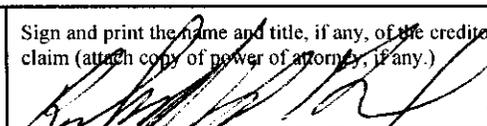


PROOF OF CLAIM

<p>United State Bankruptcy Court District of Idaho</p> <p>Instructions: Complete this form and mail to: US Bankruptcy Court, 550 West Fort St. MSC 042, Boise, ID 83724</p>	<p>PROOF OF CLAIM Chapter (please check appropriate box): 7[] 11[] 12[] 13[X]</p> <p>Proof of Claim Form and Supporting Documents are to be filed in DUPLICATE on Chapter 12 and 13 cases.</p>	<p>THIS SPACE FOR COURT USE ONLY</p> <p style="text-align: right; font-size: small;">FILED CLERK OF DISTRICT COURT BOISE, IDAHO FEB 2 2000</p>
<p>In Re: VLADIMIR AND TATYANA PANIOUCHKINE</p>	<p>CASE NUMBER: 99-41879</p>	
<p>NAME AND MAILING ADDRESS OF CREDITOR (The person or other entity to whom the debtor owes money or property):</p> <p>Textron Financial Corporation c/o Richard D. Greenwood P.O. Box 2249 Twin Falls, ID 83303-2249</p>	<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement so the case. A "Request" for payment of an administrative expense may be filed pursuant to 11 USC §503.</p>	
<p>ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR</p>	<p>Check here if this claim: [] REPLACES [] AMENDS a previously filed claim dated:</p>	
<p>1. BASIS FOR CLAIM: [X] Goods Sold [] Services Performed [] Monies Loaned [] Personal Injury/Wrongful Death [] Taxes [] Assignment [] Retiree Benefits as defined in 11 U.S.C. §1114(a) [] Wages, salaries and compensation: Social Security # _____</p> <p>Unpaid compensation for services performed from _____ to _____ Date Date</p>		
<p>2. DATE DEBT OCCURRED: May 17, 1999</p>	<p>3. IF COURT JUDGMENT, DATE OBTAINED:</p>	
<p>4. CLASSIFICATION OF CLAIM: Under the Bankruptcy Code, all claims are classified as one or more of the following: a. Secured b. Unsecured Nonpriority c. Unsecured Priority</p> <p>It is possible for part of a claim to be in one category and part in another. COMPLETE THE APPROPRIATE BOX(or boxes) that be described your claim and STATE THE AMOUNT OF THE CLAIM AT THE TIME THE CASE WAS FILED.</p>		
<p>SECURED CLAIM: \$ 25,583.23 Attached evidence of perfection of security interest Brief description of Collateral: [] Real Estate [] Motor Vehicle [X] Other Accounts receivable</p> <p>Amount of Arrearage and other charges at time case was filed included in secured claim above, if any \$ _____</p>	<p>UNSECURED PRIORITY CLAIMS: \$ _____ SPECIFY THE PRIORITY OF THE CLAIM:</p> <p>[] Wages, salaries, or commissions (up to \$4000, earned not more than 90 days before the filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier) 11 USC §507(a)(3)</p> <p>[] Contributions to an employee benefit plan - 11 USC §507(1)(4)</p> <p>[] Up to \$1800 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 USC §507(a)(6)</p> <p>[] Taxes or penalties of governmental units - 11 USC §507(a)(7)</p> <p>[] Other - Specify applicable paragraph of 11 USC §507(a) _____</p>	
<p>5. TOTAL AMOUNT OF CLAIM AT THE TIME THE CASE WAS FILED:</p> <p>UNSECURED: \$ _____ SECURED: \$ 25,583.23 PRIORITY: \$ _____ TOTAL: \$25,583.23</p> <p>[] Check if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.</p>		
<p>6. CREDITS AND OFFSETS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.</p>		<p>THIS SPACE FOR COURT USE ONLY</p> <p style="font-size: 2em; text-align: center;">40</p>
<p>7. SUPPORTING DOCUMENTS: ATTACH COPIES OF SUPPORTING DOCUMENTS, such as promissory notes, purchase orders, invoices, assignments, deficiency documents, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.</p>		
<p>DATE: February 2, 2000</p>	<p>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any.)</p> <p style="text-align: center;"> RICHARD D. GREENWOOD Telephone No. 208-733-5737</p>	

- PLEASE TYPE THIS FORM IN BLACK
- Filing fees:
 - With Secretary of State. Except for pre-paid account users, enclose filing fee of \$6.00 if form is typed, or \$10.00 if not typed. For attachments, add \$1.00 per page. Pre-paid account users must enter Customer Number in "Filing Office Use" block to right.
 - Fixture filing with County Recorder. Enclose recording fee of \$3.00 per page.
- File only the original. Make copies for your file. The original will be returned as your acknowledgement.
- Enter only one debtor's name or assumed name per debtor block exactly as it is to be indexed. If more than four names use an attached sheet. Enter individual debtor names: Last, First Middle Title; e.g. Smith, John Alan Jr.
- When the obligation has been satisfied, complete the Termination Statement and return the original to the filing officer.

Form approved by Pete T. Canarrusa, Secretary of State, UCC Division, PO BOX 83720, Boise, ID 83720. Ph 208-334-3131.

Debtor #1 (Last name, first, middle, title & mailing address) PANIOUCHKINE, VLADIMIR DBA VIVAT LOGISTICS 255 BONNY DR. TWIN FALLS, ID 83301 <p style="text-align: right;">518-47-9401</p>	Debtor #3
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Debtor #2	Debtor #4
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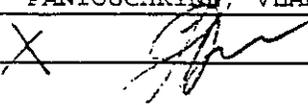
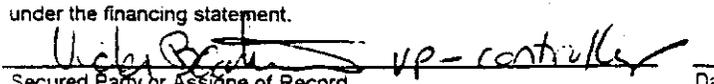
Secured Party and Address SYSTRAN Financial Services Corporation, Textron Financial Corporation and their affiliates (SYSTRAN) PO Box 3289 Portland, OR 97208 <p style="text-align: right;">93-0856748</p>	Assignee and Address Check If Covered <input checked="" type="checkbox"/> Products of collateral are also covered
---	--

Mailing Address for acknowledgement, if not Secured Party SYSTRAN Financial Services Corp. P.O. Box 3289 Portland, OR 97208-3289	If one of the following boxes is checked, the secured party may sign the financing statement. The collateral described herein is: <input type="checkbox"/> Brought into this state already subject to a security interest in another jurisdiction. <input type="checkbox"/> Subject to a security interest in another jurisdiction, and the debtor's location has changed to this state. <input type="checkbox"/> Proceeds of the original collateral described below in which a security interest was perfected. <input type="checkbox"/> The subject of a financing statement which has lapsed. <input type="checkbox"/> Subject to a security interest perfected under a prior name or identity of the debtor.
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This financing statement covers the following types or items of property:
 (If this is a fixture, timber or mineral filing to be recorded with the County Recorder, include legal description and name of record owner, if required.)
 ACCOUNTS RECEIVABLE AND OTHER COLLATERAL. SEE ATTACHED.

 PO BOX 5151
 TWIN FALLS, ID 83303

 Debtor's ~~PO BOX 5151~~ *PO BOX 5151*

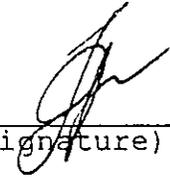
Signature(s) of Debtor(s) PANIOUCHKINE, VLADIMIR DBA <i>Vivat Logistics</i> 	Filing Office Use Only IDAHO SECRETARY OF STATE 05/20/1999 04:04 CK: 8648 CT: 19577 BH: 218669 1 @ 6.00 = 6.00 UCC1 FILE # 4 2 @ 1.00 = 2.00 ATTACH # 5 Filing Number: B 836162
Secured Party Signature SYSTRAN Financial Services Corporation and their affiliates (SYSTRAN) TERMINATION STATEMENT - The Secured Party no longer claims a security interest under the financing statement.  <i>vp-controller</i> Secured Party or Assignee of Record Date	

SECURED PARTY COPY

UCC-1 ATTACHMENT

All accounts and accounts receivable of Debtor presently existing or hereafter created, including those created by Debtor's performance of transportation or other services together with any and all funds deposited with SYSTRAN by Debtor, and all guaranties, securities, books, records, accounts, correspondence and documents pertaining in whole or in part to any of the foregoing. All of Debtor's contract rights, general intangibles, money, instruments, documents, chattel paper, securities, credits, claims and demands against SYSTRAN or others. All proceeds of the foregoing.

Paniouchkine, Vladimir dba
Vivat Logistics

X 

(Signature)

PLEASE TYPE THIS FORM IN BLACK

- Filing fees:
- With Secretary of State Except for pre-~~paid~~ account users, enclose filing fee of \$6.00 if form is typed, or \$10.00 if not typed. For attachments, add \$1.00 per attachment page. Pre-paid account users must enter Customer Number in "Filing Office Use" block to right.
 - Fixture filing with County Recorder. Enclose recording fee of \$3.00 per page.
- File only the original. Make copies for your file. The original will be returned as your acknowledgement.
 - Enter only one debtor's name or assumed name per debtor block exactly as it is to be indexed. If more than four names use an attached sheet. Enter individual debtor names: Last, First Middle Title; e.g. Smith, John Alan Jr.
 - When the obligation has been satisfied, complete the Termination Statement and return the original to the filing officer.

Form approved by Pete T. Cenarrusa, Secretary of State, UCC Division, PO BOX 83720, Boise, ID 83720. Ph 208-334-3191.

Debtor #1 (Last name, first, middle, title & mailing address) Vivat Logistics an assumed business name of Paniouchkine, Vladimir 255 Berry Rd. Twin Falls, ID 83301 <i>82-0503848</i>	Debtor #3 <p style="text-align: center;">See attached additional Debtor(s)</p>
Debtor #2	Debtor #4

Secured Party and Address SYSTRAN Financial Services Corporation, Textron Financial Corporation and their affiliates (SYSTRAN) PO Box 3289 Portland, OR 97208 <p style="text-align: right;">93-0856748</p>	Assignee and Address Check if Covered <input checked="" type="checkbox"/> Products of collateral are also covered
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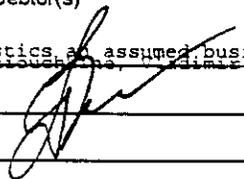
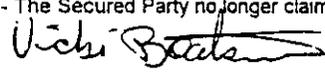
Mailing Address for acknowledgement, if not Secured Party SYSTRAN Financial Services Corp. P.O. Box 3289 Portland, OR 97208-3289	If one of the following boxes is checked, the secured party may sign the financing statement. The collateral described herein is: <input type="checkbox"/> Brought into this state already subject to a security interest in another jurisdiction. <input type="checkbox"/> Subject to a security interest in another jurisdiction, and the debtor's location has changed to this state. <input type="checkbox"/> Proceeds of the original collateral described below in which a security interest was perfected. <input type="checkbox"/> The subject of a financing statement which has lapsed. <input type="checkbox"/> Subject to a security interest perfected under a prior name or identity of the debtor.
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This financing statement covers the following types or items of property:
 If this is a fixture, timber or mineral filing to be recorded with the County Recorder, include legal description and name of record owner, if required.)
ACCOUNTS RECEIVABLE AND OTHER COLLATERAL. SEE ATTACHED.

 PO Box 5151
 Twin Falls, ID 83303

 Debtor's SS#518-47-9401

SEE ATTACHED FOR DETAILS

Signature(s) of Debtor(s) Vivat Logistics, an assumed business name of Paniouchkine, Vladimir 	<p style="text-align: center;">Filing Office Use Only</p> <p style="text-align: center;">IDAHO SECRETARY OF STATE</p> <p style="text-align: center;">05/20/1999 04:04</p> <p style="text-align: center;">CX: 8648 CT: 19577 BH: 218669</p> <p style="text-align: center;">1 @ 6.00 = 6.00 UCC1 FILE # 6 2 @ 1.00 = 2.00 ATTACH # 7</p> <p style="text-align: center;">Filing Number: B 836163</p>
Secured Party Signature SYSTRAN Financial Services Corporation and their affiliates (SYSTRAN) TERMINATION STATEMENT - The Secured Party no longer claims a security interest under the financing statement.  VP - Controller Secured Party or Assignee of Record _____ Date _____	

FILING OFFICER COPY

Revised 6/94

UCC-1 ATTACHMENT

All accounts and accounts receivable of Debtor presently existing or hereafter created, including those created by Debtor's performance of transportation or other services together with any and all funds deposited with SYSTRAN by Debtor, and all guaranties, securities, books, records, accounts, correspondence and documents pertaining in whole or in part to any of the foregoing. All of Debtor's contract rights, general intangibles, money, instruments, documents, chattel paper, securities, credits, claims and demands against SYSTRAN or others. All proceeds of the foregoing.

Vivat Logistics an assumed business
Name of Paniouchkine, Vladimir

X _____
(Signature)

SEE ATTACHED FOR DETAILS



SYSTRAN

Financial Services Corporation
Division of Textron Financial Corporation

October 7, 1999

Mr. Vladimir Paniouchkine
Pan Trans, Inc.
1845 Osterloh Ave.
Twin Falls, ID 83303-5151

VIA FACSIMILE & UPS NEXT DAY AIR

Re: Termination

Dear Vladimir:

As you know, your account has been in a deficit due to the fact that Pan Trans, Inc. deposited checks in payment of invoices factored by and owing to Systran. In addition, Pan Trans, Inc. sold Systran some invoices with driver advances that were not deducted from the invoice amount, thus when the invoices were paid this amount was deducted by your customer, and the invoice paid short. Finally, three invoices were paid short due to damage and shortage claims. The detail of these invoices is shown below.

Checks deposited by Pan Trans, Inc.

Invoice #	Amount
5026	\$1940
7019	\$ 675
6019	\$1710
7024	\$1000
8022	\$3451

Invoices paid short due to driver advances not shown on the invoices

Invoice #	Amount
8017	\$1000
8011	\$ 731

Invoices paid short due to damage/shortage claims

Invoice #	Amount
7020	\$1864
8009	\$ 138
8012	\$1544

Grand Total: \$14,053.00