

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Journal Register Company,	:	Case No. 09-10769 (ALG)
	:	
Debtor.	:	
-----X		

**STATEMENT OF FINANCIAL AFFAIRS**

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Attorneys for the Debtors and  
Debtors in Possession

*These notes (the “Global Notes”) regarding the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “SOFAs,” and together with the Schedules, the “Bankruptcy Schedules”) comprise an integral part of the Bankruptcy Schedules and should be referred to and considered in connection with any review of them.*

1. Management (“Management”) of the debtor in the above-captioned chapter 11 case and its affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”)<sup>1</sup> has prepared unaudited Bankruptcy Schedules pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure. Except where otherwise noted, the information provided herein is as of the close of business on February 20, 2009. The chapter 11 cases of the Debtors are jointly administered, pursuant to an order of the United States Bankruptcy Court for the Southern District of New York, dated February 25, 2009 (the “Bankruptcy Court”). While Management has made every reasonable effort to ensure that the Debtors’ Bankruptcy Schedules are accurate and complete, based upon information that was available to them at the time of preparation, inadvertent errors or omissions may exist and the subsequent receipt of information and/or further review and analysis of the Debtors’ books and records may result in changes to financial data and other information contained in the Bankruptcy Schedules. Moreover, because the Bankruptcy Schedules contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Bankruptcy Schedules are complete or accurate.
2. The Debtors reserve the right to amend the Bankruptcy Schedules in all respects as may be necessary or appropriate, including, but not limited to, the right to assert offsets or defenses to, or to dispute, any claim reflected on the Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the Bankruptcy Schedules shall constitute a waiver of the Debtors’ rights with respect to these chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws.

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<sup>1</sup> If applicable, the last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Journal Register Company (8615); (ii) 21st Century Newspapers, Inc. (6233); (iii) Acme Newspapers, Inc. (6478); (iv) All Home Distribution Inc. (0624); (v) Chanry Communications, Ltd. (3704); (vi) Greater Detroit Newspaper Network, Inc. (4228); (vii) Great Lakes Media, Inc. (5920); (viii) Great Northern Publishing, Inc. (0800); (ix) The Goodson Holding Company (2437); (x) Heritage Network Incorporated (6777); (xi) Hometown Newspapers, Inc. (8550); (xii) Independent Newspapers, Inc. (2264); (xiii) JiUS, Inc. (3535); (xiv) Journal Company, Inc. (8220); (xv) Journal Register East, Inc. (8039); (xvi) Journal Register Supply, Inc. (6546); (xvii) JRC Media, Inc. (4264); (xviii) Middletown Acquisition Corp. (3035); (xix) Morning Star Publishing Company (2543); (xx) Northeast Publishing Company, Inc. (6544); (xxi) Orange Coast Publishing Co. (7866); (xxii) Pennysaver Home Distribution Corp. (9476); (xxiii) Register Company, Inc. (6548); (xxiv) Saginaw Area Newspapers, Inc. (8444); (xxv) St. Louis Sun Publishing Co. (1989); (xxvi); Up North Publications, Inc. (2784); and (xxvii) Voice Communications Corp. (0455). The Debtors’ executive headquarters’ address is 790 Township Line Road, Third Floor, Yardley, PA 19067.

***These Global Notes regarding the Debtors' Bankruptcy Schedules comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.***

3. The Bankruptcy Schedules are a reflection of the assets and liabilities as recorded in the Debtors' books and records and, therefore, may not be an accurate reflection of all of the Debtors' potential liabilities.
4. Some of the Debtors' scheduled assets and liabilities are unliquidated or of unknown value at this time. In such cases, the amounts are listed as "unknown." Accordingly, the Schedules may not accurately reflect the aggregate amount of the Debtors' current assets and liabilities.
5. The preparation of the Bankruptcy Schedules required Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Without prior notice, the Debtors may amend their Bankruptcy Schedules as they deem necessary and appropriate to reflect material changes, if any, that arise during the pendency of their chapter 11 cases. In addition, the Debtors reserve the right to dispute or to assert offsets or defenses to any claim listed on the Schedules.
6. Given the differences between the information requested in the Bankruptcy Schedules and the financial information utilized under generally accepted accounting principles in the United States ("**GAAP**"), the aggregate asset values and claim amounts set forth in the Bankruptcy Schedules do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.
7. Schedule A of Journal Register Company's ("**JRC**") Schedules reflects market value of each real property asset as of January 27, 2009.
8. For purposes of the Debtors' Schedule B, the values listed for each of the bank account balances are as of February 20, 2009. The value of accounts receivable, security deposits and inventory are as of December 28, 2008.
9. The bank account balances listed in the Debtors' Schedule B are net of outstanding negotiables that have been issued by the Debtors but not yet cashed by the recipient of such negotiables (i.e., Schedule B reflects bank cash, not book cash).
10. With respect to the Debtors' Schedule B, question 3, the information on security deposits includes prepayments that are held by certain third parties on account of services provided to the Debtors in the ordinary course of their businesses.
11. Schedule B, question 5, of JRC's Schedules lists miscellaneous books, pictures and art objects that are located in the Debtors' offices. To the best of Management's knowledge, the value of these miscellaneous items is *de minimus*.
12. Schedule B of each Debtor's Schedules identifies such Debtor's direct ownership interests in any subsidiary, but does not list any subsidiary that the Debtor may own indirectly. Amounts related to the investment in consolidated subsidiaries exclude equity earnings (or losses) because those earnings (or losses) are typically eliminated in consolidation. These equity

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earnings (or losses) related to investments in consolidated subsidiaries are also excluded from SOFA, question 2.

13. For purposes of Schedule B, question 16, the value of accounts receivable has been presented net of allowances, if any, made by such Debtor for doubtful accounts.
14. With respect to unliquidated debts on Schedule B, question 21, certain Debtors may be entitled to a tax refund with respect to use taxes. However, the relevant taxing authorities may not remit such sums, but may instead use them to offset future amounts due.
15. With respect to Schedule B, question 22, the content of each of the Debtors' publications, including website content, is subject to copyright protection.
16. With respect to Schedule B, question 23, the Debtors license numerous computer software applications that are used in the ordinary course of their businesses. Where available, the Debtors have scheduled the purchase value of the software licenses. In many cases, the value of such software licenses is unknown.
17. With respect to Schedule B, question 24, certain of the Debtors possess personally identifiable information (as defined in 11 U.S.C. § 101(41A)), in their database of information provided by subscribers to their publications. The value of such personally identifiable information is unknown, at this time, to the Debtors.
18. Schedule B, question 25, of JRC's Schedules includes the value of motor vehicles owned by JRC. The value set forth on JRC's Schedules reflects the book value of such vehicles.
19. With respect to Schedule B, questions 27 and 28, the Debtors own, among other things, computer hardware and software, office furniture, and various machinery and equipment. Capital assets with a net book value of \$500 and above are reflected in response to Schedule B, questions 27 and 28. The Debtors may own additional items, each with net book value below \$500, that are not reflected in their Schedules.
20. The Debtors take periodic inventories of their raw materials, which include, but are not limited to, newsprint, ink, plates, composing and circulation materials (collectively, the "**Raw Materials**"). The dollar amount of inventory listed in Schedule B, question 30, and SOFA, question 20, reflects gross inventory value as of December 28, 2008, the last month-end closing date for such inventories. In valuing their inventory, the Debtors utilize the lower of cost (primarily first-in, first-out method) or market method. The dollar amounts listed in response to Schedule B, question 30, and SOFA, question 20, represent the aggregate value of all Raw Materials inventoried, using the different methods of valuation.
21. With respect to Schedule D of JRC's Schedules, the Debtor has listed certain entities that hold cash deposits as collateral. Such cash deposits may give rise to a right of setoff against the Debtors. These potential rights of setoff are not referenced on Schedule B or in response to SOFA, question 13.
22. Schedules E and G reflect information available to the Debtors as of December 28, 2008.

***These Global Notes regarding the Debtors' Bankruptcy Schedules comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.***

23. Pursuant to an order of the Bankruptcy Court dated February 25, 2009, the Debtors are authorized to pay certain prepetition obligations for employee wages, salaries, bonuses and other compensation, reimbursable employee expenses and employee medical and similar benefits. Therefore, related claims held by the Debtors' employees have not been listed on the Debtors' Schedule E.
24. Pursuant to an order of the Bankruptcy Court dated February 25, 2009, the Debtors are authorized to pay prepetition obligations to certain independent contractors and satisfy related obligations to their independent contractors. Therefore, the Debtors have not listed their independent contractors on Schedule E.
25. Pursuant to an order of the Bankruptcy Court dated February 25, 2009, the Debtors are authorized to deliver, where possible and practicable, substitute publications to those customers with subscriptions to publications that have been closed as a result of the Debtors' reorganization efforts. Customers who are eligible to receive a substitute publication have not been listed on the Debtors' Schedules E. In addition, Schedule E does not include customers who were issued a credit or refund check prior to the Petition Date relating to their subscription service, regardless of whether such customer redeemed their credit or cashed their refund check prior to the Petition Date.
26. In the ordinary course of their businesses, the Debtors utilize a centralized cash management system through which certain payments are made through centralized disbursement accounts in the name of a single entity on behalf of its affiliates. These payments have been reported on the Bankruptcy Schedules of the Debtor that owns the disbursement accounts through which such payments were made.
27. Schedule F reflects information available as of February 19, 2009.
28. The Debtors have not included on Schedule F secured parties that may have an unsecured deficiency claim; such parties have been listed on Schedule D only. In addition, pursuant to an order of the Bankruptcy Court dated February 25, 2009, the Debtors are authorized to continue various customer programs relating to their advertisers, including, but not limited to, issuing credit for advertisements that were run in error and for billing adjustments. Accordingly, the Debtors have not included on Schedule F advertisers who were issued a credit prior to the Petition Date, regardless of whether such advertisers redeemed such credit after the Petition Date.
29. All parties to executory contracts, including those listed on Schedule G, may be holders of contingent and unliquidated claims arising from (i) obligations under those executory contracts and/or (ii) rejection damages in the event that executory contract is rejected. Certain of these claims are not listed on Schedule F.
30. For purposes of the Schedules, the Debtors have only scheduled claims and executory contracts for which the Debtors may be contractually and/or directly liable. No claims have been scheduled for a Debtor that may have benefited directly or indirectly from a contractual relationship to which the Debtor was not a named party. No claims or executory contracts

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have been scheduled where payments to third parties were made on a Debtor's behalf for administrative convenience or as a result of the Debtors' cash management system. No claims or executory contracts have been scheduled for which the Debtors have rate agreements in place, but not formal contracts.

31. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are expressly preserved.
32. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed on Schedule G. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, including supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may also not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including without limitation, any intercompany agreement) related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, each Debtor reserves the right to assert that such agreements constitute executory contracts.
33. With respect to Schedule H, each of the Debtors is a guarantor under that certain Amended and Restated Credit Agreement, dated as of January 25, 2006 (as thereafter amended or otherwise modified and in effect), by and among JRC, as borrower, the other Debtors, as guarantors, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, and the lenders that are party thereto.
34. In the interests of protecting individuals' privacy, the Debtors have not included payments made to non-insider employees on account of wages, salaries or commissions in their responses to SOFA question 3(b). Other payments to employees have been included.

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35. The Debtors have not included in their responses to SOFA, question 3(c), payments that may have been made within the past year to entities that were formerly, but are no longer, affiliated with the Debtors, as such parties are not considered "insiders" for the purposes of SOFA, question 3(c). Such payments, if any, are listed in the Debtors' responses to SOFA, question 3(b).
36. With respect to SOFA, questions 3(c) and 23, the listing of any person or entity is not intended to be nor shall it be construed as a legal characterization of such party as an insider, and does not act as an admission of any fact, claim, right or defense, and all such right, claims and defenses are hereby reserved.
37. With respect to SOFA, question 4, the Debtors have made reasonable efforts to accurately record all suits and administrative proceedings of the Debtor that is a party to the action or was a party to the action within the one (1) year immediately preceding the Petition Date. Certain litigation against a particular Debtor may relate to any of the other Debtors.
38. Payments related to professional services rendered to the Debtors in connection with the commencement of their chapter 11 cases have been made on a consolidated basis by JRC and appear only in response to SOFA, question 9 for JRC.
39. In the ordinary course of its business, JRC may control or hold certain property owned by its subsidiaries. JRC has not included in its response to SOFA, question 14, any property it holds that is owned by its subsidiaries. In addition, the Debtors, excluding JRC, have not included in their responses to SOFA, question 14, any property that is owned by such Debtors, but held by JRC, their ultimate parent. Moreover, in the ordinary course of their businesses, the Debtors may be in receipt of certain property belonging to others, including, but not limited to, advertisers, freelance writers and members of the public, relating to prospective advertisements and content for the Debtors' publications and/or websites. It is presumed that such property will be distributed, published or disposed. The value of such property is unknown and such property is not reflected in response to SOFA, question 14.
40. With respect to SOFA, question 15, certain premises may have been leased by an affiliate of a Debtor whose name is listed.
41. With respect to SOFA, question 18, each Debtor has identified all businesses in which it has a direct ownership interest in more than 5% of the voting or equity securities. Indirect ownership rights, if any, are not listed.
42. With respect to SOFA, questions 19(a) and 19(c), because the Debtors report their financial information on a consolidated basis, the books of account and records of all of the Debtors are located at the corporate headquarters of JRC, 790 Township Line Road, Suite 300, Yardley, PA 19067.
43. With respect to SOFA, question 19(d), after July 22, 2008, the Debtors no longer made SEC Filings, but issued "press release style" financial statements for the 2nd and 3rd quarters of

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2008, which were made publicly available. In the ordinary course, the Debtors may also have provided financial information to banks, customers, suppliers and rating agencies.

44. The Debtors, their Management, agents, officers, directors, employees, representatives, attorneys and financial advisors do not guarantee or warrant as to the accuracy and/or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors, their Management, agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys and financial advisors are advised of the possibility of such damages.



# UNITED STATES BANKRUPTCY COURT

In re: Journal Register Company,  
Debtor

Case No. 09-10769  
(if known)

## STATEMENT OF FINANCIAL AFFAIRS

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

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

### DEFINITIONS

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

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

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### 1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

#### AMOUNT

#### SOURCE

- a. \$28,758,056 of revenue has been derived from operations thus far in 2009.
- b. \$413,006,260 of revenue for the year 2008 has been derived from operations.
- c. \$466,523,795 of revenue for the year 2007 has been derived from operations.

## 2. Income other than from employment or operation of business

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

AMOUNT

SOURCE

## 3. Payments to creditors

*Complete a. or b., as appropriate, and c.*

None ☐ a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF  
PAYMENTS

AMOUNT PAID

AMOUNT  
STILL OWING

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

NAME AND ADDRESS OF CREDITOR

DATES OF  
PAYMENTS/  
TRANSFERSAMOUNT PAID OR  
VALUE OF  
TRANSFERSAMOUNT  
STILL  
OWING

See attached Exhibit 3b.

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

NAME AND ADDRESS  
OF CREDITOR AND  
RELATIONSHIP TO DEBTORDATES OF  
PAYMENTS

AMOUNT PAID

AMOUNT  
STILL OWING

See attached Exhibit 3c.

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

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Aetna Life Insurance v. Journal Register Company 2:08-CV-01943-ER	Breach of Contract	Pennsylvania Eastern District Court, Bucks County, PA	Settled on 10/27/08
Sereni, Mark v. Journal Register Company, et al. Case ID 080700073	Libel	Philadelphia Court of Common Pleas, Pennsylvania	Pending; settlement conference scheduled
Swanlund, Sharon v. Journal Register Corp., et al. Case ID: 080503078	General Liability	Philadelphia Court of Common Pleas	Pending
Tucker, Teri v. Journal Register East, Inc., et al. Case 3:06-cv-00307-SRU	Discrimination EPL	United States District Court for the District of Connecticut	Appeal pending
Alessi, Debra and Joseph v. Mercury, et al. Case ID 2006-22496	Publisher Liability	Montgomery County, Court of Common Pleas, Pennsylvania	Pending
Van Jones, Tanya and Vance v. The Trentonian, Journal Register Company Case MER-L-250-07	General Liability	Superior Court of New Jersey, Mercer County	Dismissed
Rutherford, Timothy, John v. Journal Register Company, et al. Case 08-088165-NZ	Unknown	7th Circuit Court, Genesee County, Michigan	Pending
ZCapital Partners Case ID Unknown	General Liability		Threatened

None

☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

None

☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS  
OF CREDITOR OR SELLER

DATE OF  
REPOSSESSION,  
FORECLOSURE SALE,  
TRANSFER OR RETURN

DESCRIPTION AND VALUE OF  
PROPERTY

### 6. Assignments and receiverships

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

NAME AND ADDRESS OF ASSIGNEE

DATE OF ASSIGNMENT

TERMS OF ASSIGNMENT  
OR SETTLEMENT

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

NAME AND ADDRESS  
OF CUSTODIAN

NAME AND  
LOCATION OF  
COURT CASE  
TITLE & NUMBER

DATE OF ORDER

DESCRIPTION AND  
VALUE OF  
PROPERTY

### 7. Gifts

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

NAME AND ADDRESS OF  
PERSON OR  
ORGANIZATION

RELATIONSHIP TO  
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND  
VALUE OF GIFT

Princeton Tigers  
Princeton University  
P.O. Box 5357  
Princeton, NJ 08543-5357

None

12/1/2007

Charitable gift \$23,000

Wesleyan University  
Wesleyan Station  
Middletown, CT 06459

None

3/28/2008

Charitable gift \$10,000

Central Connecticut State  
1615 Stanley Street  
P.O. Box 4010  
New Britain, CT 06050

None

3/28/2008

Charitable gift \$10,000

Shoreline Arts Alliance  
725 Boston Post Road  
Guilford, CT 06437

None

5/5/2008

Charitable gift \$10,000

United Way	None	4/7/2008	
The Linden Building, Third Floor		6/30/2008	
625 North Orange Street		7/16/2008	
Wilmington, DE 19801		9/30/2008	
		10/9/2008	Total charitable gift \$11,400
Ursinus College	None	1/24/2008	Charitable gift \$15,600
P.O. Box 1000			
Collegeville, PA 19426			
Rensselaer Polytechnic Institute	None	7/30/2008	Charitable gift \$25,000
110 8th Street			
Troy, NY 12180-3590			
Russell Sage Foundation	None	7/30/2008	Charitable gift \$15,000
112 East 64th Street New York, NY 10065			
YMCA	None		
290 West Avenue		9/18/2007	
PO Box 4610			
Saratoga Springs, NY 12866		9/10/2008	Total charitable gift \$16,700
Total contributions made in 2008			\$197,700 (aggregate)
Awards granted in 2008	None	Various Dates	\$43,200 (aggregate)

**8. Losses**

None



List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND  
VALUE OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF  
LOSS WAS COVERED IN WHOLE OR IN PART BY  
INSURANCE, GIVE PARTICULARS

DATE OF LOSS

**9. Payments related to debt counseling or bankruptcy**

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY	
Willkie Farr & Gallagher LLP	10/14/2008	\$26,746.32	Payment of Invoice
787 Seventh Avenue	10/22/2008	\$51,451.87	Payment of Invoice
New York, NY 10019	11/24/2008	\$201,957.57	Payment of Invoice
	12/22/2008	\$325,428.33	Payment of Invoice

Conway, Del Genio, Gries & Co. 645 Fifth Avenue New York, NY 10022	1/26/2009	\$246,901.92	Payment of Invoice
	2/12/2009	\$750,000.00	Retainer
	2/12/2009	\$468,799.30	Payment of Invoice
	2/20/2009	\$389,213.44	Payment of Invoice
	7/25/2008	\$225,000.00	Retainer
	7/25/2008	\$225,000.00	Payment of Invoice
	9/12/2008	\$244,426.55	Payment of Invoice
	10/1/2008	\$255,610.03	Payment of Invoice
	10/23/2008	\$249,834.46	Payment of Invoice
	11/21/2008	\$316,200.24	Payment of Invoice
Lazard Frères & Co. LLC 30 Rockefeller Plaza New York, NY 10020	12/26/2008	\$296,405.79	Payment of Invoice
	1/30/2009	\$284,784.74	Payment of Invoice
	2/20/2009	\$25,245.64	Payment of Invoice
	5/14/2008	\$251,328.51	Payment of Invoice
	6/5/2008	\$127,909.64	Payment of Invoice
	7/9/2008	\$135,285.14	Payment of Invoice
	8/11/2008	\$126,281.22	Payment of Invoice
	9/5/2008	\$126,851.37	Payment of Invoice
	10/7/2008	\$128,697.48	Payment of Invoice
	10/24/2008	\$125,000.00	Payment of Invoice
Epiq Bankruptcy Solutions, LLC 757 Third Avenue, 3rd Floor New York, NY 10017	12/8/2008	\$126,718.03	Payment of Invoice
	1/15/2009	\$125,000.00	Payment of Invoice
	2/12/2009	\$125,052.99	Payment of Invoice
	1/14/2009	\$50,000	Retainer
	2/20/2009	\$40,000	Retainer

## 10. Other transfers

None

☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Edward Condra 20 Ludwigs Crossing Lane Glenmoore, PA 19343	None	January 2008	2007 Lexus \$21,000.00
Allen Mailman 65 West Long Drive Lawrenceville, NJ 08648	None	March 2008	2006 Cadillac \$17,217.39
Thomas Rice 684 Clifden Drive Weldon Spring, MO 63304	None	May 2008	2004 Cadillac SFS-0020 \$10,000.00
Eleanor Lazarz 625A Arena Drive Hamilton, NJ 08610	None	November 2008	2000 Mercury Sable \$750.00
Rob's Automotive and Collision 3501 New Falls Road Bristol, PA 19007	None	October 2008	1999 Acura RL \$2,750.00

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

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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#### 11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wachovia Bank 706 Stony Hill Road Yardley, PA 19067	Demand Deposit Account 5372 \$2,903.06	\$2,903.06 12/9/2008
First National Bank and Trust Company of Newtown 40 South State Street Newtown, PA 18940	Demand Deposit Account 2765 \$3,261.54	\$3,261.54 1/8/2009

**12. Safe deposit boxes**

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

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
Gannet Co., Inc. Bank of America 27 Division Street Saratoga Springs, NY 12866	Barbara Bell 253 North Greenfield Road Porter Corners, NY 12859	Associated Press bonds, Saratoga Golf & Polo Bond, Community Hotel stocks, copy of loan to a previous publisher. Documents dated back to 1936, most current document 1994.	February 5, 2009

**13. Setoffs**

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

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

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

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

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
50 West State Street Trenton, NJ 08608	Journal Register Company	1997 to 2006

**16. Spouses and Former Spouses**

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

NAME



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**17. Environmental Information.**

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

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

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

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

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

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

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

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

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

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

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

NAME	COMPLETE EMPLOYER IDENTIFICATION NUMBER	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Chanry Media, Inc.	22-2806530	790 Township Line Road Suite 300 Yardley, PA 19067	Publishing	3/30/1987 to 2/10/09
Journal Register East, Inc.	22-2518039	790 Township Line Road Suite 300 Yardley, PA 19067	Publishing	11/7/1983 to Present
Register Company, Inc.	22-3556548	790 Township Line Road Suite 300 Yardley, PA 19067	Publishing	9/18/1997 to Present
JRC.com, LLC	N/A	790 Township Line Road Suite 300 Yardley, PA 19067	Media	8/18/1999 to 2/9/2009

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

NAME

ADDRESS

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

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

## 19. Books, records and financial statements

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

NAME AND ADDRESS

DATES SERVICES RENDERED

Gary Struening  
790 Township Line Road, Suite 300  
Yardley, PA 19067

November 2008 to Present

Julie A. Beck  
P.O. Box 105  
Newtown, PA 18940-0105

January 2006 to October 31, 2008

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

NAME	ADDRESS	DATES SERVICES RENDERED
Grant Thornton LLP	Two Commerce Square Suite 3100 Philadelphia, PA 19103	March 12, 2008 March 16, 2007

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

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

NAME AND ADDRESS	DATE ISSUED
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Pursuant to the requirements of the Securities Exchange Act of 1934, prior to July 22, 2008, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, the Debtor prepared and filed with the Securities and Exchange Commission (the "**SEC**") Form 8-K Special Reports, Form 10-Q Quarterly Reports and Form 10-K Annual Reports (collectively, the "**SEC Filings**"). The SEC Filings contain consolidated financial information relating to the Debtor and its affiliates. Because the SEC Filings are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC filings from the SEC or the Debtor.

In the ordinary course, the Debtor may have provided financial information to banks, customers, suppliers and ratings agencies.

## 20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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## 21. Current Partners, Officers, Directors and Shareholders

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

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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Lakefront Fund I, LLC Robert H Harper 130 North Garland Ct. Apt. 5701 Chicago, IL 60602-4868	Stockholder	10.74% of Journal Register Company
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The following individuals are directors and officers of Journal Register Company:

Directors:

James W. Hall  
Laurina Godwin-Hutchinson  
Joseph A. Lawrence  
Burton B. Staniar  
John L. Vogelstein

Officers:

James W. Hall	Chairman of the Board, Chief Executive Officer and Director
Scott A. Wright	President and Chief Operating Officer
Robert P. Conway	Chief Restructuring Officer
John O. Strek	Acting Chief Financial Officer
Edward J. Yocum	Senior Vice President, General Counsel and Corporate Secretary
Michael J. Murray	Senior Vice President of Circulation
William J. Higginson	Senior Vice President of Production

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## 22. Former partners, officers, directors and shareholders

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Julie A. Beck P.O. Box 105 Newtown, PA 18940-0105	Executive Vice President and Chief Financial Officer	October 31, 2008

Stephen P. Mumblow  
P. O. Box 403  
Deerfield, MA 01342

Director

May 15, 2008

### 23. Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See attached Exhibit 3c.

### 24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
Journal Register Company	22-3498615

### 25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
Journal Register Company Retirement Plan Journal Register East, Inc. 790 Township Line Road 3rd Floor Yardley, PA 19067	22-2518039
Retirement Benefit Plan of GCIU Detroit Newspaper Union 13N with Detroit Area Newspaper Publishers One Freedom Valley Drive (Address of Trustee) Oaks, PA 19456	38-2131072
GCIU Employer Retirement Fund 13191 Crossroads Pkwy. North, Suite 205 City of Industry, CA 91746-3434	91-6024903

Graphic Communications Conference of the International Brotherhood of Teamsters National Pension Fund 455 Kehoe Blvd., Suite 101 Carol Stream, IL 60188	52-6118568
CWA/ITU Negotiated Pension Plan 831 S. Nevada Ave., Suite 120 Colorado Springs, CO 80903	13-6212879
The Newspaper Guild International Pension Fund 501 3rd Street NW, 6th Floor Washington, DC 20001	52-1082662
Central States Southeast and Southwest Areas Pension Fund 9377 West Higgins Road Rosemont, IL 60018-4938	36-6044243

**DECLARATION CONCERNING JOURNAL REGISTER COMPANY'S STATEMENT OF FINANCIAL AFFAIRS**

**Declaration Under Penalty Of Perjury On Behalf of Journal Register Company**

I, James W. Hall, an authorized signatory on behalf of Journal Register Company, declare under penalty of perjury that I have read the foregoing Statement of Financial Affairs and that such statement has been prepared under my direct supervision, based upon a review of the business records kept by the Journal Register Company in the ordinary course of business that were available to the Debtors, and based upon the foregoing, and upon the reservation of rights in the Global Notes annexed hereto and subject to further amendments as may be required, is true and correct to the best of my knowledge, information and belief.

Date: March 2, 2009

JOURNAL REGISTER COMPANY

By: /s/ James W. Hall  
James W. Hall  
Chief Executive Officer

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