly divergent. Finally, Andrews would derive no benefit by pursuing a purely derivative claim. Broom, the alleged wrongdoer and the only remaining shareholder, would theoretically be entitled share in any judgment procured on behalf of Tri-Star. This is an untenable result for our courts. See Lesesne v. Lesesne, 307 S.C. 67, 413 S.E.2d 847 (Ct. App. 1992) (App. A, #11); see also Lattimer v. Richmond & D.R. Co., 39 S.C. 44, 17 S.E. 258, 261 (1893) (holding that to prevent a failure of justice courts of equity recognize exceptions to the general rule requiring derivative action) (App. A, #10).

Further underscoring the lack of the Rule 23 policy objectives to the case at bar, Andrews would have to persuade Broom to bring an action against himself. See Anderson v. Clemens Mobile Homes, Inc., 333 N.W.2d 900, 904 (discussing the futility of the demand requirement in a two shareholder corporation and stating, "[o]ne cannot seriously contend that [the defendant] would have caused an action to be brought [against himself]") (App. A, #2). Additionally, such a suit under Rule 23 would, ironically, be subject to termination by Broom himself, the controlling shareholder/director. See American Law Institute, Principles of Corporate Governance: Analysis and Recommendations § 7.01(d) at 21 (2008) (a direct action may not be terminated on the basis of a board recommendation) (App. A, #1).

This flawed procedural undertaking would render Andrews right to bring suit meaningless and leave him without a remedy. This potential outcome makes it impractical for Andrews bring suit in such a fashion. Accordingly, the rationale behind the shareholders derivative requirement, as are the requirements outlined in Rule 23, is nonsensical within the context of the facts of the case at bar.

Because a derivative action and its procedural conduit have no application in this case and Andrews has sufficiently pled a direct action, Andrews should be allowed to proceed with his counterclaims.

II. ANDREWS MAY ASSERT A DIRECT ACTION AGAINST BROOM BASED ON WELL-RECONGNZED EXCEPTION TO GENERAL RULE REQUIRING DERIVATIVE ACTION.

A. The ALI Rationale and Thomas Exception

Because the overarching policy goals of derivative actions and Rule 23 are inapplicable in most disputes arising in closely held corporations, certain well-recognized

exceptions to this general rule have evolved. One of those exceptions applies when a stockholder suffers an injury as a result of a special relationship between the wrongdoer and the shareholder or an injury which is separate and distinct than that of the corporation.[6] See Lesesne at 68-69, 413 S.E.2d at 848; see also Hite v. Thomas & Howard Company of Florence, Inc., 305 S.C. 358, 361-62, 409 S.E.2d 340, 342 (1991) (App. A, #9). The other exception arises when circumstances **require** a complainant to proceed in a direct action because "full relief to the stockholder cannot be had through a recovery by the corporation." Brown v. Stewart, 348 S.C. 33, 557 S.E.2d 676 (Ct. App. 2001) (citing 19 Am.Jur.2d Corporations § 2268, at 167 (1986)).

This latter exception and the underlying rationale has been adopted by the American Law Institute[7] ("ALI") and applied by numerous jurisdictions. Section 7.01(d) states:

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[6] This Court recognized this exception in its order of October 7, 2011 and allowed Andrews to proceed on those claims.

[7] As the purveyor of the various Restatements and Principles of the Law, South Carolina courts have relied on the principles and rationales espoused by American Law Institute publications on numerous occasions and on a litany of topics. See e.g., Branham v. Ford Motor Co., 390 S.C. 203, 701 S.E.2d 5 (2010) (adopting the risk-utility test for products liability cases as published by the American Law Institute in the Restatement (Third) of Torts: Products Liability (1998) and emphasizing the Legislature's reliance on the ALI for guidance in this area of the law); Beall v. Doe, 281 S.C. 363, 315 S.E.2d 186 (Ct. App. 1984) (adopting the rule formulated by the American Law Institute in its Restatement (Second) of Judgments § 29 (1982) for determining whether a party is precluded from relitigating an issue with a nonparty as the more flexible and modern view); McDaniel v. McDaniel, 243 S.C. 286, 292, 133 S.E.2d 809, 813 (1963) (holding that the appropriate rule for determining standing in a death case is "succinctly and aptly stated in American Law Institute's Restatement, Conflict of Laws ..."); and Wiggins v. Moskins Credit Clothing Store, 137 F. Supp. 764, 766 (D.S.C. 1956) (citing the "prestige of the American Law Institute" as one of the reasons for adopting its new position on the recovery of damages for emotional distress resulting from abusive language).

> In the case of a closely held corporation, the court in its discretion may treat an action raising derivative claims as a direct action, exempt it from those restrictions and defenses applicable only to derivative actions, and order an individual recovery, if it finds that to do so will not (i) unfairly expose the corporation or the defendants to a multiplicity of actions, (ii) materially prejudice the interests of creditors of the corporation, or (iii) interfere with a fair distribution of the recovery among all interested persons.

American Law Institute, Principles of Corporate Governance: Analysis and Recommendations § 7.01(d) at 17 (2008).

Importantly, South Carolina courts have indicated they are receptive to adopting this well-recognized exception, but have been unable to do so formally because of its application to the facts of the two cases before the Court. See Babb v. Rothrock, 303 S.C. 462, 464-65, 401 S.E.2d 418, 419-20 (1991) (App. A, #3); see also Brown v. Stewart, 348 S.C. at 33, 557 S.E.2d at 685. The focus of our courts' discussions has been on the exception articulated in Thomas v. Dickson, 301 S.E.2d 49 (1983) (App. A, #15), wherein a stockholder is permitted to file an individual action for losses suffered by the corporation if the underlying reasons for requiring a derivative action are absent. Id. at 774.

Thomas involved Trio Sales, Inc., a Georgia corporation owned by three equal shareholders, one of which was Dickson, the plaintiff. Id. at 50-51. Each shareholder served as an officer and agreed to receive a monthly salary of $1000 and to distribute profits equally as bonuses. Id. Dickson eventually died and his shares passed to his wife through his estate. Id. At the time of his death no bonuses had been distributed. Subsequently, the two other defendant shareholders began paying bonuses to themselves but did not convey any part of the distribution of profits to the estate. Id. Dickson's

wife, individually and on behalf of his estate, filed an action against the corporation and the two shareholders for misappropriation and conversion of corporate assets. Id. The defendant shareholders sought a dismissal on the grounds that Dickson's action had to be brought derivatively and not directly. The trial court denied the motion and the two remaining shareholders appealed.

In its opinion, the Georgia Supreme Court set forth the reasons that shareholders must generally file derivative actions for losses suffered by the corporation:

> The reasons underlying the general rule are that (1) it prevents a multiplicity of lawsuits by shareholders; (2) it protects corporate creditors by putting the proceeds of the recovery back in the corporations; (3) it protects the interests of all shareholders by increasing the value of their shares, instead of allowing a recovery by one shareholder to prejudice the rights of others not a party to the suit; and (4) it adequately compensates the injured shareholder by increasing the value of his shares.

Id. at 51. After analyzing each of these reasons and whether or not they applied to Dickson's case, the court held that because Dickson was the sole injured shareholder and because the reasons underlying the general rule calling for corporate recovery did not exist, Dickson was properly allowed to bring a direct action. Id.

Our Court in Babb declined to adopt the Thomas exception based strictly upon the particular facts of the case. The Court determined that the claims of corporate creditors would be jeopardized and thus the parties could not maintain the action directly because at least one of the reasons for the general rule was prevalent. Babb, 303 S.C. at 464-65, 401 S.E.2d at 419-20.

The Thomas exception was again discussed in Brown v. Stewart, and though our court of appeals declined to apply it under the facts of the case, the exception received favorable treatment:

> Brown may not rely on the Thomas exception. As a result of the damage to the corporation, Brown suffered a reduction in the value of his stock. The damage to Brown as a stockholder, however, was shared by all of the stockholders including Silvers and Altier, who were dismissed from this action. Permitting Brown to maintain his action as an individual action would not protect the interests of all stockholders because the diminution in the value of the stock was suffered by all of the stockholders. Thus, the reasons for requiring a derivative action described in Thomas were not absent. **Pursuant to Babb, where the reasons are not absent, we must rely on the general rule that individuals may not sue corporate directors or officers for losses suffered by the corporation.**

Brown v. Stewart, at 775. Again, the Court found that one of the underlying reasons for requiring a derivative action was present, i.e., the protection of all injured shareholders. The language in the opinion, however, clearly suggests that under the proper factual scenario the Court would be inclined to apply the exception. The case at bar is easily distinguishable from both Babb and Brown and would thus fall within the framework of the Thomas exception.

In addition to Thomas, other courts have weighed-in in support the ALI/Thomas rationale and are similar to the case at bar. The case of Durham v. Durham, 871 A.2d 41 (N.H. 2005) (App. A, #7), is particularly persuasive as the New Hampshire Supreme Court was presented with facts nearly identical to the case at bar and chose to adopt the ALI's position for closely-held corporations. In Durham, the plaintiff shareholder brought a direct action against the other three shareholders of a closely held corporation for, *inter alia*, breach of fiduciary duty and unlawful distributions. The trial court determined that the plaintiff's claims should have been brought derivatively and dismissed them for failure to state a claim. On appeal, the plaintiff argued "that practical and policy reasons justify allowing a direct, as opposed to derivative, action against the