TITAN CAPITAL MANAGEMENT LLC
Form SC 13G/A
January 15, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)

Intrusion Inc.

(Name of Issuer)

Common Stock, par value $.01 per share

(Title of Class of Securities)

46121E205

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[_] Rule 13d-1(b)

[X] Rule 13d-1(c)

[_] Rule 13d-1(d)

CUSIP No. 46121E205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

990,246

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

990,246

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

990,246

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.5%

12. TYPE OF REPORTING PERSON

IA, OO

CUSIP No. 46121E205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TCMP3 Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

990,246

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

990,246

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

990,246

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.5%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 46121E205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Walter Schenker

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

148,351

6. SHARED VOTING POWER

990,246

7. SOLE DISPOSITIVE POWER

148,351

8. SHARED DISPOSITIVE POWER

990,246

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

947,608

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.8%

12. TYPE OF REPORTING PERSON

IN, HC

CUSIP No. 46121E205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Slawson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

990,246

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   990,246

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   990,246

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

    [_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

    8.5%

12. TYPE OF REPORTING PERSON

    IN, HC

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 46121E205

Item 1(a). Name of Issuer:

Intrusion Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1101 East Arapaho Road, suite 200
Richardson, Texas 75081

Item 2(a). Name of Person Filing:

Titan Capital Management, LLC
TCMP3 Partners, L.P.
Walter Schenker
Steven Slawson

Item 2(b). Address of Principal Business Office, or if None, Residence:

Titan Capital Management, LLC
TCMP3 Partners, L.P.
Walter Schenker
Steven Slawson

7 Century Drive, Suite 201
Parsippany, NJ 07054

Item 2(c). Citizenship:

Titan Capital Management, LLC - Delaware
TCMP3 Partners, L.P. - Delaware
Walter Schenker - USA
Steven Slawson - USA

Item 2(d). Title of Class of Securities:

Common Stock, $.01 Par Value

Item 2(e). CUSIP Number:

46121E205

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [_] Broker or dealer registered under Section 15 of the Exchange Act.

(b) [_] Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) [_] Investment company registered under Section 8 of the Investment Company Act.

(e) [_] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [_] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Titan Capital Management, LLC - 990,246
TCMP3 Partners, L.P. - 990,246
Walter Schenker - 1,138,599
Steven Slawson - 990,246

(b) Percent of class:

Titan Capital Management, LLC -8.5%
TCMP3 Partners, L.P. - 8.5%
Walter Schenker - 9.8%
Steven Slawson - 8.5%

(c) Number of shares as to which Titan Capital Management, LLC has:

(i) Sole power to vote or to direct the vote: 0,

(ii) Shared power to vote or to direct the vote: 990,246,

(iii) Sole power to dispose or to direct the disposition of: 0,

(iv) Shared power to dispose or to direct the disposition of: 990,246.

Number of shares as to which TCMP3 Partners, L.P. has:

(i) Sole power to vote or to direct the vote: 0,

(ii) Shared power to vote or to direct the vote: 990,246,

(iii) Sole power to dispose or to direct the disposition of: 0,

(iv) Shared power to dispose or to direct the disposition of: 990,246.

Number of shares as to which Walter Schenker has:

(i) Sole power to vote or to direct the vote: 148,351,

(ii) Shared power to vote or to direct the vote: 990,246,

(iii) Sole power to dispose or to direct the disposition of: 148,351,

(iv) Shared power to dispose or to direct the disposition of: 990,246.

Number of shares as to which Steven Slawson has:

(i) Sole power to vote or to direct the vote: 0,

(ii) Shared power to vote or to direct the vote: 990,246

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(iii) Sole power to dispose or to direct the disposition of 0
-------------,

(iv) Shared power to dispose or to direct the disposition of 990,246
-------------.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [_].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

Certification for Rule 13d-1(c): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

January 15, 2009

(Date)

Titan Capital Management, LLC*

By: /s/ Steven Slawson

Managing Member

TCMP3 Partners, L.P.
by TCMP3 Capital, L.L.C.
as general partner

By: /s/ Steven Slawson

Managing Member

/s/ Walter Schenker*

Walter Schenker

/s/ Steven Slawson*

Steven Slawson

* The Reporting Persons disclaim their beneficial ownership in the securities reported herein except to the extent of their pecuniary interest.

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated January __, 2009 relating to the Common Stock, par value $0.01, of Intrusion Inc. shall be filed on behalf of the undersigned.

Titan Capital Management, LLC

By: /s/ Steven Slawson

Managing Member

TCMP3 Partners, L.P.
by TCMP3 Capital, L.L.C.
as general partner

By: /s/ Steven Slawson

Managing Member

/s/ Walter Schenker

Walter Schenker

/s/ Steven Slawson

Steven Slawson

SK 02787 0001 954917

months ended March 31, 2008. The increase is primarily due to increased operating income for the quarter ended March 31, 2009, compared to the same period of 2008.

Our effective tax rate was 41.0% of earnings before income taxes for the three months ended March 31, 2009, compared to 42.5% for the three months ended March 31, 2008. Compared to our normal effective tax rate of 38.5%, our current effective tax rate is higher due primarily to the non-deductibility of compensation expense for incentive stock options.

Net Earnings Applicable to Common Shareholders. Net earnings applicable to common shareholders increased $678,000 to $1,003,000 for the three months ended March 31, 2009, from $325,000 for the three months ended March 31, 2008. This increase is primarily due to sales growth in our Health Management segment, cost efficiencies related to staffing services and Health Management segment program services and a lower ratio of operating expenses to revenue as discussed above.

18

Table of Contents

LIQUIDITY AND CAPITAL RESOURCES

Our working capital increased $1,150,000 to $11,850,000 for the three months ended March 31, 2009, from $10,700,000 at December 31, 2008. This increase is largely attributable to our improved operating results and cash accumulation strategy given current economic conditions.

In addition to cash flows generated from operating activities, our other primary source of liquidity and working capital is provided by a $3,500,000 Credit Agreement with Wells Fargo Bank, N.A. (the Wells Loan). Effective with the renewal of the Wells Loan on March 24, 2009, interest will be computed using the daily three month LIBOR rate plus a markup of 2.75% (effective rate of 3.9% and 3.25% at March 31, 2009 and 2008, respectively). The Wells Loan matures on June 30, 2011, as amended. Working capital advances from the Wells Loan are based upon a percentage of our eligible accounts receivable, less any amounts drawn and outstanding. The facility provided maximum borrowing capacity of $3,250,000 at March 31, 2009 and December 31, 2008, respectively and no debt was outstanding on those dates. There were no borrowings under the line of credit during the three months ended March 31, 2009. Although we do not anticipate borrowing from the Wells Loan in 2009, we have extended the agreement, as previously discussed, to provide an additional source of funding. All borrowings are collateralized by substantially all of our assets. At March 31, 2009, we were in compliance with all of our financial covenants.

We believe our short and long-term capital needs will be met with cash flows generated by operations. We anticipate investment activities in 2009 will be at or below 2008 levels and will be funded through operating cash flows. Capitalized software development costs, as previously discussed, are primarily related to enhancements to our eHealth platform. These enhancements are made to improve efficiencies and/or generate additional revenues and are, thus, discretionary in nature.

We have not seen a material change in the payment activities of our customers in 2008 and do not anticipate a material change in 2009. We do, however, expect to realize approximately $2.5 million in revenue from our existing automotive contracts in 2009 and will continue to monitor their financial health as it relates to outstanding accounts receivable. On April 30, 2009, an automotive customer in our fitness management segment filed for bankruptcy protection under Chapter 11. Our outstanding receivable from this customer is approximately $34,000 and is covered by our allowance for doubtful accounts should it become uncollectible. In addition, we collected receivable payments of approximately $137,000 from the customer during the 90 days before the bankruptcy filing. Such payments may constitute preferential payments recoverable under the Bankruptcy Code. We believe we have valid defenses to any potential claim for these payments and will not be required to repay the full amount. Our contract with this customer may be rejected as part of the bankruptcy proceeding. In addition, there is speculation that another automotive customer in our fitness management segment may file for bankruptcy protection under Chapter 11 on or about June 1, 2009. Our outstanding receivable from this customer is approximately $283,000. Within the last 90 days, we have collected receivable payments of approximately $110,000 from this customer, which could be recoverable as preferential payments under the Bankruptcy Code. We believe we also have valid defenses to any potential claim for these payments. Our contract with this customer may also be rejected as part of any bankruptcy proceeding. If this customer files for bankruptcy, we may need to increase our allowance for doubtful accounts to cover our exposure related to this customer. Both of these automotive companies are expected to continue in business, but there can be no assurance that they will continue their fitness contracts with our company. Our revenue from these customers was approximately $2,909,000 and $352,000 for the year ended December 31, 2008 and the quarter ended March 31, 2009, respectively.

INFLATION

We do not believe that inflation has significantly impacted our results of operations in any of the last three completed fiscal years.

Table of Contents

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2009, the Company had no off-balance sheet arrangements or transactions with unconsolidated, limited purpose entities.

PRIVATE SECURITIES LITIGATION REFORM ACT

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Such forward-looking information is included in this Form 10-K, including this Item 7, as well as in other materials filed or to be filed by the Company with the Securities and Exchange Commission (as well as information included in oral statements or other written statements made or to be made by the Company).

Forward-looking statements include all statements based on future expectations and specifically include, among other things, statements relating to revenue loss in our Fitness Management segment; our belief the current recession may have an adverse impact on many industries, which could affect our customers and lead to further revenue loss from contract termination or service reduction; our belief that revenue decline will continue during 2009 due to the effects of the recessionary economy, employment reductions and our members decreasing their spending on discretionary services; our belief that the number of opportunities to bid on new fitness management business during 2009 should be consistent with past years; our belief that we will need to lower our pricing to be competitive in the fitness management market, which may result lower profitability; our ability to increase 2009 revenue on a basis consistent with past growth; our ability to improve gross profit and margins in 2009 on a basis consistent with past growth; the possibility of goodwill impairment; our belief that our short and long-term capital needs will be met with cash flows generated by operations; our anticipation that investment activities in 2009 will be at or below 2008 levels and will be funded through operating cash flows; our anticipation that we will not see a material change in the payment activities of our customers in 2009; statements regarding the potential effects of automotive company bankruptcies on our accounts receivable, contract continuation and prior payments and related claims and defenses regarding repayment of preferential payments, and our belief that inflation has not significantly impacted our results of operations in any of the last three completed fiscal years, as well as statements regarding projections and outlook relating to the industries in which we compete and the economy in general, increasing revenue, improving margins, marketing efforts, competitive conditions, the effect of price competition and changes to the economy, and the sufficiency of our liquidity and capital resources. In addition, the estimated annualized revenue value of our new, lost and existing contracts is a forward looking statement, which is based upon an estimate of the anticipated annualized revenue to be realized or lost. Such information should be used only as an indication of the activity we have recently experienced in our two business segments. These estimates, when considered together, should not be considered an indication of the total net, incremental revenue growth we expect to generate in any year, as actual net growth may differ from these estimates due to actual staffing levels, participation rates and contract duration, in addition to other revenue we may lose in the future due to contract termination. Any statements that are not based upon historical facts, including the outcome of events that have not yet occurred and our expectations for future performance, are forward-looking statements. The words potential, believe, estimate, expect, intend, may, could, will, plan, anticipate and expressions are intended to identify forward-looking statements. Such statements are based upon the current beliefs and expectations of our management. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements made by or on behalf of the Company. These risks and uncertainties include, but are not limited to, our inability to deliver the health management services demanded by major corporations and other clients, our inability to successfully cross-sell health management services to our fitness management clients, our inability to successfully obtain new business opportunities, our failure to have sufficient resources to make investments, our ability to make investments and implement strategies successfully, continued delays in obtaining new commitments and implementing services, the continued deterioration of general economic conditions, the actions of automotive customers and bankruptcy courts, and those matters identified and discussed in Item 1A of the 2008 Form 10-K under Risk Factors.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks related to changes in U.S. and international interest rates. The Company s borrowings under the Wells Loan bear interest at a variable rate. There were no borrowings outstanding under the Wells Loan at March 31, 2009.

We have no history of, nor do we anticipate in the future, investing in derivative financial instruments, derivative commodity instruments or other such financial instruments. We invoice our Canadian customers in their local currency, and such transactions are considered immaterial in relation to our total billings. As a result, the exposure to foreign currency fluctuations and other market risks is not material.

ITEM 4. CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer, referred to collectively herein as the Certifying Officers, are responsible for establishing and maintaining our disclosure controls and procedures. The Certifying Officers have reviewed and evaluated the effectiveness of the Company s disclosure controls and procedures (as defined in Rules 240.13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934) as of March 31, 2009. Based on that review and evaluation, which included inquiries made to certain other employees of the Company, the Certifying Officers have concluded that, as of the end of the period covered by this Report, the Company s disclosure controls and procedures, as designed and implemented, are effective in ensuring that information relating to the Company required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, including ensuring that such information is accumulated and communicated to the Company s management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company s internal controls over financial reporting during the quarter ended March 31, 2009 that may have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to Item 3 (Legal Proceedings) in the Company s Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, including the important information in Private Securities Litigation Reform Act, you should carefully consider the Risk Factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2008. Those factors, if they were to occur, could cause our actual results to differ materially from those expressed in our forward-looking statements in this report, and materially adversely affect our financial condition or future results. Although we are not aware of any other factors that we currently anticipate will cause our forward-looking statements to differ materially from our future actual results, or materially affect the Company s financial condition or future results, additional risks and uncertainties not currently known to us or that we currently deem to be immaterial might materially adversely affect our actual business, financial condition and/or operating results.

Table of Contents

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Effective February 26, 2009, the Company made grants of restricted common stock to certain executive officers of the Company under the Company s 2007 Equity Incentive Plan. The total number of shares of restricted stock granted was 35,914. Each grant vests at the rate of 25% per annum on each of the first, second, third and fourth anniversaries of the date of grant. The following executive officers received grants of restricted stock in the numbers set forth below:

Name	Title	Number of Shares
Gregg Lehman	President & CEO	10,140
Wes Winnekins	Chief Financial Officer	5,070
Jeanne Crawford	Chief Human Resources Officer	3,803
John Griffin	Chief Operations Officer	3,803
Jim Reynolds	Chief Medical Officer	3,803
Brian Gagne	Sr. Vice President Account Management	2,535
John Ellis	Chief Information Officer	2,535
Katherine Meacham	Vice President Account Services	2,535
Dave Hurt	Vice President Account Services	1,690

The Company made these grants of restricted stock in reliance on the private placement exemption set forth in Section 4(2) of the Securities Act of 1933, as amended, as all of the grantees are executive officers of the Company. No broker/dealers were involved and no commissions were paid in connection with these grants.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) Exhibits See Exhibit Index on page following signatures

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 14, 2009	HEALTH FITNESS CORPORATION
	By /s/ Gregg O. Lehman Gregg O. Lehman President and Chief Executive Officer (Principal Executive Officer)
	By /s/ Wesley W. Winnekins Wesley W. Winnekins Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)

23

Table of Contents

EXHIBIT INDEX
HEALTH FITNESS CORPORATION
FORM 10-Q

Exhibit No.	Description
*10.1	2009 Executive Bonus Plan incorporated by reference to Exhibit 10.46 to our Form 10-K for the fiscal year ended December 31, 2008
*10.2	Compensation Arrangements for Executive Officers for Fiscal Year 2009 incorporated by reference to Exhibit 10.47 to our Form 10-K for the fiscal year ended December 31, 2008
10.3	Revolving Line of Credit Note, dated March 24, 2009, between the Company and Wells Fargo Bank, N.A. incorporated by reference to Exhibit 10.48 to our Form 10-K for the fiscal year ended December 31, 2008
10.4	Seventh Amendment, dated March 24, 2009, to Credit Agreement dated August 22, 2003, between the Company and Wells Fargo Bank, N.A. incorporated by reference to Exhibit 10.49 to our Form 10-K for the fiscal year ended December 31, 2008
**11.0	Statement re: Computation of Earnings per Share
**31.1	Certification of President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
**31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
**32.1	Certification of President and Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
**32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Indicates management contract or compensatory plan or arrangement

** Filed herewith