NEXT INC/TN
Form SB-2
May 10, 2004
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As filed with the Securities and Exchange Commission on May 10, 2004

Registration No. ________

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM SB-2

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NEXT, INC.

(Name of Small Business Issuer in Its Charter)

(Primary Standard Industrial Classification Code Number)

7625 Hamilton Place Drive, Suite 12

Chattanooga, Tennessee 37421

Delaware	(423) 296-8213	95-4675095
(State of Jurisdiction of Incorporation or Organization)	(Address, and Telephone Number of Principal Executive Offices and Principal Place of Business)	(I.R.S. Employer Identification Number)

Charles L. Thompson

7625 Hamilton Park Drive, Suite 12

Chattanooga, Tennessee 37421

(423) 296-8213, Ext. 2

(Name, Address, and Telephone Number of Agent for Service)

Copies of Communications to:

W. Scott McGinness, Jr.

Miller & Martin LLP

Suite 1000 Volunteer Building

832 Georgia Avenue

Chattanooga, Tennessee 37402-2289

(423) 756-6600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after this registration statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ¨

If any of the securities being registered on this form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box. x

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per security (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value $.001 per share	2,100,000	$1.60	$3,360,000	$426

(1) Pursuant to rule 415(a) of the Securities Act of 1933, as amended (the Act), this registration statement shall be deemed to cover additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) The price of $1.60 per share, which was the average of the high and low prices of the Registrant s common stock, as reported on the Over-The-Counter Bulletin Board on May 4, 2004 is set forth solely for purposes of calculating the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

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Subject to Completion, Dated May 10, 2004

Prospectus

NEXT, INC.

2,100,000 Shares of Common Stock

This Prospectus relates to the registration of up to 2,100,000 shares of common stock of the Company. Of these shares (1) 1,542,000 may be issued pursuant to the conversion of 1750 shares of the Company s Series A Convertible Preferred Stock, $0.001 par value per share, held by GCA Strategic Investment Fund Limited, (2) 358,000 may be issued pursuant to warrants held by GCA Strategic Investment Fund Limited, and (3) 200,000 have been issued to Miller & Martin PLLC. The shares offered under this Prospectus were issued by the Company in private transactions.

There is no minimum number of shares that must be sold in this offering. Information regarding the selling stockholders and the times and manner in which they may offer and sell the shares under this Prospectus is provided under the headings Issuance of Securities to the Selling Stockholders commencing on page 5 and Plan of Distribution commencing on page 6. Although the Company may receive the proceeds from the exercise of the warrant, it will not receive any of the proceeds from sales of the common stock by the selling stockholders under this Prospectus. To the knowledge of the Company, the selling stockholders have not made any arrangements with any brokerage firm, underwriter or agent for the sale of the shares of common stock.

The common stock is quoted on the OTC Bulletin Board (OTCBB) under the symbol NXTI.OB but it is not listed on a national securities exchange. On May 4, 2004 the last reported sale price of the common stock was $1.62 per share.

Investing in the common stock involves a high degree of risk which is described in the Risk Factors beginning on page 2 of this Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The information in this Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The Prospectus is not an offer to sell these securities and it is not a solicitation of an offer to buy these securities in any state where the offer or sale is not permitted.

The date of this Prospectus is __________, 2004.

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Prospectus Summary

This summary highlights selected information contained elsewhere in this Prospectus. It may not contain all of the information you should consider before investing in the Company s common stock. You should carefully consider all information contained in this Prospectus and particularly the section on Risk Factors set forth below before investing in the shares of common stock offered under this Prospectus.

The Company	Next, Inc., a Delaware corporation (the Company) formed in 1989, is a creative and innovative sales and marketing organization that designs, develops, markets and distributes licensed and branded promotional products and imprinted sportswear primarily through key licensing agreements and the Company s own proprietary designs. The Company s fiscal year ends on November 30. The common stock is quoted on the OTCBB but it is not listed on a national securities exchange. Because the common stock is not listed for trading on any national securities exchange there may be a limited market for the Company s shares. The trading symbol is NXTI.OB.
The Offering	Up to 2,100,000 shares of common stock, par value $0.001 may be sold by the selling stockholders from time to time at prevailing market prices or in privately negotiated transactions. Of these shares, (1) 1,542,000 may be issued pursuant to the conversion of 1750 shares of the Company s Series A Convertible Preferred Stock, $0.001 par value per share, held by GCA Strategic Investment Fund Limited, (2) 358,000 may be issued pursuant to warrants held by GCA Strategic Investment Fund Limited, and (3) 200,000 have been issued to Miller & Martin PLLC.
Selling Stockholders	GCA Strategic Investment Fund Limited Miller & Martin PLLC
Proceeds to the Company	Although the Company will receive no proceeds from sales of common stock by the selling stockholders, the Company received $1,662,500 in the aggregate for sales of the shares of Series A Convertible Preferred Stock and the warrant to GCA Strategic Investment Fund Limited and may receive additional proceeds if GCA Strategic Investment Fund Limited exercises the warrants.
How to Contact Us	Our business address is 7625 Hamilton Park Drive, Suite 12, Chattanooga, Tennessee 37421. Our telephone number is (423) 296-8213.

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Risk Factors

Before purchasing shares of the Company s common stock you should carefully consider the risk factors discussed below and elsewhere in this Prospectus as well as other information incorporated herein by reference.

RISKS RELATED TO OUR BUSINESS. In addition to the other information contained in this Prospectus, including risks and uncertainties described elsewhere, the following risk factors should be considered in evaluating the Company. The risks and uncertainties described below or elsewhere in this report are not the only ones the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial also may impair the Company s business and operations. If any of the risks described below or elsewhere in this report materialize, the Company s business, financial condition, operating results and cash flows could be materially affected. Stockholders or investors considering the purchase of shares of the Company s common stock should carefully consider the following risk factors, in addition to the other information contained in this Prospectus.

You should not rely on the Company s past results to predict its future performance because its operating results fluctuate due to factors, which are difficult to forecast and often out of the Company s control. The Company s past revenues and other operating results may not be accurate indicators of the Company s future performance. The factors that may contribute to these fluctuations include: fluctuations in aggregate capital spending, cyclicality and other economic conditions in one or more markets in which we sell our products; changes or reductions in demand in the markets we serve; a change in market acceptance of the Company s products or a shift in demand for the Company s products; new product introductions by the Company or by the Company s competitors; changes in product mix and pricing by the Company, its suppliers or its competitors; pricing and related availability of raw materials for the Company s products; the Company s failure to manufacture a sufficient volume of products in a timely and cost-effective manner; the Company s failure to anticipate changing product requirements of its customers; changes in the mix of sales by distribution channels; exchange rate fluctuations; and extraordinary events such as litigation or acquisitions.

LICENSES. A substantial portion of the Company s revenue is derived from its licensing program and Company owned brands. The Company is a party to numerous licensing agreements to utilize branded logos for its products. Licenses from colleges and universities comprise the greatest segment of the Company s licenses and these licenses are grouped into master licenses. All of these master license arrangements have a duration of one to three years and may not contain automatic renewal options. Although the Company has had no difficulty renewing these license arrangements in the past and obtaining new licenses, there can be no assurance that the Company will be able to do so in the future. The loss of any one group of licenses or any master license may have a material adverse effect on the Company s financial conditions and results of operations.

COMPETITION. The principal competitive factors affecting the market for the Company s products include product functionality, performance, quality, reliability, delivery, price, compatibility and conformance with customer and licensor standards. Several of the Company s existing and potential competitors are larger than the Company and may have substantially greater financial, sourcing and other resources than does the Company. In addition, the Company may in the future face competition from new entrants in its markets and there can be no assurance that these competitors will not offer better price points for competitive products or offer better terms to the Company s customers than those offered by the Company to obtain greater market share or cause the Company to lower prices for its products, any of which could harm the Company s business.

DEPENDENCE UPON KEY PERSONNEL. The Company depends to a significant degree on the continued contribution of key executive management and key operations and sales management. The loss of the services of one or more key executive or senior management could have a material adverse effect on the Company. The Company s success also depends on its ability to attract and retain additional highly qualified management personnel to meet the needs of future expansion. Competition for these individuals is intense and they are often subject to offers from competing employers, some of whom may be better able to offer more lucrative compensation incentives than those offered by the

Company. Although most of the Company s key employees have been with the Company for an extended period of time, there can be no assurance that the Company will be able to retain its key employees, or that it will be able to attract or retain additional skilled personnel as needed. The Company s key executive management, senior operational, finance and sales management personnel have entered into written employment contracts with the Company.

DEPENDENCE ON NON-U.S. SUPPLIERS. The Company sources a significant amount of its products from international suppliers. Although the majority of the products used by the Company are available from multiple sources both domestically and internationally, any disruption in availability of products and services from these foreign suppliers could lead to significant increases in the Company s product costs. The Company believes it can locate alternative products from several supplier sources to obtain the quality, cost and delivery standards if a disruption in international sources should occur.

DEPENDENCE UPON KEY CUSTOMERS. Historically, the Company s customer base has been comprised primarily of national and regional mass merchandise and specialty retailers. During the past two years the Company has made a concerted effort to expand its customer base. The acquisition of CMJ Ventures, Inc. (CMJ), which sells to over five hundred specialty retailers, and the introduction of major product lines and distribution channels, such as its Motor Sports Division, which sells to a dealer network of approximately 9,000 auto dealers are two components of this expansion. The acquisition of Lil Fan, inc. (Lil Fan) also expanded the Company s customer base with the addition of a

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full line of design and merchandising primarily focusing on children s licensed college and motor sports products. Lil Fan customers are complimentary to the Company and do not overlap with existing customers. As a result of this effort the Company has developed a large, diverse, and distinguished customer base of traditional retailers, ranging from national as well as large regional chains, specialty retailers, corporate accounts, college book stores, motor sports, souvenir, golf and gift shops. If the Company is unable to sustain this expansion of its customer base or if it is unable to maintain its customer base it could have a negative impact on its financial condition and results of operations.

POSSIBLE NEED FOR ADDITIONAL FINANCING/CAPITAL. The Company is highly leveraged. Based upon the Company s current level of operations and anticipated growth, the Company believes that cash flows from operations, together with its working capital facility, will be sufficient to enable the Company to satisfy anticipated cash flow requirements for operating, investment and financing activities, including debt service. However, with the Company s expected expansion and additional acquisitions, the Company could be required to obtain additional financing and/or capital, by private placement or in the public markets, to satisfy its requirements. There can be no assurance that such alternatives would be available to the Company at all or on terms reasonably acceptable to the board of directors. If we cannot obtain adequate funds on acceptable terms or at all, we may not be able to take advantage of market opportunities, develop or enhance new products, pursue acquisitions that would complement our existing product offerings, execute our business plan or otherwise respond to competitive pressures or unanticipated requirements.

LIMITED TRADING MARKET FOR COMMON STOCK. The common stock is quoted on the National Association of Securities Dealers OTC Bulletin Board. There may be a limited trading market for the common stock.

VOLATILITY OF COMMON STOCK S MARKET PRICE. The market price of the common stock is subject to, and will continue to be subject to, a variety of factors, including the business environment; the operating results of companies in the industries we serve; future announcements concerning the Company s business or that of its competitors or customers; the introduction of new products or changes in product pricing policies by the Company or its competitors; litigation matters; changes in analysts earnings statements; developments in the financial markets; quarterly operating results; and perceived dilution from stock issuances for acquisitions and other transactions. Furthermore, stock prices for many companies fluctuate for reasons that may be unrelated to their operating results. Those fluctuations and general economic, political and market conditions, such as recessions, terrorist actions or other military actions, or international currency fluctuations, as well as public perception of equity values of publicly traded companies may adversely affect the market price of our common stock.

CONCENTRATION OF STOCK OWNERSHIP. The Company s officers, directors, a small number of principal stockholders and their affiliates directly and beneficially own a controlling interest in the issued and outstanding shares of the Company s common stock. If these stockholders were to vote in unison, together they have the ability to control the election of the Company s directors and other corporate actions requiring stockholder approval.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and certain documents incorporated by reference in this prospectus contain forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the Company s actual results, performances or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about marketing and commercialization of the Company s products under development; its estimates regarding our capital requirements and its needs for additional financing; plans for future products and services and for enhancements of existing products and services; its ability to attract customers and market its products; its intellectual property; its ability to establish relationships with suppliers and distributors for its products; plans for future acquisitions and for the integration of recent acquisitions; and sources of revenues and anticipated revenues, including the contribution from the growth of new products and markets.

In some cases, you can identify forward-looking statements by terms such as may, intend, might, will, should, could, would, expect, estimate, predict, potential, or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements reflect the Company s current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. The Company may discuss many of these risks in this Prospectus in greater detail under the heading Risk Factors. Also, these forward-looking statements represent the Company s estimates and assumptions only as of the date of this Prospectus.

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USE OF PROCEEDS

All net proceeds from the sale of the common stock covered by this Prospectus will go to the selling stockholder. The Company will not receive any proceeds from the sale of the common stock in this offering. The Company did, however, receive $1,662,500 from the sale of the Series A Preferred Stock and the warrant to GCA Strategic Investment Fund Limited and may receive proceeds from the exercise of the warrant by the GCA Strategic Investment Fund Limited. These proceeds will be used for general corporate purposes, including working capital and debt reduction.

DETERMINATION OF OFFERING PRICE

The prices at which the shares of common stock may actually be sold will be determined by the prevailing public market price for the shares or by negotiations in private transactions.

DIVIDEND POLICY

It is the Company s present policy not to pay cash dividends on its shares of common stock and to retain future earnings for use in the operations of the business and to fund future growth. Additionally, bank covenants prohibit us from paying cash dividends on our common stock. Any payment of cash dividends on our common stock in the future will be dependent upon the amount of funds legally available, earnings, financial condition, capital requirements and other factors that the Board of Directors may think are relevant. The Company does not contemplate or anticipate paying any dividends on the common stock in the foreseeable future. The Company is obligated to pay certain dividends on its issued and outstanding shares of Series A Convertible Preferred Stock. Such dividends may be paid in cash or by the issuance of shares of common stock or Series A Convertible Preferred Stock.

ISSUANCE OF SECURITIES TO THE SELLING STOCKHOLDERS

Of the shares of common stock offered in this Prospectus, (1) 1,542,000 may be issued pursuant to the conversion of 1750 shares of the Company s Series A Convertible Preferred Stock, $0.001 par value per share, held by GCA Strategic Investment Fund Limited, (2) 358,000 may be issued pursuant to warrants held by GCA Strategic Investment Fund Limited, and (3) 200,000 have been issued to Miller & Martin PLLC.

The warrants are exercisable, in whole or in part, at any time at $1.88 per share of common stock. The warrants expire on April 8, 2009. The number of shares of common stock that can be purchased under the warrants will be adjusted in the event of any stock dividend, stock split, stock combination or other similar transaction.

Each share of Series A Convertible Preferred Stock is convertible at any time into the number of shares of common stock equal to $1,000 divided by 90% of the average of the three lowest closing bid prices for the ten-trading-day period prior to notice of conversion.

SELLING STOCKHOLDERS

The table below sets forth ownership information regarding the selling stockholders. For purposes of calculating the percentage of common stock outstanding, any securities not outstanding which are subject to options, warrants or conversion privileges are deemed outstanding for the purposes of computing the percentage of outstanding securities owned by the selling stockholders. The selling stockholders have the sole power to direct the voting and investment over the shares owned by them.

Selling Stockholder	Number of Shares Owned Prior to Offering	Percent Owned Prior to Offering	Number of Shares Being Offered	Number of Shares Owned After Offering	Percent Owned After Offering
GCA Strategic Investment Fund Limited (1)	1,900,000	*	1,900,000	0	0
Miller & Martin PLLC (2)	200,000	*	200,000	0	0

* Less than one percent.

(1) Assumes that 1,542,000 shares are acquired pursuant to the conversion of the Series A Convertible Preferred Stock, that the warrants are exercised in full, and that no additional shares of common stock stock are acquired.

(2) Assumes that no additional shares of common stock are acquired.

This prospectus also covers any additional shares of common stock that become issuable in connection with the shares being registered by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.

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PLAN OF DISTRIBUTION

Each selling stockholder may, from time to time, sell any or all of its shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholder may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling stockholder to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

The selling stockholders may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by the selling stockholders. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

A selling stockholder may from time to time pledge or grant a security interest in some or all of the shares of common stock owned by it and, if it defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

A selling stockholder also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares of common stock may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares of common stock purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

We are required to pay all fees and expenses incident to the registration of the shares of common stock. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

Each selling stockholder has advised us that it has not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of its shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by such selling stockholder. If we are notified by a selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If a selling stockholder uses this prospectus for any sale of the shares of common stock, it will be subject to the prospectus delivery requirements of the Securities Act.

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The anti-manipulation rules of Regulation M under the Securities Exchange Act of 1934 may apply to sales of our common stock and activities of the selling stockholders.

LEGAL PROCEEDINGS

The Company has pending various minor legal actions arising in the normal course of business. Management does not believe that such legal actions, individually or in the aggregate, will have a material impact on the Company s business, financial condition or operating results.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name, age, positions, and offices or employments for the past five years as of November 24, 2003, for our executive officers and directors. Members of the board are elected and serve for one year terms or until their successors are elected and qualify. All of the officers serve at the discretion of the Board of Directors of the Company.

Name	Age	Position
William B. Hensley III	54	Director, Chief Executive Officer, President and Chief Operating Officer
Charles L. Thompson	52	Executive Vice President, Chief Financial Officer and Chief Accounting Officer
David C. Gleason	43	Executive Vice President of Operations
Salvatore Geraci	57	Director
Ronald J. Metz	45	Director and Chairman of the Board
G. Michael Cross	55	Director

William B. Hensley III, President and Chief Executive Officer. Mr. Hensley has served as a Director of the Company and as its Chief Operating Officer since February 2002 and as President of the Company since September 2002. Mr. Hensley has served as Chief Executive Officer since November 24, 2003. Between 1989 and 1997, respectively, and 2001, Mr. Hensley was a principal owner and executive officer of Blue Sky and Next Marketing.

Charles L. Thompson, Executive Vice President, Chief Financial Officer and Chief Accounting Officer. Since February 2002, Mr. Thompson has served as an Executive Vice President and as the Company s Chief Financial Officer and Chief Accounting Officer. During 2001 and 2002, Mr. Thompson served as Vice President Finance and Business Development of Ameris Health Systems, an operator of six hospitals. From 1997 to 2000, Mr. Thompson served Vice President/Chief Financial Officer of Great Smokies Diagnostics Laboratory. Mr. Thompson is also the principal owner and President of RAE & Company, a financial consulting firm.

David Gleason, Executive Vice President Operations. Mr. Gleason has been Vice President of Operations of the Company and its predecessor since January 30, 1997.

Salvatore Geraci. Mr. Geraci has been a Director of the Company since February 2002. Since 1997, Mr. Geraci has been a principal of Evergreen Management, Inc., a provider of tax, estate, retirement and investment planning. Mr. Geraci also serves as an adjunct professor of accounting and finance at the University of Tennessee at Chattanooga.

Ronald J. Metz. Mr. Metz has been a Director of the Company since February 2002. Since 1987, Mr. Metz has been a named senior partner with the accounting firm of Bucheri McCarty & Metz LLP. Mr. Metz has served as Chairman of the Board of the Company since November 24, 2003.

G. Michael Cross. Mr. Cross has been a Director of the Company since February 2002. Since August 2002, Mr. Cross has served as an investor consultant at Van Hedge Fund Advisors International, Inc. From 2000 to 2002 Mr. Cross was the director of business development for Wealth Port, Inc., an internet financial services company. From 1997 to 1999 Mr. Cross was a business consultant for CAO, LLC, a regional consulting firm.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of the Company s outstanding classes of stock as of November 30, 2003, by each person known by the Company to own beneficially more than 5% of each class, by each of the Company s Directors and Executive Officers (see Part III, Item 10, above) as a group. Unless otherwise indicated below, to the Company s knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock except to the extent that authority is shared by spouses under applicable law.

Name and Address of Beneficial Owner	Common Shares Beneficially Owned	Options (d)	Percentage Owned
Dan F. Cooke (a)	3,000,000		21.2%
The William B. III and Cindy S. Hensley Family Limited Partnership (b)	3,000,000		21.2%
Charles L. Thompson (c)	750,000	300,000	5.3%
David C. Gleason	0	100,000	0%
Salvatore Geraci	0	40,000	0%
Ronald J. Metz	0	40,000	0%
G. Michael Cross	0	40,000	0%
All officers and directors as a group (5 persons)	3,750,000		26.5%

(a) Based on an amended schedule 13D filed pursuant to the Exchange Act which indicates that Mr. Cooke has sole voting and dispositive power of all of those shares. Mr. Cooke is the former Chairman of the Board and Chief Executive Officer of the Company and a former member of the Company s board of directors. Mr. Cooke s address is 6430 Cobble Lane, Harrison, Tennessee 37341.

(b) Based on a holdings report on Form 13D filed pursuant to the Exchange Act which indicates that The William B. Hensley III and Cindy S. Hensley Family Limited Partnership (the Hensley Partnership) has sole voting and dispositive power of all of those shares. The Hensley Partnership is controlled by William B Hensley III, the Company s Chief Executive Officer, President, Chief Operating Officer and Director. The address of the Hensley Partnership is c/o Next Marketing, Inc., 1295 Vernon Street, Wabash, Indiana, 46992.

(c) Based on a holdings report on Form 13D filed pursuant to the Exchange Act which indicates that Charles L. Thompson has sole voting and dispositive power of all of those shares. The shares of RAE & Company were transferred in April of 2003 to Charles L. Thompson, the owner and president of RAE & Company. Mr. Thompson is the Company s Executive Vice President, Chief Financial Officer and Chief Accounting Officer. The address of Mr. Thompson is c/o Next Inc 7625 Hamilton Park Drive, Suite 12, Chattanooga, Tennessee, 37421.

(d) Additional ownership includes this number of shares currently exercisable as options.

DESCRIPTION OF SECURITIES

The Company has 50,000,000 shares of authorized common stock of which 14,551,986 shares were issued and outstanding as of May 4, 2004. All shares of common stock have equal voting, liquidation, and dividend rights.

All shares of common stock now outstanding are fully paid for and non-assessable.

The common stock is quoted on the OTCBB under the symbol NXTI.OB but it is not listed on a national securities exchange.

The holders of outstanding shares of the Company s common stock are entitled to receive dividends out of legally available funds at such times and in such amounts as the board of directors may from time to time determine. Each stockholder is entitled to one vote for each share of our common stock held on all matters submitted to a vote of stockholders. The common stock is not entitled to preemptive rights and is not subject to conversion or redemption. Upon a liquidation, dissolution or winding-up, the assets legally available for distribution to stockholders are distributable ratably among the holders of the common stock and any participating preferred stock outstanding at that time after payment of liquidation preferences, if any, on any outstanding preferred stock and payment of other claims of creditors.

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INTEREST OF NAMED EXPERTS AND COUNSEL

No expert or counsel will receive a direct or indirect interest in the small business issuer or was a promoter, underwriter, voting trustee, director, officer, or employee of Next, Inc., nor does any such expert or counsel have any contingent based agreement with us or any other interest in or connection to us.

MARKET FOR COMMON STOCK

The common stock is traded on the OTC Bulletin Board. The following table sets forth the high and low bid prices of the Company s common stock for the periods indicated, as reported by published sources. The prices reflect inter-dealer prices without retail mark-up, mark-down or commission and may not represent actual transactions.

	Low	High
2004 Fiscal Year		
First Quarter	$ 1.17	$ 2.05
Second Quarter (through May 4, 2004)	$ 1.51	$ 1.62
2003 Fiscal Year		
First Quarter	$ 0.12	$ 0.75
Second Quarter	$ 0.12	$ 0.60
Third Quarter	$ 0.46	$ 1.45
Fourth Quarter	$ 0.70	$ 1.93
2002 Fiscal Year		
First Quarter	$ 0.17	$ 0.35
Second Quarter	$ 0.17	$ 0.75
Third Quarter	$ 0.19	$ 0.51
Fourth Quarter	$ 0.12	$ 0.20
2001 Fiscal Year [a]		
November 30, 2000	$ 0.54	$ 0.54
February 28, 2001	$ 0.60	$ 0.48
May 31, 2001	$ 1.80	$ 1.80
August 31, 2001	$ 0.61	$ 0.61

(a) Information for fiscal year 2001 is presented for the prior year end which was August 31. Therefore, the per share price presented above reflects quarters that represent periods different than the Company s current quarters. These share prices have also been adjusted to reflect the 1 for 12 reverse stock split effected on July 2, 2001. As a result, these prices may not accurately reflect the true value of the shares on these dates.

As of May 4, 2004, there were approximately 1,325 holders of record of our common stock.

The Company has never declared a cash dividend on its common stock and its Board of Directors does not anticipate that the Company will pay cash dividends in the foreseeable future. Additional, bank covenants prohibit us from paying cash dividends on our common stock. As of May 4, 2004, there were 1,750 shares of Series A Convertible Preferred Stock issued and outstanding. The Company is obligated to pay certain dividends on its issued and outstanding shares of Series A Convertible Preferred Stock. Such dividends may be paid in cash or by the issuance of shares of common stock or Series A Convertible Stock.

COMMISSION S POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believes to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person s conduct was unlawful.

A corporation also shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney s fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

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Article Sixth of the Company s Amended and Restated Certificate of Incorporation states that the Company shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended, shall indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities and other matters referred to in or covered by such section and further that the indemnification provided in such Certificate of Incorporation shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Insofar as indemnification for liabilities under the Securities Act of 1933 may be permitted to our directors, officers, and controlling persons, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and therefore unenforceable.

DESCRIPTION OF BUSINESS

BUSINESS DEVELOPMENT. Next, Inc., a Delaware corporation, was formed January 2, 1987. It has four wholly owned operating subsidiaries: (i) Next Marketing Inc., a Delaware corporation (Next Marketing), (ii) Blue Sky Graphics, Inc., a Delaware corporation (Blue Sky), (iii) CMJ Ventures, Inc., a Florida corporation (CMJ) and (iv) Lil Fan, Inc., a Delaware corporation (Lil Fan). All references herein to the Company, we, us, our or Next refer to Next, Inc. and its subsidiaries.

The Company. The Company, as it currently operates, commenced its operations on February 1, 2002, after the completion of a stock exchange between Sporting Magic, Inc., a Delaware corporation, and Next, Inc., a Delaware corporation (the Exchange). Following the Exchange and until December 27, 2002, the Company operated under the name Sporting Magic, Inc., at which time Next, Inc. was merged with and into Sporting Magic, Inc. and the name Sporting Magic, Inc. was changed to Next, Inc.

The Subsidiaries. Blue Sky and Next Marketing became indirect subsidiaries of the Company at the time of the Exchange and on December 27, 2002, following the merger between Sporting Magic, Inc. and Next, Inc., became wholly owned subsidiaries of the Company. Blue Sky and Next Marketing (and their respective predecessors) have been in existence since 1989 and 1997, respectively, and were prior to the Exchange owned and controlled by two of the Company s principal stockholders. CMJ became a subsidiary of the Company on June 1, 2002 pursuant to the terms of an Agreement and Plan of Merger dated as of March 1, 2002, as amended on May 16, 2002 and May 15, 2003. On July 31, 2003, the Company acquired substantially all of the assets of Lil Fan, Inc., the right to sell all items previously sold by Stan Howard & Associates, and Stan Howard & Associates, Inc. through a subsidiary that is now Lil Fan.

THE BUSINESS. The Company is a creative and innovative sales and marketing organization that designs, develops, markets and distributes licensed and branded promotional products and imprinted sportswear primarily through key licensing agreements and the Company s own proprietary designs.

The Company s management (Management) believes that there are substantial growth opportunities in the promotional products and imprinted sportswear industries and that the Company is well positioned to take advantage of these growth opportunities. Management believes that Company has an excellent reputation in the marketplace as a result of its ability to provide quality products and services and on-time delivery at competitive prices.

The Company s licensed and proprietary products include the following:

Approximately 200 licenses and agreements to distribute its Campus Traditions USA line for every major college and university in the U.S.;

Licensing agreements with Chevy®, Pontiac®, Hummer®, Cadillac®, Dodge®, GMC® and Ford® for their respective branded logos for the RPM Sports USA motor sports line, targeting the automotive dealership network consisting of approximately 9,000 auto dealers and the NASCAR market, the largest spectator sport in the nation;

Proprietary designs including American Biker, American Wildlife, Ragtops Sportswear and Cadre Athletic, among others;

The exclusive license for distribution of Walter Payton products;

Major licenses through a teaming agreement with Corona®, Miller®, Mike s Hard Lemonade® for their branded logos for the Beer Wear USA product line.

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The Company is continuously reviewing additional licensing programs and proprietary designs to further expand its licensing program and proprietary design portfolio.

OPERATIONS. The Company is one of the dominant companies in the highly fragmented licensed promotional products and imprinted sportswear industries. The Company has implemented its strategy of The Total Solution Company to meet its customers key requirements including: art design and development, manufacturing (for imprinted sportswear), sourcing (for distributed products), warehousing and fulfillment. We believe that the following strengths, among others, have contributed to our past success and may provide us with a distinctive ongoing competitive advantage:

High quality, cost effective imprinted sportswear. Imprinted sportswear is produced both domestically and offshore. For large runs with long lead times, it is economically advantageous to produce the imprinted sportswear in countries where the cost of labor is lower than in the United States. Management believes that the Company does an excellent job of cost effectively sourcing its products from international suppliers. The Company s low cost operations facility in Wabash, Indiana, was set-up specifically to handle situations where it is not practical to produce imprinted sportswear offshore such as (a) for customized imprinted sportswear that, due to the uniqueness of the product, is not suited for the standardized long runs of offshore production, (b) to meet requirements for hot market reorders of just-in-time inventory such as for major sporting events, and (c) where demand exceeds forecasts leading to the need for quick replenishment orders. The Wabash facility has the capability to produce both imprinted and embroidered products and was organized by industry experts incorporating a sophisticated inventory management system with emphasis on automation of the manufacturing process effort, to minimize costs, cycle time and waste. The Wabash facility substantially reduces our reliance on outside sourcing, enabling us to reduce costs, shorten delivery time and enhance quality control of our products.

Excellent design and merchandising staff. We believe that licensed branded products are an established and significant growth category within our industry. The ability to deliver unique product offerings on a timely basis is key to the future success and expansion of our branded licensed revenue. The Company believes that it possesses one of the most creative and innovative design, merchandising and product development capabilities within the industry. The Company s design and merchandising staff determines, in partnership with our customers, the product strategy and is responsible for creating innovative products for our branded license and proprietary products lines. Management believes that this partnership provides stability in the design environment and consistency in our product variety and offers our customers flexibility in their product selection and timeliness of product delivery. The Company has been successful in significantly reducing the time requirements needed for the design, sourcing and delivery of products to substantially less than the industry norm. This enables us to provide a wide variety of products with greater acceptability in the marketplace within a reduced lead-time. Our partnerships with key suppliers further enhance our ability to develop and deliver our distinctive and innovative products quicker.

Upscale brand identity. The Company offers a style of products that is built on quality and strong imagery. Our marketing themes revolve around college and university brands, motor sports, golf, tennis, outdoor lifestyle, motorcycle biking, fishing, water sports, and other leisure pursuits designed to appeal to many of our target customers. We reinforce our upscale brand image at the retail level with specialized planograms and displays that present our lines as distinctive collections. The Company s target is an upscale consumer in casual settings, college and sporting activities, or relaxed weekend environments. We believe that our consumers are seeking a refined level of product quality and distinctiveness, and our designs, manufacturing standards and marketing are structured accordingly.

INFORMATION SYSTEMS. We employ a fully integrated, real-time management information system that is specifically designed for our industry. The system includes important features such as manufacturing resource requirements planning, production scheduling, detailed product tracking, standard cost system planning and control, and detailed perpetual inventory systems. As our production personnel track original purchases through various factory production phases, our merchandisers track sales in order to compare purchases against availability, thereby allowing us to react quickly to changes and trends. Our product development team utilizes sophisticated computer-aided design software to meet our customers design, collaboration and specification requirements. We also have a remote-order entry system for our sales force, allowing them to monitor and establish sales plans and communicate order specifics. Customer service personnel receive this uploaded information daily and have real-time access to inventory availability.

This comprehensive information system serves users in each of our operating areas, and is also used to create costing models, specification sheets and production scheduling. The manufacturing module integrates with the general ledger accounting and financial module. Our information system also provides detailed product gross margin information that assists us in managing product profitability. During fiscal 2003, we continued to expand the relational database capabilities of our management information system to allow us to create specialized management reports and access critical decision support data.

COMPETITION. The promotional products and imprinted sportswear industry is highly competitive. Dun and Bradstreet estimates that there are over 19,000 promotional product companies in North America. According to Promotional Products Association International, the top 40 companies sales represented \$3.2 billion or less than one-fifth of the industry s total sales of \$15.6 billion in 2002. Our primary distribution

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channels are highly fragmented with substantial competition from other distributors of promotional products. We believe that our ability to compete effectively is based primarily on product differentiation, product quality, production flexibility and distribution capabilities, all of which Management believes enhance the Company s brands.

CUSTOMER BASE. During the past three years, the Company has made a concerted effort to expand its customer base. As a result of this effort, the Company has developed a large, diverse, and distinguished customer base of traditional retailers, ranging from national as well as large regional chains to specialty retailers, corporate accounts, college book stores, motor sports, souvenir and gift shops, and golf shops. The Company believes that its customer diversification and expansion program will be evident in fiscal year 2004 and beyond. The following represent a cross section of the Company s larger customers segregated by distribution channel:

National Retail Merchants:	Goody s, Kohl s, Sears, K-Mart, Dillard s, J.C. Penney
Specialty Retailers:	Dollar General, Sam s Wholesale Club, W. H. Smith
Sporting Goods Chains:	Sports Authority, Bass Pro Shops, MC Sports, Gart s, Delaware North Companies, Academy, Galyans, The Finish Line
Corporate Accounts and	
College Book Stores:	General Electric, Alpine, Superior Essex, Nebraska Book Company, Barnes & Noble
Food & Drug Chains:	Kroger s, Mini Mart, Stay Mart
Motor Sports:	Dodge, Pontiac, Chevy, GMC, dealer networks (approximately 9,000 dealers), and the NASCAR market, the largest spectator sport in the nation, Motorcycle Dealers, Gift Shops
E-Commerce:	General public via website distribution

GROWTH STRATEGY. The industries in which the Company competes are highly fragmented with no single company or group of companies holding a dominant market share. As a result, Management believes that there are significant growth opportunities available to the Company that include the following:

Expansion of the Company s Licensed Imprinted Sportswear Business. In recent years, licensed imprinted sportswear has become very popular. Licensing agreements are available for branded products and services, amateur and professional sports teams, and many other promotional areas. According to the 26th annual licensing industry survey published in The Licensing Letter, a publication of EPM Communications in New York, sales of the sports licensing sector increased by 7% during the year ended December 31, 2003, to $12.1 billion. Over the past three years the Company has significantly expanded its license program.

E-Commerce. The Company has expanded its business to include e-commerce web sites through which some of the Company s most popular licensed products are marketed. The Company has been successful in establishing itself as a premier supplier under various e-commerce web sites, currently the most significant of which are www.campustraditionsusa.com; www.rpmsportswearusa.com ; and www.americanbiker.net. The Company plans on establishing additional e-commerce web sites as other product lines (i.e. www.beerwearusa.com (functional in the near future promoting the Beer Wear USA product line) are established.

Increased Marketing of the Company s Proprietary Designs. The Company has developed several proprietary designs that Management believes will increase its penetration into existing customer base and broaden its product offering to new accounts. The proprietary designs cover a broad spectrum of themes such as: American Wildlife® (outdoor activities), American Classic® (golf and automotive), American Biker® (motorcycles), and Cadre Athletic® (college and athletics), among others.

Strategic Mergers and Acquisitions. In addition to organic growth, the Company also plans to grow through selective strategic mergers and acquisitions. Management believes that there are a number of quality merger candidates that will enable the Company to expand and diversify its presence in the marketplace. The Company s key acquisition criteria include: proven historical success, diverse customer base, and companies that possess a reputation for quality in the marketplace.

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INDUSTRY. The Company operates in two interrelated industries the promotional products industry and the imprinted sportswear industry:

Promotional Products Industry. The promotional products industry is highly fragmented consisting mainly of smaller privately held companies with no dominant positions. It is also a niche industry that is comprised of thousands of companies that distribute products bearing designs, logos, names, or catchy phrases. Examples of the products distributed by the companies in the industry include: imprinted sportswear, key chains, coffee mugs, pens, golf balls, mouse pads, clocks, etc. It is estimated that 30% or just over $5 billion of all promotional products sold are imprinted sportswear (wearables) products, making imprinted sportswear, by far, the number one selling product of all promotional products sold.

According to Promotional Products Association International (PPAI), a trade organization for the promotional products industry, the industry has experienced exceptional growth over the last ten years growing in sales from $5.0 billion in 1991 to $15.6 billion in 2002. Dun and Bradstreet estimates that there are over 19,000 promotional product companies in North America.

Imprinted Sportswear Industry. The imprinted sportswear industry is also a niche industry that entails value added embellishment (embroidering or screen-printing) of products. The items that are imprinted include: headwear, polo shirts, long-sleeve shirts, fleece wear, shorts, jackets, beach towels, souvenir blankets and t-shirts. The imprinted sportswear is sold primarily through traditional and specialty retailers ranging from large national and regional chains to sporting goods stores, casinos, golf and tennis pro shops, souvenir shops and sports stadiums.

Trends. A significant industry trend is the evolving requirement of customers to have suppliers provide enhanced value-added services to them. A primary attribute that customers are seeking is a company s ability to be a one-stop shop for all products requirements. In effect, customers are now looking to their suppliers to provide enhanced value-added services: design and graphic capabilities, fulfillment and warehousing, company store planning and execution and on-line purchasing. The corporate sales market is comprised primarily of corporations that purchase imprinted sportswear bearing the corporation s logo, name, or a theme.

SUPPLIERS. The Company sources a significant portion of its products with international suppliers. The majority of the products used by the Company are available from multiple sources. Alternative suppliers are currently available to the Company both domestically and internationally.

EMPLOYEES. As of February 20, 2004, the Company had one hundred eighteen employees. We consider our relations with our employees to be satisfactory.

ACQUISITIONS AND REFINANCING.

Pursuant to the terms of an Asset Purchase Agreement (the Agreement), dated July 31, 2003 by and among LFI Acquisition Corporation (a wholly owned subsidiary of the Company), Lil Fan, Inc. (Lil Fan Indiana), Stan Howard & Associates, Inc. (SH&A) and Stanley R. Howard, the Company, through as subsidiary, acquired all of the operating assets of Lil Fan Indiana and the right to sell all items previously sold by SH&A. Lil Fan s customers, distribution networks, and licenses diversify, complement, and bolster the Company s existing customer and distribution base. The Company expects that future sales and earnings will continue to show strong growth. The Company, during fiscal 2003, fully integrated the operations of Lil Fan into the operating facility located in Wabash, Indiana. (see NOTE 14 of the Notes to Consolidated Financial Statements contained elsewhere in this document).

On April 15, 2004, the Company completed a refinancing of its credit facility with LaSalle Business Credit, LLC by closing on an $8 million line credit facility with National City Bank of Indiana, a division of National City Corporation. The line of credit facility is collateralized by inventory, receivables and a limited personal guarantee by the Company s President.

On January 20, 2004, the Company entered into subordinated loan agreements with Next Investors, LLC for $400,000 and First Federal Savings Bank for $500,000. The purpose of these loans was to provide working capital to be repaid out of a future equity infusion. The loans have a 4% and 6% interest rates and maturity dates of January 20, 2006 and 2005, respectively. The loan from First Federal Savings Bank was paid in full from the proceeds from the GCA Strategic Investment Fund Limited investment in the Company.

On February 12, 2003, the Company entered into an agreement with First Federal Savings for a capital expenditure line of credit of $225,000 bearing interest at 7% (Cap Ex). The Cap Ex line is payable in monthly payments of $3,417 consisting of principal and interest through February 15, 2010.

On January 16, 2003, the Company completed a refinancing of notes payable to First Federal Savings Bank and Frances Slocum Bank aggregating $2,534,663 for an aggregate principal of $3,000,000 with First Federal Savings Bank (New Note). The net proceeds of the refinancing of approximately $425,745 were reinvested in the Company. The New Note bears interest at 6.5% and has a monthly payment of principal and interest of $26,000 with a balloon payment of $2,647,805 due on January 15, 2006. The refinancing provided positive monthly cash flow to the Company compared to the cash outlay required by the notes prior to refinancing (see NOTE 9 Short Term and Long Term Debt).

On July 9, 2003, the Company issued 850,000 shares of common stock and warrants to purchase 375,000 shares of common stock to Mainfield Enterprises, Inc., Smithfield Fiduciary LLC, OTAPE Investments, LLC, Shoulda Partners, L.P., Greenwood Partners L.P., Triad Capital LLC and Elliot Smith in a transaction exempt from the registration requirements under Section 4(2) of the Securities Act of 1933. The aggregate offering price was $600,000.

On April 8, 2004, the Company entered into a Subscription and Securities Purchase Agreement with GCA Strategic Investment Fund pursuant to which the Company issued 1,750 shares of its Series A Convertible Preferred Stock and warrants to purchase 308,000 shares of common stock to GCA Strategic Investment Fund for $1.75 million. The terms of the transaction provide for an additional $1.25 million before March 31, 2005 at the Company s discretion.

On March 10, 2004, the Company entered into an Investment Agreement with Dutchess Private Equities Fund, L.P., pursuant to which the Company may issue shares of common stock for up to $10,000,000 according to a formula contained in the Investment Agreement.

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FUTURE ACQUISITIONS. The Company is actively engaged in discussions with various potential acquisition targets and expects to grow through strategic acquisitions of complementary businesses. Management believes that additional acquisitions by the Company will allow it to further diversify its customer and distribution base, lessen its current dependence on large customers, and enhance stockholder value. Although Management believes that these acquisitions will be completed in the near future, the Company is not presently a party to any definitive agreements with respect to any acquisitions and there can be no assurances that any acquisition will be accomplished in the near future or at all.

BUSINESS DEVELOPMENTS IN 2003. On October 28, 2003, the Collegiate Licensing Company (CLC) ranked the Company number fifteen of its collegiate sports wearable providers along with major distributors such as Nike USA®, and Champion ® . The Company has surpassed major companies such as Russell ® , Cutter and Buck and Antigua as a major provider of licensed college sportswear through the CLC license program. CLC is the nation s leading collegiate licensing and marketing representative in the nation.

In November 2003, the Company was awarded a five-year license agreement to distribute Sturgis and Black Hills logos through 2008. This was the sixth year in a row at the Sturgis, South Dakota Bike Rally that the Company s American Biker Line has participated in key partnership roles with specialty distributors and retailers for this major event.

In December 2003, the Company announced the exclusive license agreement for both the America Football Coaches Association (AFCA) which owns the rights to the ADT National Championship Trophy in conjunction with the BCS National Championship Game and the license to use the Walter Payton name, image, portrait, photograph and signature of the late professional football player. The new products will commemorate the famous Chicago Bears player. In April 2003, the Company also signed a vendor agreement for the design and production of a branded Soldier Field Line to commemorate the new Soldier Field in Chicago, which opened in the fall of 2003.

DESCRIPTION OF PROPERTY

The Company s financial office is located in leased office space in Chattanooga, Tennessee, under a lease for approximately 2,000 square feet that expires in 2007. The Company also leases approximately 2,000 square feet customer service office in Louisville, Kentucky, under a lease that expires in 2005, approximately 3,000 square feet sales office in Noblesville, Indiana, under a lease, that expires in 2006, and an approximately 1,000 square feet sales office in Wabash, Indiana, under a lease that expires in 2004. The total lease cost for all four facilities is $11,900 per month. The Company owns, subject to a mortgage, its principal manufacturing, distribution, administrative and design facility located in Wabash, Indiana (the Operating Facility). The Operating Facility is approximately 125,000 square feet and is in excellent condition. Management believes that its existing owned and leased facilities are adequate to meet the Company s needs for the foreseeable future.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On January 20, 2004 the Company entered into a subordinated loan agreements with Next Investors, LLC for $400,000 and First Federal Savings Bank for $500,000. Next Investors, LLC is comprised of certain members of management and a significant stockholder. The purpose of these loans was to provide working capital to be repaid out of a future equity infusion. The loans have a 4% and 6% interest rate and maturity dates of January 2006 and 2005, respectively. The loan from First Federal Savings Bank was paid in full from the proceeds from the GCA Strategic Investment Fund Limited investment in the Company.

EXECUTIVE COMPENSATION

Compensation Table

Summary Compensation Table. The following table sets forth certain information concerning compensation paid or accrued to our executive officers for services rendered to the Company during the fiscal years ended November 30, 2003 and 2002.

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	Annual Compensation				Long Term Compensation				
					Awards			Payouts	
Name and Principal Position	Year *(1)*	Salary ($)	Bonus ($)	Other Annual Comp ($)	Restricted Stock Awards ($)	Securities Underlying Options/SARs	LTIP Payout ($)	All Other Comp. ($)
Dan F. Cooke, Former Chairman & CEO	2002 2003			$ 12,000*(2)* $ 14,000*(3)*				
David Gleason, EVP Operations	2002 2003	$ 111,746 $ 115,000	$ 3,750	$ 9,000*(2)* $ 9,000*(2)*		50,000 50,000		
William B. Hensley, CEO, President, COO	2002 2003	$ 82,500		$ 12,000*(2)* $ 9,000*(2)*				
Charles L. Thompson, CFO	2002 2003	$ 91,667 $ 106,664		$ 10,000*(2)* $ 12,000*(2)*		300,000		

(1) Neither officer was employed by the Company prior to the fiscal year ending November 30, 2002.
(2) Automobile allowance
(3) Automobile allowance and IRA contribution

Option/SAR Grants in 2003

STOCK OPTION GRANTS IN 2003

	Individual Grants			
Name	Number of Securities Underlying Options/SAR s Granted (#)	% of Total Options/SAR s Granted to Employees in Fiscal Year	Exercise or Base Price ($/share)	Expiration Date
David C. Gleason	50,000	50%	$ 1.01	12/19/2008

Compensation of Directors:

As compensation for their services as members of the Board of Directors, the company issued each independent board member stock options to purchase 20,000 shares of common stock at an exercise price of $0.50 per share in March of 2003. These options are exercisable in full commencing December 19, 2003, and expire December 19, 2008. The outside Directors are also paid a Directors fee of $1,250 per quarter or $5,000 per year. Of the four directors of the Board, the Board has determined that three directors are independent under the requirements of Rule

10A-3 under the Exchange Act. The board members who are executives of the Company receive no additional compensation in excess of their management remuneration.

Executive Employment Agreements

The Company entered into an employment agreement with Mr. William B. Hensley III effective as of December 1, 2003 and continuing for a period of three years. Thereafter, the term of the agreement will automatically renew for additional three-year periods. The agreement provides for an annual base salary of $120,000. Mr. Hensley is entitled to such bonus or incentive compensation and awards of stock options under the Company s stock option plan as may be determined by the Compensation Committee of the Board of Directors. Mr. Hensley is entitled to certain compensation upon the termination of his employment. Mr. Hensley is also entitled to certain compensation upon a change of control of the Company. The agreement requires Mr. Hensley to devote his full time and attention to the business and affairs of the Company, and obligates him not to engage in any investments or activities which would compete with the Company during the term of the agreement.

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The Company entered into an employment and noncompetition agreement with Mr. Charles L. Thompson effective as of April 7, 2003 and continuing through January 3, 2006. The agreement provides for an annual base salary of $110,000 per annum until January 4, 2004 and a base salary of $120,000 for the remainder of the term of the agreement. Mr. Thompson is entitled to receive such bonus or bonuses as may be awarded to him by the Board of Directors based upon certain subjective criteria as established from year to year. The Agreement requires Mr. Thompson to devote his full time and attention to the business and affairs of the Company, and obligates him not to engage in any investments or activities which would compete with the Company during the term of the Agreement.

The Company entered into an employment agreement with Mr. David C. Gleason effective as of December 19, 2001 and continuing for a period of five years thereafter. The agreement provides for an annual base salary of $115,000. Mr. Gleason is entitled to receive such bonus or bonuses as may be awarded to him by the Board of Directors based upon certain subjective criteria as established from year to year. The Agreement requires Mr. Gleason to devote his full time and attention to the business and affairs of the Company, and obligates him not to engage in any investments or activities which would compete with the Company during the term of the Agreement.

Equity Compensation Plan Information. The following table represents all stock options that have been issued by the Company through February 26, 2004:

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for future issuance
Equity compensation plan approved by security holders:	944,500(1)	$ 0.43	55,500
Total:	944,500	$ 0.43	55,500

(1) Represents 503,000 options issued prior to the Exchange pursuant to the 2001 Stock Option Plan (the Plan) of Next, Inc. Upon consummation of the Exchange, the Company assumed the Plan and all preexisting options granted thereunder. Pursuant to the terms of the Plan, any previously granted options to acquire shares of common stock were replaced with options to acquire shares of the Company s common stock.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read this section together with our consolidated financial statements and related notes thereto included elsewhere in this report. In addition to the historical information contained herein, this report contains forward-looking statements that involve risks and uncertainties. Forward-looking statements are not based on historical information but relate to future operations, strategies, financial results or other developments. Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. Certain statements contained in this Form 10-KSB, including, without limitation, statements containing the words believe , anticipate, estimate , expect , are of the opinion that and words of similar import, constitute forward-looking statements. You should not place any undue reliance on these forward-looking statements.

You should be aware that our actual growth and results could differ materially from those contained in the forward looking statements due to a number of factors, which include, but are not limited to the following: the special risk factors set forth in Part I, Item 1 above, the risks and uncertainties set forth below; economic and business conditions specific to the promotional products and imprinted sportswear industry; competition and the pricing and mix of products offered by us and our competitors; style changes and product acceptance; relations with and performance of suppliers; our ability to control costs and expenses, carry out successful designs and effectively communicate with our customers and to penetrate their chosen distribution channels; access to capital; foreign currency risks; risks associated with our entry into new markets or distribution channels; risks related to the timely performance of third parties, such as shipping companies, including risks of strikes or labor disputes involving these third parties; maintaining satisfactory relationships with our banking partners; political and trade relations; the overall level of consumer spending; global economic conditions and additional threatened terrorist attacks and responses thereto, including war. There may be other factors not mentioned above or included elsewhere in this report that may cause actual results to differ materially from any forward-looking information. You should not place undue reliance on these forward-looking statements. We assume no obligation to update any forward-looking statements as a result of new information, future events or developments, except as required by applicable securities laws.

INTRODUCTION. The following discussion is intended to provide an analysis of our financial condition and should be read in conjunction with our financial statements at November 30, 2003 included in Form 10-KSB and our financial statements at February 29, 2004 in the Form 10-QSB, and the notes thereto.

OVERVIEW. As noted elsewhere in this report, the Company s principal customers are large national and regional retailers. In order to maintain its relationship with these customers, enhance revenues from them and enable them to improve their revenues and margins, the Company must work closely with these customers to ensure they receive the Company s products expeditiously and economically. The Company works diligently to maintain what Management calls supply chain excellence a way for the Company to provide value added services to its customers.

In servicing its customers, the Company faces competition from numerous other providers of licensed promotional clothing. Many of these competitors are larger and better capitalized than the Company. Additionally, if the Company is to continue to grow its business by adding additional products and by making strategic acquisitions, it will require additional capital. Therefore, Management is currently negotiating with several sources of equity in an effort to furnish the needed capital.

In assessing the Company s performance, Management focuses on (a) increasing revenues primarily through enhancing it s licensing programs and (b) protecting such revenues by diversifying its customer base regionally and demographically. In order to enhance profitability, Management monitors and seeks to improve gross margins primarily by internal cost controls and through international purchases of raw materials. Management also strives to reduce fixed costs as a percentage of sales, improve inventory turnover and reduce receivables measured by day s sales outstanding, all in an effort to improve profitability and cash flow.

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For the three-month period ended February 29, 2004

Results of Operations

The following table sets forth certain items in the Company s condensed consolidated statement of operations for the three months ended February 28, 2003 and February 29, 2004. These statements should be read in conjunction with the audited financial statements of Next as filed in the Form 10-KSB.

	Three Months Ended	
	February 28, 2003	February 29, 2004
	(unaudited)	(unaudited)
Net sales	$ 3,705,310	$ 3,805,421
Cost of sales	2,502,538	2,530,680
Gross profit	1,202,772	1,274,741
Operating and other expenses:		
General and administrative	568,960	518,712
Royalty and commission expense	385,242	417,248
Corporate expenses	191,903	280,413
Interest expense	109,251	117,571
Other (income)	(602)	(13,534)
Total operating and other expense	1,254,754	1,320,410
Income (loss) before income taxes	(51,982)	(45,669)
Provision (benefit) of income taxes	(18,845)	(18,268)
Net income (loss)	$ (33,137)	$ (27,401)

Net Sales

Net sales increased 2.7% to $3,805,421 for the three months ended February 29, 2004 from $3,705,310 for the three months ended February 28, 2003. This growth in sales is primarily attributable to the inclusion of Lil Fan sales which was $260,454 for the three months ended February 29, 2004 and was not in the prior year three month period ending February 28, 2003. There were four major customers that caused sales to decline in the three-month period ending February 2004, partially offset by four new customers, which caused a net decline of $337,934 from February 28, 2003 in the national retail merchant customer base. Management believes the decline in these respective customer sales is a seasonal timing difference and orders will increase in the latter part of the year. Internet sales were $389,657 in the three months ending February 29, 2004 compared to $207,598 in the three-month period ending February 28, 2003. Management believes that future sales growth will continue primarily through the diversification and expansion of the Company s customer base and its expanded product offerings.

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Cost of Sales

Cost of sales was 66.5% for the three months ended February 29, 2004 compared to 67.5% of the Company s sales for the three months ended February 28, 2003. This reduction in cost as a percentage of sales resulted primarily from increased efficiencies from purchasing and inventory management.

Expenses included in cost of sales were primarily raw materials, labor, shipping supplies, and the depreciation of both the Company s principal manufacturing facility in Indiana and its equipment.

Operating and Other Expenses

General and administrative expenses were $518,712 (13.6% of sales) for the three months ended February 29, 2004 compared to $568,960 (15.4 % of sales) for the three months ended February 28, 2003. The decrease in expenses is related to the elimination of the Louisville sales office.

Royalty and commission expenses were $417,248 (11.0% of sales) for the three months ended February 29, 2004 compared to $385,242 (10.4% of sales) for the three months ended February 28, 2003. The increase in royalty expense was directly related to sales increase and sales mix with higher royalty expense percentages which is one of the Company s primary sales and marketing expansion strategy. Commissions increased as a greater percentage of sales are generated by outside sales representatives.

Corporate expenses were $280,413 (7.4% of sales) for the three months ended February 29, 2004 compared to $191,903 (5.2% of sales) for the three months ended February 28, 2003. The increase in corporate expenses included investment banking services associated with the LaSalle bank loan and other professional costs of $38,273, banking fees associated with LaSalle of $31,487, and increased professional staff expense of $24,087 to effectively implement the Company s growth and to meet its expanded public reporting requirements. While these actions have resulted in increased costs during the current period, the Company believes that such costs are necessary for the Company to implement its strategic plan of future growth and diversification.

Interest expense relates to the Company s short and long-term debt. Interest expense was $117,571 for the three months ended February 29, 2004 compared to $109,251 for the three months ended February 28, 2003. The increase in interest expense is attributable to the higher interest rates charged by LaSalle.

The provision for income taxes for the three months ended February 29, 2004 was a benefit of $18,268 compared to a benefit of $18,845 for the three months ended February 28, 2003. These amounts are due to the Company s year-to-date net operating loss adjusted by book and income tax recognition of temporary differences.

Financial Position, Capital Resources, and Liquidity February 29, 2004 and November 30, 2003

At February 29, 2004, working capital was $1,492,527, representing a decrease of $5,133,468 from working capital at November 30, 2003 of $6,625,995. The decrease in working capital was primarily due to the inclusion of the revolving credit facility, $4,261,374 as short-term debt due to the maturity date, and a decrease in receivables and inventory due to seasonality.

Liquidity and Capital Resources

The Company has historically financed its operations through a combination of earnings and debt. The Company s principal sources of debt financing is its revolving line of credit with LaSalle Business Credit, LLC and promissory notes issued by First Federal Bank. The credit facility has a maximum limitation of $8,000,000 of which the Company has drawn upon $4,261,375 as of February 29, 2004. This credit facility matures on February 1, 2005 and is governed by various financial covenants. The First Federal Bank Promissory Notes consist of one principal loan in the amount of $2,870,091 payable in monthly installments of $26,000 of principal and interest and with a balloon payment of $2,647,805 due January 16, 2006.

The Company s principal use of cash is for operating and cost of goods sold expenses, interest, and working capital. Cash used in operations for the three months ended February 29, 2004 was $13,872 as compared to $1,344,489 of cash used in operations for the three months ended February 28, 2003. The decrease in cash used stemmed primarily from reduction in accounts receivable and inventory due to management efficiency.

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Cash used for investing activities was $86,924 for the three months ended February 29, 2004 compared to $145,411 for the three months ended February 28, 2003. The Company s investing activities during these periods was primarily the purchase of new equipment and acquisition costs, which, was reduced in the three months ended February 29, 2004.

Net cash used by financing activities was $362,728 for the three months ended February 29, 2004 compared to $1,548,865 provided by financing activities for the three months ended February 28, 2003. This net decrease of $1,911,593 was related to the reduction in the revolving loan.

For the fiscal years ended November 30, 2002 and November 30, 2003

RESULTS OF OPERATIONS. The following table sets forth certain items in the Company s consolidated statement of operations for the years ended November 30, 2002, and 2003, respectively. The results of operations for 2003 include the revenues of Lil Fan of $841,462 from August 1, 2003, the date of its acquisition. All intercompany transactions have been eliminated from the date of acquisition. The Company had provided certain services and sold merchandise to Lil Fan in 2003. Therefore, the Company s revenue includes sales to Lil Fan in 2003 of $141,000. The Company believes that had the acquisition of Lil Fan occurred at the beginning of 2003, the results of operations would have not been materially different than that reported herein (see NOTE 14 of the Notes to Consolidated Financial Statements contained elsewhere in this report). These statements should be read in conjunction with the audited financial statements of Next contained elsewhere in this Form 10-KSB.

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	November 30,	
	2002	2003
Net sales	$ 12,451,436	$ 20,873,989
Cost of sales	8,890,493	14,461,801
Gross profit	3,560,943	6,412,188
Operating and other expenses:		
General and administrative expense	1,732,110	2,210,045
Royalty and commission expense	1,091,119	2,211,593
Corporate expense	701,863	1,062,764
Interest expense	358,196	455,839
Other (income) expense	(37,581)	10,764
Total operating and other expense	3,845,707	5,951,005
Income (loss) before income taxes	(284,764)	461,183
Provision for (benefit of) income taxes	(201,759)	182,356
Net income (loss)	$ (83,005)	$ 278,827

NET SALES. Net sales increased 67.6% to $20,873,989 for 2003 from $12,451,436 for 2002. The growth in sales is primarily attributable to increased sales from existing customers and new customers resulting in a net increase of $7,581,091. Lil Fan customers from the date of acquisition generated an additional $841,462 of sales in 2003.

COST OF SALES. Cost of sales was $14,461,801 or 69.3% of the Company s net sales for 2003 compared to $8,890,493 or 71.4% for 2002. Labor cost was 12.6% of sales in 2003 as compared to 14.0% of sales in 2002, the decrease resulting from the Company s efficiencies with increased volume. Outside contractor expenses were 1% of sales in 2003 down from 4% of sales in 2002. Raw material costs were 48% of sales in 2003, and 48% in 2002.

OPERATING AND OTHER EXPENSES. General and administrative expenses were $2,210,045 (10.6% of net sales) for 2003 compared to $1,732,110 (13.9% of net sales) for 2002. Approximately 53% of the increase in expenses resulted from the operating cost incurred by Lil Fan, Inc. since the date of acquisition ($250,843 or 1.2% of sales). The Company s CEO began to take a salary in January 2003, which amounted to an additional $82,500 in fiscal year 2003 which was not incurred in 2002. The remaining expense increase was for incremental customer service and support personnel to service, expand and diversify the Company s customer base. Royalty fees associated with licensing agreements was 5.9% of sales in 2003 and 5.1% of sales in 2002. The increase in fees is the result of a higher percentage of our sales that are licensed products, which is the Company s primary sales and marketing focus. Commission expenses were 4.6% of sales in 2003 and 3.6% in 2002, primarily due to more external sales personnel, who are commission based.

Corporate expense was a new area of expense that the Company began to incur in 2002 to effectively implement its growth and acquisition plan along with enabling the Company to meet its expanded public reporting requirements. The Company leased additional office space and hired a number of new full time personnel, and retained the services of additional legal, accounting, and investment professionals. While these actions have resulted in significant costs during the current period, the Company believes that such costs are necessary for the Company to implement its strategic plan of future growth and diversification. Fiscal year 2002 only reflected a partial year (approximately 9 months) of these expenses; however 2003 has a full twelve months. The primary areas of expense increases were: labor expense which grew by $59,776 related to additional financial support, professional fees grew by $103,586 related to investment banking services, bank charges grew by $46,777 related to

LaSalle fees, and $52,334 of additional audit and accounting services.

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Interest expense relates to the Company s short and long-term debt. Interest expense was $455,839 for 2003, compared to $358,196 for 2002. The primary reason for the increase in interest expense was the increase in the average borrowings of the revolving credit facility to finance the growth of the Company.

PROVISION FOR INCOME TAXES. The Company recognized a tax provision of $182,356 in 2003 or 39.5% of income before taxes. In 2002 the Company recognized a tax benefit of $201,759, which is attributable to the recognition of deferred tax assets arising from the Company s year-to-date net operating loss adjusted for by book and income tax recognition temporary differences.

FINANCIAL POSITION, CAPITAL RESOURCES, AND LIQUIDITY. At November 30, 2003, working capital was $6,625,995, representing an increase of $657,210 from working capital at November 30, 2002, of $5,968,785. This increase in working capital was primarily due to the increase in receivables and inventory related to the growth of the business.

Liquidity and Capital Resources. The Company has historically financed its operations through a combination of earnings and debt. The Company s principal sources of debt financing are its revolving line of credit with LaSalle Business Credit and promissory notes issued by First Federal Bank. At September 30, 2003, the Company renegotiated its working capital facility with LaSalle as follows: (a) increased the facility by $3,000,000 to $8,000,000; and (b) extended its term to September 30, 2006. At November 30, 2003, $5,437,088 of the credit facility had been drawn upon. The LaSalle credit facility is governed by various financial covenants, all of which are in compliance as of the date of this report. In addition the agreement provides for monthly payment of interest at .75% over a nationally published prime rate (4% at November 30, 2003). The interest rate dropped upon delivery of the audited financial statements to .5% over prime rate. The LaSalle Credit Facility was amended on December 9, 2003 as a result of a technical default for which the Company obtained a wavier. The LaSalle amendment changed the maturity date to February 1, 2005; also, advances on finished goods inventory were limited to a maximum $200,000 down from the previous amount of $400,000. LaSalle also eliminated the prepayment obligation and stipulated an undetermined reduction to the inventory advance rate by May 1, 2004. On January 16, 2003, the Company refinanced certain of its notes payable to First Federal Savings Bank and Frances Slocum Bank aggregating $2,534,663 for an aggregate principal of $3,000,000 with First Federal Savings Bank (New Note). The net proceeds of the refinancing of approximately $425,745 were reinvested in the Company. The New Note bears interest at 6.5% and has a monthly payment of principal and interest of $26,000 with a balloon payment of $2,647,805 due on January 15, 2006. The total effect of refinancing, including the net proceeds reinvested in the Company, resulted in positive cash flow to the Company (see NOTE 9 and NOTE 17 of the Notes to Consolidated Financial Statements contained elsewhere in this document). The Company is constantly in discussions with other lending institutions to replace and increase the Company s current credit facilities.

On January 20, 2004 the Company entered into a subordinated loan agreements with Next Investors, LLC for $400,000 and First Federal Savings Bank for $500,000. The purpose of these loans was to provide working capital to be repaid out of a future equity infusion. The loans have a 4% and 6% interest rate and maturity dates of January 2006 and 2005, respectively.

The Company s principal use of cash is for operating expenses, interest and principal payments on its long-term debt, working capital and capital expenditures. Cash used in operations for 2003 was $1,005,294 as compared to $991,608 for 2002. The increase in cash used resulted primarily from increased working capital utilization due to increased growth in the business.

Cash used for investing activities was $879,651 for 2003, compared to $597,487 for 2002. The Company s investing activities during these periods was primarily the purchase of new equipment and fees and expenses paid for its acquisitions.

Net cash provided by financing activities was $2,027,035 for 2003, compared to $1,938,223 for 2002. This net increase of $88,812 related to proceeds from bank loans that were offset by repayment of debt and issuance of common stock for cash.

The following table represents the contractual commitments of the Company as of November 30, 2003:

		Payments Due by Period			
Contractual Obligations	**Total**	**Less than 1 year**	**1 3 years**	**4 - 5 years**	**After 5 years**
Revolving Credit Facility	$ 5,437,088	$	$ 5,437,088	$	$
Long-Term Debt	3,317,972	293,170	2,873,078	102,837	48,887
Capital Lease Obligations	85,737	63,334	22,403		
Operating Leases	258,400	135,600			