

**United States Bankruptcy Court
Middle District of Florida**

In re GPS Industries, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

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

AMOUNT	SOURCE
\$3,300,000.00	2009 YTD: Business Operations
\$13,490,000.00	2008: Business Operations
\$7,566,000.00	2007: Business Operations

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$3,489,794.78	See Exhibit A

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Exhibit B for Details		\$504,699.43	\$630,050.67

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Exhibit C for Details		\$1,232,906.65	\$0.00

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

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
See Exhibit D			

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

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

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

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

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

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Susan G. Komer P.O. Box 2164 Austin, TX 78768	None	December 2008	Abstract Painting, value unknown

8. Losses

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
McIntyre, Panzarella, Thanasides, Eleff & Hoffman, P.L. 6943 East Fowler Avenue Temple Terrace, FL 33617	5/18/09 \$3094.00 7/30/09 \$100,000.00	\$103,094.00

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
See Exhibit E		

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

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

11. Closed financial accounts

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

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

12. Safe deposit boxes

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

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

13. Setoffs

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
5500 152nd Street Suite 214 Surrey BC V3S 5J9	GPS Industries	Until October 2007
6500 River Place Blvd. Building IV, Suite 201 Austin TX, 78730	Uplink Corporation	Until January 2009

16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

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

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (JTIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME See Exhibit G				

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Russell Lee 1358 Fruitville Road Suite 210 Sarasota, FL 34236	10/8/08 to Current
David Haeckler 1358 Fruitville Road Suite 210 Sarasota, FL 34236	11/2000 to Current
Joe Miller 3038 W. 42nd Avenue Vancouver BC V6N 3H2	7/08 to 8/08

NAME AND ADDRESS

Bruce Stebbings
5273 5B Ave
Delta BC V4M 1K4

DATES SERVICES RENDERED
11/07 to 11/08

Rod Bond
4908 Bull Mountain Circle
Austin TX 78746

7/01 to 4/09

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Moore Stephens Lovelace

ADDRESS

1201 South Orlando Ave
Suite 400
Winter Park, FL 32789

DATES SERVICES RENDERED
2008

Sherb & Company

805 Third Ave
New York, NY 10022

2007

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Budget Self Storage
Records prior to 2007

ADDRESS

1880 DeSoto Road
Sarasota, FL 34234

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

NAME AND ADDRESS

Silcon Valley Bank
3003 Tasman Dr
Santa Clara, CA 95054

DATE ISSUED

Various Dates 2008 to 2009

Hansen, Inc
2600 Neville Rd
Pittsburgh, PA 15225

Approximately January 2009

Charles Mason, Jr.
1001 Courtyard Plaza
Latrobe, PA 15650

Approximately January 2009

20. Inventories

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

DATE OF INVENTORY
July 2009

INVENTORY SUPERVISOR
Conducted by Officers of the Corporation

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)
\$1,363,503.00

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY
July 2009

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
 RECORDS
Jenette Properties
1358 Fruitville Road
Sarasota, FL 34236

21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
See Exhibit H		

22 . Former partners, officers, directors and shareholders

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Joe Miller 3038 W 42nd Ave Vancouver, BC V6N 3H2	Chief Financial Officer	August 2008

23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 31, 2009

Signature _____
David Chessler
Chief Executive Officer

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

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

Exhibit A

TRX Date	Account Number	Credit Amount	Interest Income		Sale of asset	Clean up A/P	Inforennet - residual	Austin office sublet	JGE contract
			Sheshan	Currituck					
1/31/2008	01-71000-00-0000-00	1,948.38	1,948.38						
2/29/2008	01-71000-00-0000-00	1,968.08	1,968.08						
3/31/2008	01-71000-00-0000-00	1,987.97	1,987.97						
4/30/2008	01-71000-00-0000-00	2,008.07	2,008.07						
5/31/2008	01-71000-00-0000-00	2,028.38	2,028.38						
5/31/2008	01-71000-00-0000-00	219.60	219.60						
5/31/2008	01-71000-00-0000-00	203.46	203.46						
6/30/2008	01-71000-00-0000-00	2,048.89	2,048.89						
6/30/2008	01-72000-00-0000-00	374.62	374.62						
6/30/2008	01-72000-00-0000-00	789.58	789.58						
7/25/2008	01-72000-00-0000-00	598.70	598.70						
7/31/2008	01-71000-00-0000-00	2,069.60	2,069.60						
7/31/2008	01-71000-00-0000-00	359.64	359.64						
8/28/2008	01-72000-00-0000-00	631.90	631.90						
8/31/2008	01-71000-00-0000-00	344.54	344.54						
8/31/2008	01-71000-00-0000-00	2,090.53	2,090.53						
8/31/2008	01-72000-00-0000-00	668.55	668.55						
8/31/2008	02-72000-00-0000-00	4,555.62	4,555.62						
9/30/2008	01-71000-00-0000-00	329.33	329.33						
9/30/2008	01-71000-00-0000-00	2,111.66	2,111.66						
10/1/2008	01-72000-00-0000-00	3,423.61					3,423.61		
10/8/2008	01-72000-00-0000-00	653.06	653.06						
10/9/2008	02-72000-00-0000-00	1,500.00							1,500.00
10/29/2008	01-72000-00-0000-00	531.51	531.51						
10/31/2008	01-71000-00-0000-00	314.01	314.01						
10/31/2008	01-71000-00-0000-00	2,133.01	2,133.01						
10/31/2008	02-72000-00-0000-00	1,500.00							1,500.00
10/31/2008	02-72000-00-0000-00	15.00	15.00						
11/28/2008	01-72000-00-0000-00	546.06	546.06						
11/30/2008	01-71000-00-0000-00	2,154.58	2,154.58						
11/30/2008	01-71000-00-0000-00	298.57	298.57						
12/1/2008	01-71000-00-0000-00	1,000.00		1,000.00					
12/31/2008	01-71000-00-0000-00	2,176.36	2,176.36						
12/31/2008	01-71000-00-0000-00	283.02	283.02						
12/31/2008	01-72000-00-0000-00	5,438.38	5,438.38						5,438.38
12/31/2008	02-72000-00-0000-00	14,886.06	14,886.06						14,886.06
12/31/2008	02-72000-00-0000-00	780.00	780.00						780.00
		64,970.33	24,725.51	3,516.37	3,644.78	25,660.06	3,423.61	3,000.00	
1/2/2009	01-72000-00-0000-00	2,403.28	2,403.28						
1/28/2009	01-72000-00-0000-00	400.00	400.00						
1/31/2009	01-71000-00-0000-00	267.35	267.35						
2/28/2009	01-71000-00-0000-00	1,485.27	1,485.27						
2/28/2009	01-71000-00-0000-00	251.56	251.56						
3/31/2009	01-71000-00-0000-00	1,500.28	1,500.28						
3/31/2009	01-71000-00-0000-00	235.65	235.65						
4/14/2009	01-72000-00-0000-00	663.35	663.35						
4/14/2009	01-72000-00-0000-00	290.22	290.22						
4/30/2009	01-71000-00-0000-00	1,515.45	1,515.45						
4/30/2009	01-71000-00-0000-00	219.63	219.63						
4/30/2009	01-72000-00-0000-00	302,418.40	302,418.40						302,418.40
4/30/2009	01-72000-00-0000-00	3,489,794.78	3,489,794.78						3,489,794.78
		3,801,445.22	4,501.00	974.19	3,756.85	302,418.40	-	-	3,489,794.78

Exhibit B

Vendor Name	Address 1	Address 2	City	State	Zip Code	Payment Date	Amount Paid	Balance Currently Due
Canadian Dollars								
Agnew Bailiffs and Financial Adjusters Ltd.	#101 - 5550 - 152 Street		Surrey	BC	V3S 5J9	5/14/2009	\$18,483.93	\$0.00
Paragon Realty Corporation	PO Box 2127 CRO		Halifax	NS	B3J 3B7	5/29/2009	\$8,800.00	\$0.00
UPS (Halifax) RV4066						4/1/2009	\$6,528.68	\$196.99
							\$33,822.61	\$188.99
US Dollars								
American Express	PO Box 650448		Dallas	TX	75265-0448	4/13/2009	\$31,000.00	\$94,497.65
Austin Manufacturing Services	PO Box 80249		Austin	TX	78708	4/1/2009	\$60,000.00	\$0.00
Austin Manufacturing Services	PO Box 671161		Dallas	TX	75267-1161	5/26/2009	\$123,185.87	\$604,717.89
Carpenter, Kevin	9280 Newell Creek Rd		Ben Lomond	CA	95005	5/14/2009	\$5,403.01	\$0.00
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34238	5/19/2009	\$7,853.73	\$0.00
Chubb Group of Insurance Companies	P.O. Box 7777-1630		Philadelphia	PA	19175-1630	4/1/2009	\$6,229.00	\$0.00
Chubb Group of Insurance Companies	P.O. Box 7777-1630		Philadelphia	PA	19175-1630	4/17/2009	\$6,229.00	\$0.00
Deil Marketing L.P. (Atlanta)	C/O Dell USA L.P.	PO Box 534118	Delta	GA	30353-4118	5/19/2009	\$5,533.51	\$0.00
Engenuity Manufacturing Solutions LTD	570 Ebury Place		Austin	TX	V3M 6M8	4/1/2009	\$48,665.05	\$3,177.23
Exahertz Systems LLC	4111 Sun Spirit Drive		Austin	TX	78735	5/13/2009	\$6,497.00	(\$126,126.87)
Exahertz Systems LLC	4111 Sun Spirit Drive		Austin	TX	78735	6/4/2009	\$5,000.00	\$0.00
Exahertz Systems LLC	4111 Sun Spirit Drive		Austin	TX	78735	6/12/2009	\$5,000.00	\$0.00
Integrated Metal Products, Inc	PO Box 585		Leander	TX	78646-0585	4/3/2009	\$12,289.80	\$27,315.56
Moore Stephens Lovelace, P.A.	1201 S. Orlando Avenue	Suite 400	Winter Park	FL	32789-7192	5/15/2009	\$37,330.02	\$17,786.20
OnShore Resources	P.O. Box 82773		Austin	TX	78708	4/3/2009	\$7,000.20	\$0.00
OnShore Resources	P.O. Box 82773		Austin	TX	78708	4/16/2009	\$7,000.20	\$7,000.20
Porter, Ben						5/14/2009	\$7,306.38	\$0.00
Premium Financing Specialists, Inc	PO Box 30190		Tampa	FL	33630	4/6/2009	\$7,393.23	\$0.00
Premium Financing Specialists, Inc	PO Box 30190		Tampa	FL	33630	5/20/2009	\$7,393.23	\$369.66
Sherb & Co.	805 Third Avenue		New York	NY	10022	4/1/2009	\$10,000.00	\$0.00
Sophia Systems	422 Peninsula Ave		San Mateo	CA	94401	5/13/2009	\$11,691.00	\$0.00
T.A.S. Help Services, Inc	2326 Arlington Street		Sarasota	FL	34239	4/13/2009	\$7,000.00	\$0.00
T.A.S. Help Services, Inc	2326 Arlington Street		Sarasota	FL	34239	5/15/2009	\$7,000.00	\$0.00
T.A.S. Help Services, Inc	2326 Arlington Street		Sarasota	FL	34239	5/28/2009	\$7,000.00	\$0.00
TransGroup (Used)	P.O. Box 69207		Seattle	WA	98168	4/15/2009	\$5,576.59	\$1,102.16
United Health Care	Dept. CH 10151 600550151C0009		Palatine	IL	60055-0151	5/21/2009	\$26,000.00	\$0.00
						Total US Dollars	\$470,876.82	\$628,853.68
						Total	\$504,699.43	\$630,050.67

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Exhibit C

Vendor Name	Address 1	Address 2	City	State	Zip Code	Date	Amount
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	7/2/2008	\$20,000.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	7/18/2008	\$7,500.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	7/23/2008	\$16,291.50
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	7/29/2008	\$39,071.32
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	7/31/2008	\$20,000.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	8/7/2008	\$50,000.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	8/12/2008	\$4,771.17
Great White Shark Ent.	501 North Highway A1A		Jupiter	FL	33477	8/12/2008	\$31,371.79
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	8/20/2008	\$38,075.40
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	9/4/2008	\$10,024.01
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	9/4/2008	\$487.50
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	9/5/2008	\$20,000.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	9/12/2008	\$5,025.01
Silzer, Brent	3899 154th Street		Surrey	BC	V3S 0V3	9/18/2008	\$500.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	9/24/2008	\$55,766.00
Silzer, Larry (Cad)	C/O 601-808 Nelson Street		Vancouver	BC	V6Z 2H2	9/24/2008	\$5,082.60
Carpenter, Kevin	9290 Newell Creek Rd		Vancouver	BC	V6Z 2H2	9/24/2008	\$2,216.51
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	10/9/2008	\$2,177.85
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Ben Lomond	CA	95005	10/27/2008	\$5,000.00
Lee, Russ			Sarasota	FL	34236	10/27/2008	\$3,219.82
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	11/5/2008	\$17,239.00
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	11/5/2008	\$2,500.00
Lee, Russ			Sarasota	FL	34236	11/5/2008	\$3,159.86
Silzer, Brent	3899 154th Street		Surrey	BC	V3S 0V3	11/5/2008	\$8,793.76
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	11/5/2008	\$967.74
Golf Academies	Kestrel House	Maarine Road Eastbourne	East Sussex	UK	BN22	11/17/2008	\$50,000.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	11/25/2008	\$4,166.67
Golf Academies	Kestrel House	Maarine Road Eastbourne	East Sussex	UK	BN22	11/25/2008	\$18,000.00
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	11/25/2008	\$1,500.00
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	12/3/2008	\$2,500.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	12/11/2008	\$2,245.71
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	12/11/2008	\$1,500.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	12/12/2008	\$19,008.00
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	12/18/2008	\$5,565.52
Lee, Russ			Sarasota	FL	34236	12/18/2008	\$2,489.00
Silzer, Bob Sr (Usd)	3122-136th Street		Surrey	BC	V4P 3C8	12/18/2008	\$8,476.00

Vendor Name	Address 1	Address 2	City	State	Zip Code	Date	Amount
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	1/8/2009	\$2,561.53
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	1/8/2009	\$2,500.00
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	1/8/2009	\$1,500.00
GPSi Asia Inc.	Suite 601	808 Nelson Street	Vancouver	BC	V6Z 2H2	1/13/2009	\$28,848.10
Lee, Russ						1/16/2009	\$3,865.80
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	1/27/2009	\$1,500.00
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	2/3/2009	\$5,198.87
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	2/3/2009	\$2,500.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	2/13/2009	\$879.37
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	2/13/2009	\$275.61
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	2/13/2009	\$1,500.00
Golf Academies	Kestrel House	Maarine Road Eastbourne	East Sussex	UK	BN22	2/25/2009	\$25,000.00
Golf Academies	Kestrel House	Maarine Road Eastbourne	East Sussex	UK	BN22	3/3/2009	\$22,000.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	3/9/2009	\$2,010.03
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	3/11/2009	\$2,500.00
Lee, Russ						3/11/2009	\$1,516.60
GPS Industries, Inc	1358 Fruitville Rd		Sarasota	FL	34236	3/24/2009	\$12,264.57
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	3/31/2009	\$1,346.03
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	3/31/2009	\$12,050.34
DC Leasing, LLC	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	3/31/2009	\$2,500.00
GPS Industries, Inc	1358 Fruitville Rd		Sarasota	FL	34236	3/31/2009	\$150,000.00
Porter, Ben						3/31/2009	\$373.20
Golf Academies	Kestrel House	Maarine Road Eastbourne	East Sussex	UK	BN22	4/1/2009	\$50,000.00
GPS Industries, Inc	1358 Fruitville Rd		Sarasota	FL	34236	4/1/2009	\$50,000.00
GPS Industries, Inc	1358 Fruitville Rd		Sarasota	FL	34236	4/14/2009	\$323,951.54
Lee, Russ						4/23/2009	\$197.98
Porter, Ben						4/23/2009	\$824.93
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	5/14/2009	\$5,403.01
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	5/14/2009	\$3,949.91
Lee, Russ						5/14/2009	\$4,426.55
Porter, Ben						5/14/2009	\$7,306.38
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	5/15/2009	\$3,000.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	5/19/2009	\$1,297.02
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	5/19/2009	\$7,853.73
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	5/19/2009	\$1,500.00
Carpenter, Kevin	9290 Newell Creek Rd		Ben Lomond	CA	95005	5/28/2009	\$28.74

Insider Payments.xls

Vendor Name	Address 1	Address 2	City	State	Zip Code	Date	Amount
Chessler, David	1358 Fruitville Road, Unit 210		Sarasota	FL	34236	5/28/2009	\$28.74
YMG Designs	369 Avenida Leona		Sarasota	FL	34242	5/28/2009	\$1,500.00
Lee, Russ						6/1/2009	\$290.38
Porter, Ben						6/1/2009	\$596.83
Porter, Ben						6/4/2009	\$3,369.12
						Total	\$1,212,906.65

Exhibit D

**U.S. District Court
DISTRICT OF ARIZONA (Phoenix Division)
CIVIL DOCKET FOR CASE #: 2:07-cv-02128-JWS**

On November 1, 2007, ProLink filed a patent infringement lawsuit against the Company and Uplink. The complaint alleges that the Company, Uplink and one of each of the Company's and Uplink's customers have infringed U.S. Patent No. 6,525,690, which is directed to a method of determining locations and distances using specific GPS-based methodologies. The complaint also charged Uplink with infringement of U.S. Patent No. 6,236,940 and 6,470,242 which relate to a monitor for displaying distances and other golf course information. The complaint further seeks a declaratory judgment that ProLink has not infringed U.S. Patent No. 5,685,786 and that this patent is invalid; however, the federal judge presiding summarily dismissed all ProLink requests for declaratory judgment regarding U.S. Patent No. 5,685,786. By virtue of the Asset Purchase Agreement between the Company and Uplink, as amended effective January 18, 2008, the Company has assumed any liability of Uplink and has agreed to defend and indemnify Uplink at the Company's expense. In addition, the Company intends to indemnify and defend both its customer and Uplink's customer in connection with the litigation. The Company intends to vigorously defend this lawsuit.

**United States District Court
Northern District of Illinois - (Chicago)
CIVIL DOCKET FOR CASE #: 1:08-cv-04028**

On July 16, 2008, the Company, filed suit for patent infringement in the United States District Court for the Northern District of Illinois against ProLink , ProLink Solutions, LLC, ABC National Television Sales, Inc., and LinksCorp, Inc. The suit alleges infringement of U.S. Patent No. 5,685,786, which relates to on-screen display of centrally transmitted advertising and tournament standings information. The Company has also asserted U.S. Patent No. 5,438,518, which relates to the Company's position-based hole advance and screen scrolling technology. The Complaint also alleges that the ProLink and its related companies have made false representations in the marketplace and in connection with financing activities that they own rights in the U.S. Patent No. 5,438,518, when in fact they hold no interest in the patent and are not authorized to utilize the technology it covers. ABC has since been dismissed from the lawsuit based on a agreement between the parties. Further, this litigation has been stayed pending a reexamination of the patents in question by the U.S. Patent and Trademark Office.

Exhibit E

Name	Street	Suite	City	State	Zip	Relationship	Date of Transfer	Description of Property Transferred	Value Received
Club Car Inc.	P.O. Box 204658	Augusta GA 30917							
Optimal Recreation Solutions LP	700, Lavata, Suite 720		Austin	TX	78701	Third party Seller/Secure	Jan-09	Exclusive rights to patent #7,239,985	CCI partnership
GetView Investors LLC	369 AVENIDA LEONA					Affiliate	Dec-09	License rights to 093 Patent. Rights to recovery in patent litigation	Settle litigation
Great White Shark Enterprises	SARASOTA FL 34242					Shareholder/Secured	Jan-09	Rights to exploit "software only" field under 093 patent	ownership in licensee
Green Tulip, Inc and Green Tulip BVI	2041 Vista Parkway, Level 2, WPB, FL 33411						Nov-08	General Lien on all assets	\$3.5mm Loan
D Wood Holdings LLC	1348 Fruitville rd, ste 301, SRQ 34236						Apr-09	General Lien on all assets	Loan Facility
Hansen Inc.	31 Tall Trees Circle, Greensburg PA 15601						Apr-09	General Lien on all assets	\$750K Loan
									\$1.5mm Loan

2XF

Exhibit F

Page 17—Question 11—Closed financial accounts during past twelve months:

Institution Name	Address				Account Type	Account Number	Date Closed	Closing Balance
	Street	Suite	City	State				
HSBC	885 West Georgia Street		Vancouver	BC	V6C 3G1	020-090374-070	April-09	0
HSBC	885 West Georgia Street		Vancouver	BC	V6C 3G1	020-526199-070	April-09	0
Silicon Valley Bank	3003 Tasman Dr.		Santa Clara	CA	95054	3300601806	20-Apr-09	0
Silicon Valley Bank	3003 Tasman Dr.		Santa Clara	CA	95054	3300601798	20-Apr-09	0

Exhibit G


Exhibit H

Name	Title	Address				Beneficially owned shares
		Street	Suite	City	State	
Tony Sole	Chairman	P.O. Box 262080	Level 38 Shatha Tower	Dubai	UAE	0
Bart Collins	Director	501 North A1A		Jupiter	FL	100000
Declan Hogan	Director	P.O. Box 262080	Level 38 Shatha Tower	Dubai	UAE	0
David Chessler	CEO	1358 Fruitville Road	Suite 210	Sarasota	FL	5200000
Ben Porter	COO	1358 Fruitville Road	Suite 210	Sarasota	FL	3905000
Russ Lee	CFO	1358 Fruitville Road	Suite 210	Sarasota	FL	0
Alex Doaga	CTO	6554 176th Street	Suite 103	Surrey	BC	3336000
Gregory John Norman	Shareholder	501 North A1A		Jupiter	FL	588090417
Great White Shark Enterprises, Inc.	Shareholder	501 North A1A		Jupiter	FL	739381432
Istithmar PJSC	Shareholder	P. O. Box 17000		Duabi	UAE	574080104
Mulligan Ventures, Inc	Shareholder	4908 Bull Mountain Cove		Austin	TX	166673498
Tulip Business Developers, Ltd BVI Co.	Shareholder	P. O. Box 73147		Duabi	UAE	270240615
D. Wood Holdings, LLC	Shareholder	1001 Courtyard Plaza		Latrobe	PA	73040547
Robert Silzer	Shareholder	3122 136th Street		White Rock	BC	56740158

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 31, 2009

Signature 
David Chessler
Chief Executive Officer

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

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