

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA**

In re: GLOBAL PROCESSING SYSTEMS, INC.

Case Number: 02-21634(JKF)

SCHEDULES OF ASSETS AND LIABILITIES

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA**

In re: GLOBAL PROCESSING SYSTEMS, INC.

Case No: 02-21634(JKF)

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached.

Report totals from Schedules A, B, D, E, F, I and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E and F to determine the total amount of the debtor's liability.

NAME OF SCHEDULE	ATTACHED (YES/NO)	ASSETS	LIABILITIES
A. Real Property	Yes	\$0.00	
B. Personal Property	Yes	\$35,913,908.61	
C. Property Claimed As Exempt	No		
D. Creditors Holding Secured Claims	Yes		\$0.00
E. Creditors Holding Unsecured Priority Claims	Yes		\$0.00
F. Creditors Holding Unsecured Nonpriority Claims	Yes		\$12,598,476.79
G. Executory Contracts and Unexpired Leases	Yes		
H. Codebtors	Yes		
EXHIBITS TO SCHEDULE			
I. Current Income of Individual Debtor(s)	No		
J. Current Expenditure of Individual Debtor(s)	No		
TOTALS		\$35,913,908.61	\$12,598,476.79

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or holds a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

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

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GLOBAL PROCESSING SYSTEMS, INC.

Debtor

02-21634 (JKF)

Case No.

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Net Book Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
-None-			
Total Debtor -			

Total -

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, identify by inserting the word "None" where appropriate. If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed on Schedule C - Property Claimed as Exempt.

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

See Attached

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In re: **GLOBAL PROCESSING SYSTEMS, INC.**

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SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE
1. Cash on hand.	X	NONE	\$0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X	NONE	\$0.00
3. Security deposits with public utilities, telephone companies, landlords and others.	X	NONE	\$0.00
4. Household goods and furnishings, including audio, video and computer equipment.	X	NONE	\$0.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc and other collections or collectibles.	X	NONE	\$0.00
6. Wearing apparel.	X	NONE	\$0.00
7. Furs and jewelry.	X	NONE	\$0.00
8. Firearms and sports, photographic and other hobby equipment.	X	NONE	\$0.00
9. Interests in insurance policies. Name of insurance company of each policy and itemize surrender or refund value of each.	X	NONE	\$0.00
10. Annuities. Itemize and name each issuer.	X	NONE	\$0.00
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plan.	X	NONE	\$0.00
12. Stock and interest in incorporated and unincorporated businesses.		SEE EXHIBIT-B12	\$29,283,004.00

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SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE
13. Interest in partnerships or joint ventures.	X	NONE	\$0.00
14. Government and corporate bonds and other negotiable and non-negotiable instruments.	X	NONE	\$0.00
15. Accounts receivable.		SEE EXHIBIT-B15	\$6,630,904.61
16. Alimony, maintenance, support and property settlements to which the debtor is or may be entitled.	X	NONE	\$0.00
17. Other liquidated debts owing debtor including tax refunds.	X	NONE	\$0.00
18. Equitable future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X	NONE	\$0.00
19. Contingent and noncontigent interests in estate of a decedent, death benefit plan, life insurance policy or trust	X	NONE	\$0.00
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor and rights to setoff claims.	X	NONE	\$0.00
21. Patents, copyrights and other intellectual property.		SEE EXHIBIT-B21	\$0.00
22. Licenses, franchises and other general intangibles.	X	NONE	\$0.00

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SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE
23. Automobiles, trucks, trailers and other vehicles and accessories.	X	NONE	\$0.00
24. Boats, motors and accessories.	X	NONE	\$0.00
25. Aircraft and accessories.	X	NONE	\$0.00
26. Office equipment, furnishings and supplies.	X	NONE	\$0.00
27. Machinery, fixtures, equipment and supplies used in business.	X	NONE	\$0.00
28. Inventory.	X	NONE	\$0.00
29. Animals.	X	NONE	\$0.00
30. Crop - growing or harvested.	X	NONE	\$0.00
31. Farm equipment and implements.	X	NONE	\$0.00
32. Farm supplies, chemicals and feed.	X	NONE	\$0.00
33. Other personal property of any kind not already listed.	X	NONE	\$0.00
TOTAL:			\$35,913,908.61

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B12

Asset Id	Description	Location	Net Book Value
1530	GPX FORGE, INC. 100% OWNERSHIP INTEREST	CORPORATE ADDRESS 600 GRANT STREET PITTSBURGH, PA 15219	\$16,674,005.00
1531	TMPSC, INC. 100% OWNERSHIP INTEREST	CORPORATE ADDRESS 600 GRANT STREET PITTSBURGH, PA 15219	\$12,608,999.00
		TOTAL	<u>\$29,283,004.00</u>

NOTE: Balances represent historical cost basis of accounting.

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**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B15**

Asset Id	Description	Location	Net Book Value
1648	INTERCOMPANY RECEIVABLES	GLOBAL INDUSTRIAL TECHNOLOGIES SERVICES CO. 600 GRANT ST PITTSBURGH, PA 15219	\$6,630,904.61
		TOTAL	<u>\$6,630,904.61</u>

NOTE: Due to the voluminous and detailed nature of the Debtor's records concerning accounts receivable, all accounts receivable are reported herein at an aggregate net book value for the specified locations as of the Petition Date.

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B21

Asset Id	Description	Location	Net Book Value
1191	TRADEMARK:ROADHOG COUNTRY:USA DATE:04/11/00 TRADEMARK NUMBER: 2341105	CORPORATE OFFICE 600 GRANT STREET, 51ST FLOOR PITTSBURGH, PA 15219	UNKNOWN
		TOTAL	<u>\$0.00</u>

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SCHEDULE D -- CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and the account number, if any, of all the entities holding claims secured by property of the debtor as of the date of filing the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, or other security interests. List creditors in alphabetic order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor." Include the entity on the appropriate schedule of creditors, and complete **Schedule H - Codebtors**.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed in this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

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SCHEDULE E -- CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority, should be listed on this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete **Schedule H - Codebtors**. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this **Schedule E** in the box labeled "Total" on the last sheet of the complete schedule. Repeat this total also on the **Summary of Schedules**.

- Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Extensions of Credit in an Involuntary Case

- Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before earlier of the appointment of a trustee or the order for relief. 11 U.S.C § 507(a)(2).

Wages, Salaries, and Commissions

- Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650 per person, earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C § 507(a)(3).

Contributions to Employee Benefit Plans

- Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Certain Farmers and Fishermen

- Claims of certain farmers and fishermen, up to \$4,650 per farmer or fisherman, against the debtor, as provided in 11 U.S.C § 507(a)(5).

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Deposits by Individuals

- Claims of individuals up to \$2,100 for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

Alimony, Maintenance, or Support

- Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C § 507(a)(7) on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint or Community."

Taxes and Certain Other Debts Owed to Government Units

- Taxes, customs, duties, and penalties owing to federal, state and local governmental units as set forth in 11 U.S.C § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

- Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

NOTE: The Bankruptcy Court has entered certain orders granting authority for the Debtor to make payments to certain parties who may otherwise have sought priority under 11 U.S.C. Sections 507(a)(3), 507(a)(4) and 507(a)(8). To the extent the Debtor subsequently made payments as permitted under the applicable orders, the recipients are not listed herein.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Claim was incurred on or before the date listed below. If claim is subject to setoff, so state. Date Amount	Contingent			Amount of Claim	Amount Entitled to Priority
		Unliquidated	Disputed	Co-Debt		
Sub Schedule	FRANCHISE AND INCOME TAX					
INTERNAL REVENUE SERVICE PHILADELPHIA PA 19255 Creditor: 782 - 01 Vendor: V021085	02/14/2002	X	X		Unliquidated	UNKNOWN
STATE OF DELAWARE DIVISION OF REVENUE 820 N. FRENCH STREET PO BOX 2044 WILMINGTON DE 19899-2044 Creditor: 38544 - 17	02/14/2002	X	X		Unliquidated	UNKNOWN
STATE OF ILLINOIS DEPARTMENT OF REVENUE PO BOX 19031 SPRINGFIELD IL 62794 Creditor: 38528 - 17	02/14/2002	X	X		Unliquidated	UNKNOWN
STATE OF NEW JERSEY DIVISION OF TAXATION CORPORATION TAX PO BOX 666 TRENTON NJ 08646-0666 Creditor: 5067 - 01 Vendor: V027227	02/14/2002	X	X		Unliquidated	UNKNOWN
STATE OF SOUTH CAROLINA DEPARTMENT OF REVENUE CORPORATION RETURN COLUMBIA SC 29214 Creditor: 101567 - 17	02/14/2002	X	X		Unliquidated	UNKNOWN
Total Sub Schedule:					\$0.00	\$0.00
Total Schedule E:					\$0.00	\$0.00

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SCHEDULE F -- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all the entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in **Schedules D and E**. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete **Schedule H Codebtors**. If a joint petition is filed, state whether husband, wife, both of them, or the martial community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed in this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the **Summary of Schedules**.

See Attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS

Creditor's Name and Mailing Address	Claim was incurred on or before the date listed below. If claim is subject to setoff, so state. Date Amount	Contingent			Amount of Claim
		Unliquidated		Disputed	
			Co Debt		
Sub Schedule	CONTRACTS				
ACE USA C/O CHRIS GARDNER 1601 CHESTNUT STREET, TL 19F PHILADELPHIA PA 19103 Creditor: 51723 - 27	02/14/2002	X	X		Unliquidated
AETNA U.S. HEALTHCARE PO BOX 1445, ATTN:MAILCODE U15B 1425 UNION MEETING RD BLUE BELL PA 19422 Creditor: 97659 - 45	02/14/2002	X	X		Unliquidated
AMERICAN INTERNATIONAL INSURANCE COMPANIES C/O C. ROBERT MORGAN II ONE CLEVELAND CENTER 1375 EAST NINTH STREET CLEVELAND OH 44114 Creditor: 91236 - 36	02/14/2002	X	X		Unliquidated
BLUE CARE NETWORK P.O. BOX 5043 25925 TELEGRAPH RD. SOUTHFIELD MI 48086-5043 Creditor: 97665 - 45	02/14/2002	X	X		Unliquidated
BLUE CROSS & BLUE SHIELD OF ALABAMA 450 RIVERCHASE PARKWAY EAST BIRMINGHAM AL 35298 Creditor: 97666 - 45	02/14/2002	X	X		Unliquidated
BOHLIN DEVELOPMENT CO. 129 FIRTH ROAD INVERNESS IL 60067 Creditor: 91256 - 36	02/14/2002	X	X		Unliquidated
CAREMARK INC. 2211 SANDERS ROAD NORTHBROOK IL 60062 Creditor: 97667 - 45	02/14/2002	X	X		Unliquidated
CERIDIAN BENEFITS SERVICE, INC. 3201 34TH STREET SOUTH ST. PETERSBURG FL 33711 Creditor: 97669 - 45	02/14/2002	X	X		Unliquidated
HEALTH NET OF CALIFORNIA, INC. COST CENTER-52135 3400 DATA DRIVE, 3 EAST RANCHO CORDOVA CA 95670 Creditor: 97672 - 45	02/14/2002	X	X		Unliquidated

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SCHEDULE G -- EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests.

State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

LISTING A CONTRACT OR AGREEMENT ON THIS SCHEDULE DOES NOT CONSTITUTE AN ADMISSION THAT SUCH CONTRACT OR AGREEMENT IS AN EXECUTORY CONTRACT OR UNEXPIRED LEASE OR THAT SUCH CONTRACT OR AGREEMENT IS VALID OR ENFORCEABLE. ANY AND ALL OF THE DEBTOR'S RIGHTS, CLAIMS AND CAUSES OF ACTION WITH RESPECT TO THE CONTRACTS AND AGREEMENTS LISTED ON THIS SCHEDULE ARE HEREBY RESERVED AND PRESERVED.

OMISSION OF A CONTRACT OR AGREEMENT FROM THIS SCHEDULE DOES NOT CONSTITUTE AN ADMISSION THAT SUCH OMITTED CONTRACT OR AGREEMENT IS NOT AN EXECUTORY CONTRACT OR UNEXPIRED LEASE. THE DEBTOR'S RIGHTS UNDER THE BANKRUPTCY CODE WITH RESPECT TO ANY SUCH OMITTED CONTRACT OR AGREEMENT ARE NOT IMPAIRED BY THE OMISSION. THIS SCHEDULE MAY BE AMENDED AT ANY TIME TO ADD ANY OMITTED CONTRACT OR AGREEMENT.

NOTE: Insurance policies are in the name of RHI Refractories Holding Company or RHI Refractories America. The Debtor is included as an additional insured under the policies.

NOTE: Contracts for employee benefits were entered into by RHI Services Inc., as agent for affiliated companies, including the Debtor.

See Attached

Schedule G- Executory Contracts and Unexpired Leases

Name and Mailing Address of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest, State Whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
Sub Schedule	CONTRACT LEASES
ACE USA C/O CHRIS GARDNER 1601 CHESTNUT STREET, TL 19F PHILADELPHIA PA 19103 Creditor: 51723	INSURANCE CONTRACT WORKERS COMPENSATION
AETNA U.S. HEALTHCARE PO BOX 1445, ATTN:MAILCODE U15B 1425 UNION MEETING RD BLUE BELL PA 19422 Creditor: 97659	HEALTH BENEFITS AGREEMENT
AMERICAN INTERNATIONAL INSURANCE COMPANIES C/O C. ROBERT MORGAN II ONE CLEVELAND CENTER 1375 EAST NINTH STREET CLEVELAND OH 44114 Creditor: 91236	INSURANCE CONTRACTS AUTOMOBILE INSURANCE AUTOMOBILE INSURANCE (TEXAS) GENERAL LIABILITY INSURANCE GENERAL LIABILITY INSURANCE (LEGACY) GENERAL LIABILITY INSURANCE (FOREIGN) UMBRELLA LIABILITY INSURANCE WORKERS COMPENSATION (FOREIGN) AVIATION PRODUCTS LIABILITY INSURANCE LAWYERS PROFESSIONAL LIABILITY INSURANCE
BLUE CARE NETWORK P.O. BOX 5043 25925 TELEGRAPH RD. SOUTHFIELD MI 48086-5043 Creditor: 97665	GROUP ENROLLMENT & COVERAGE AGREEMENT
BLUE CROSS & BLUE SHIELD OF ALABAMA 450 RIVERCHASE PARKWAY EAST BIRMINGHAM AL 35298 Creditor: 97666	GROUP HEALTH BENEFITS CONTRACT
BOHLIN DEVELOPMENT CO. 129 FIRTH ROAD INVERNESS IL 60067 Creditor: 91256	PROPERTY LEASE AGREEMENT
CAREMARK INC. 2211 SANDERS ROAD NORTHBROOK IL 60062 Creditor: 97667	PRESCRIPTION BENEFIT MANAGEMENT AGREEMENT

Schedule G- Executory Contracts and Unexpired Leases

Name and Mailing Address of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest, State Whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
Sub Schedule	CONTRACT LEASES
CERIDIAN BENEFITS SERVICE, INC. 3201 34TH STREET SOUTH ST. PETERSBURG FL 33711 Creditor: 97669	SERVICE BUREAU AGREEMENT AGREEMENT FOR SERVICES
HEALTH NET OF CALIFORNIA, INC. COST CENTER-52135 3400 DATA DRIVE, 3 EAST RANCHO CORDOVA CA 95670 Creditor: 97672	HMO HEALTH COVERAGE AGREEMENT
HEALTHAMERICA PENNSYLVANIA, INC. WESTERN PENNSYLVANIA FIVE GATEWAY CENTER PITTSBURGH PA 15222 Creditor: 97673	GROUP HEALTH CONTRACT
HIGHLAND CONSULTING ASSOCIATES, INC. 25651 DETROIT ROAD CLEVELAND OH 44145 Creditor: 97674	CLIENT ADVISORY AGREEMENT
HIGHMARK INC. D.B.A HIGHMARK BLUE CROSS BLUE SHIELD FIFTH AVENUE PLACE 120 FIFTH AVENUE PITTSBURGH PA 15222-3099 Creditor: 97675	NON-MANAGED CARE AGREEMENT NETWORK PROGRAM AGREEMENT NON-MANAGED CARE AGREEMENT NETWORK PROGRAM AGREEMENT
HIGHMARK LIFE & CASUALTY GROUP PO BOX 535061 PITTSBURGH PA 15253-5061 Creditor: 97677	STOP LOSS INSURANCE CONTRACT (EMPLOYEE BENEFITS)
INTERACTIVE INFORMATION SERVICE, INC. 1375 EAST 9TH ST., SUITE 2200 CLEVELAND OH 44114 Creditor: 97680	CUSTOMER AGREEMENT
OPTIMUM CHOICE, INC. 4 TAFT COURT ROCKVILLE MD 20850 Creditor: 97693	GROUP AGREEMENT

Schedule G- Executory Contracts and Unexpired Leases

Name and Mailing Address of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest, State Whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
Sub Schedule	CONTRACT LEASES
RUNZHEIMER INTERNATIONAL 425 F.W. HARTFORD DR. PORTSMOUTH NH 03801 Creditor: 97697	CONSULTING SERVICES AGREEMENT
STARR EXCESS LIABILITY INSURANCE CO. LTD. 175 WATER STREET - 19TH FLOOR NEW YORK NY 10038 Creditor: 91515	INSURANCE CONTRACT EXCESS LIABILITY INSURANCE
STATE COMPENSATION INSURANCE FUND PO BOX 7980 SAN FRANCISCO CA 94120 Creditor: 51726	INSURANCE CONTRACT WORKERS COMPENSATION
THE FRICK COMPANY 10101 WOODFIELD LANE ST. LOUIS MO 63132 Creditor: 91533	SERVICE CONTRACT
THE FRICK COMPANY 10101 WOODFIELD LANE ST. LOUIS MO 63132 Creditor: 97700	SERVICE AGREEMENT
THE NORTHERN TRUST COMPANY 50 SOUTH LA SALLE STREET CHICAGO IL 60675 Creditor: 97702	MASTER RETIREMENT TRUST AGREEMENT
THE VANGUARD GROUP, INC. ATTN: RAY BAKER, L21 PO BOX 2900 VALLEY FORGE PA 19482 Creditor: 91540	RECORDKEEPING FEE AGREEMENT (SAVINGS PLAN) RECORDKEEPING FEE AGREEMENT(401K PLAN) RECORDKEEPING FEE AGREEMENT (401K PLAN NON-BARGAINING HOURLY) RECORDKEEPING FEE AGREEMENT(401K PLAN HOURLY)
UNICARE HEALTH PLANS OF THE MIDWEST, INC. 233 S. WACKER DRIVE, SUITE 3900 CHICAGO IL 60606-6309 Creditor: 97705	GROUP HEALTH CARE CONTRACT

Schedule G- Executory Contracts and Unexpired Leases

Name and Mailing Address of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest, State Whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
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Sub Schedule	CONTRACT LEASES
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UNITED CONCORDIA 4401 DEER PATH ROAD HARRISBURG PA 17110 Creditor: 97706	CLAIMS ADMINISTRATION CONTRACT (DENTAL)
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UNITED STEELWORKERS OF AMERICA, LOCAL 652104 FIVE GATEWAY CENTER, 7TH FLOOR PITTSBURGH PA 15222 Creditor: 97707	STEELWORKERS HEALTH & WELFARE FUND PARTICIPATION AGREEMENT
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UNUM LIFE INSURANCE COMPANY OF AMERICA 2211 CONGRESS STREET PORTLAND ME 04122 Creditor: 97708	INSURANCE CONTRACTS (EMPLOYEE BENEFITS) LONG-TERM DISABILITY HOURLY LIFE INSURANCE LIFE INSURANCE VOLUNTARY ACCIDENTAL DEATH & DISMEMBERMENT INSURANCE GROUP ACCIDENTAL DEATH & DISMEMBERMENT POLICY BASIC ACCIDENTAL DEATH & DISMEMBERMENT POLICY GROUP ACCIDENTAL DEATH & DISMEMBERMENT POLICY SELF-INSURED SHORT TERM DISABILITY SELF-INSURED LONG TERM DISABILITY
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VISION BENEFITS OF AMERICA 300 WEYMAN PLAZA PITTSBURGH PA 15236-1588 Creditor: 97709	MANAGED VISION CARE CONTRACT
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ZURICH AMERICAN INSURANCE COMPANY ZURICH TOWERS 1400 AMERICAN LANE SCHAUMBERG IL 60196-1056 Creditor: 91582	PROPERTY INSURANCE CONTRACT
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In re: GLOBAL PROCESSING SYSTEMS, INC.

Case Number: 02-21634 (JKF)

SCHEDULE H

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

CREDITOR	CODEBTOR
*ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002	RE: LETTER OF CREDIT \$2,493,271 GENERAL AND AUTO LIABILITY CLAIMS FOR 7/1/00-6/30/02 RHI AG TWIN TOWER, WIENERBERGSTRASSE 11 VIENNA A-1100, AUSTRIA
*ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002	RE: LETTER OF CREDIT \$3,503,750 WORKERS COMPENSATION, GENERAL AND AUTO LIABILITY CLAIMS FOR 11/1/94-11/1/99 RHI AG TWIN TOWER, WIENERBERGSTRASSE 11 VIENNA A-1100, AUSTRIA
*ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002	RE: LETTER OF CREDIT \$2,412,000 WORKERS COMPENSATION CLAIMS FOR 1/1/99-7/1/00 RHI AG TWIN TOWER, WIENERBERGSTRASSE 11 VIENNA A-1100, AUSTRIA
*ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002	RE: LETTER OF CREDIT \$2,567,830 WORKERS COMPENSATION CLAIMS FOR 7/1/00-6/30/02 RHI AG TWIN TOWER, WIENERBERGSTRASSE 11 VIENNA A-1100, AUSTRIA
*ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002	RE: LETTER OF CREDIT \$5,629,791 WORKERS COMPENSATION, GENERAL AND AUTO LIABILITY CLAIMS FOR 11/1/94-11/1/99 RHI AG TWIN TOWER, WIENERBERGSTRASSE 11 VIENNA A-1100, AUSTRIA
*LIBERTY MUTUAL INSURANCE CO. 175 BERKELEY STREET BOSTON MA 02117	RE: LETTER OF CREDIT \$2,412,000 WORKERS COMPENSATION CLAIMS FOR 1/1/99-7/1/00 ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002
*NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA PO BOX 923 WALL STREET STATION NEW YORK NY 10268	RE: LETTER OF CREDIT \$3,503,750 WORKERS COMPENSATION, GENERAL AND AUTO LIABILITY CLAIMS FOR 11/1/94-11/1/99 ABN AMRO BANK N.V. 200 WEST MONROE STREET, SUITE 1100 CHICAGO IL 60606-5002

*Letters of Credit were issued for the account of Global Industrial Technologies, Inc., and are applicable to all affiliate companies.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA**

In re: GLOBAL PROCESSING SYSTEMS, INC.

Case Number: 02-21634 (JKF)

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CREDITOR

CODEBTOR

*NATIONAL UNION FIRE INSURANCE
COMPANY OF PITTSBURGH, PA
PO BOX 923
WALL STREET STATION
NEW YORK NY 10268

RE: LETTER OF CREDIT \$2,493,271 GENERAL AND AUTO
LIABILITY CLAIMS FOR 7/1/00-6/30/02
ABN AMRO BANK N.V.
200 WEST MONROE STREET, SUITE 1100
CHICAGO IL 60606-5002

*NATIONAL UNION FIRE INSURANCE
COMPANY OF PITTSBURGH, PA
PO BOX 923
WALL STREET STATION
NEW YORK NY 10268

RE: LETTER OF CREDIT \$5,629,791 WORKERS COMPENSATION,
GENERAL AND AUTO LIABILITY CLAIMS FOR 11/1/94-11/1/99
ABN AMRO BANK N.V.
200 WEST MONROE STREET, SUITE 1100
CHICAGO IL 60606-5002

*PACIFIC EMPLOYERS INSURANCE CO.
1601 CHESTNUT STREET
PHILADELPHIA PA 19103

RE: LETTER OF CREDIT \$2,567,830 WORKERS COMPENSATION
CLAIMS FOR 7/1/00-6/30/02
ABN AMRO BANK N.V.
200 WEST MONROE STREET, SUITE 1100
CHICAGO IL 60606-5002

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