

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

R.H. DONNELLEY CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 09-11833 (KG)

Jointly Administered

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY
AND DISCLAIMER REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned Debtors and Debtors in Possession (collectively, the “Debtors”) are filing their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements” and, with the Schedules, the “Schedules and Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors, who were assisted by their advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statement of Limitations, Methodology and Disclaimer regarding the Schedules and Statements (collectively, the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, all the Schedules and Statements. These Global Notes should be referred to, and reviewed in connection with, any review of the Schedules and Statements.²

The Schedules and Statements have been prepared based on information provided by the Debtors’ management and are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. The Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: R.H. Donnelley Corporation (0040), R.H. Donnelley Inc. (7635), DonTech Holdings, LLC (1351), R.H. Donnelley Publishing & Advertising of Illinois Holdings, LLC (1433), DonTech II Partnership (0375), R.H. Donnelley Publishing & Advertising of Illinois Partnership (9571), R.H. Donnelley Publishing & Advertising, Inc. (8228), Get Digital Smart.com, Inc. (4530), R.H. Donnelley APIL, Inc. (6495), RHD Service LLC (0222), Dex Media, Inc. (9762), Dex Media East, Inc. (5763), Dex Media East LLC (4575), Dex Media East Finance Co. (5761), Dex Media West, Inc. (7004), Dex Media West LLC (3487), Dex Media West Finance Co. (7059), Dex Media Service LLC (9647), Business.com, Inc. (9750), and Work.com, Inc. (5224). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 1001 Winstead Drive, Cary, NC 27513.

² These Global Notes are in addition to any specific notes contained in each Debtor’s Schedules or Statements. The fact that the Debtors have prepared a “General Note” with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such General Note to any of the Debtors’ remaining Schedules and Statements, as appropriate.

information; however, subsequent information or discovery may result in material changes to the Schedules and Statements and inadvertent errors, omissions or inaccuracies may exist. The Debtors reserve all rights to amend or supplement their Schedules and Statements.

Reservation of Rights. Nothing contained in the Schedules and Statements or these Global Notes shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases including, but not limited to, any issues involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of the Bankruptcy Code and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

Description of the Cases and "As of" Information Date. On May 28, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 1, 2009, the Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b).

Due to the proximity of the Petition Date to the normal, month-end closing date (May 31, 2009), and because the Debtors do not believe any material differences exist as a result, the Debtors have elected to present the income/ loss and asset values as they appeared as of the May month-end close. Procedures were, and are in place to clearly delineate pre- and post-petition liabilities. Consequently, the liabilities, as presented, are reflective of the pre-petition liabilities as of the Petition Date.

Basis of Presentation. For financial reporting purposes, prior to the Petition Date, certain of the Debtors prepared consolidated financial statements that were audited annually and publicly filed with the SEC. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP") nor are they intended to fully reconcile to the financial statements prepared by the Debtors. Therefore, combining the assets and liabilities set forth in the Schedules and Statements of the Debtors could result in amounts that could be substantially different from financial information regarding the Debtors that would be prepared on a consolidated basis under GAAP. Unlike the consolidated financial statements, the Schedules and Statements, except where otherwise indicated, reflect the assets and liabilities of each Debtor on a non-consolidated basis where possible.

For purposes of the Schedules and Statements, the Debtors used reasonable efforts to attribute the assets and liabilities of each of their businesses to the proper legal entity; however, because the debtors do not always record accounting entries at the individual legal entities, it is possible that not all assets or liabilities have been recorded at the correct legal entity on the Schedules and Statements. As such, the Debtors reserve all rights to amend these Schedules and Statements accordingly.

Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent at the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

Consolidated Entity Accounts Payable and Disbursement Systems. The Debtors use a centralized cash management system to collect funds from operations and transfer them into their primary concentration accounts and maintain a consolidated accounts payable and disbursements system to pay operating and administrative expenses through various disbursement accounts. A more complete description of the Debtors' centralized cash management system can be found in the Debtors' "Cash Management" Motion filed on the Petition Date [Docket 13]. Due to the centralized cash management system and the Debtors' payment practices, certain payments reflected in response to SOFA 3b, 9 and 23 for a specific Debtor may have been made on behalf of other affiliated Debtors.

Intercompany Claims. Receivables and payables exist among the Debtors (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims") and are reported as assets on Schedule B or liabilities on Schedule F, as appropriate. There are two types of Intercompany Claims, those evidenced by unsecured notes/loan agreements and those that are not. Regarding those Intercompany Claims evidenced by notes/loan agreements, there are: (1) a \$300M note between R.H. Donnelley Corporation ("RHD") and Dex Media, Inc. ("DMI"), (2) a \$50M loan between Dex Media East LLC and RHD Service LLC ("RHDS"), (3) a \$75M loan between Dex Media West LLC and RHDS, and (4) \$50M loan between R.H. Donnelley Inc. ("RHDI") and RHDS.

Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) as (a) directors, (b) officers, (c) relatives of directors or officers of the Debtors and (d) persons in control. Except as otherwise disclosed, payments to insiders listed in (a) through (d) above are set forth on Statement 3c.

Persons listed as "insiders" have been included for informational purposes only and such listing is not intended to be nor should 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 rights, claims, and defenses are hereby expressly reserved. Further, the Debtors do not take any position with respect to (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

Excluded Assets and Liabilities. Liabilities resulting from accruals and/or estimates of long-term liabilities either are not payable at this time or have not yet been reported and, therefore, do not represent specific claims as of the Petition Date and are not otherwise

set forth in the Statement and Schedules. Additionally, certain deferred charges, accounts or reserves recorded for GAAP reporting purposes only and certain assets with a net book value of zero are not included in the Debtors' Schedules. Excluded categories of assets and liabilities include pension plan assets, deferred tax assets, accrued liabilities, including but not limited to, accrued salaries and employee benefits, tax accruals and accrued accounts payable and reserves. Other immaterial assets and liabilities may also have been excluded.

Summary of Significant Reporting Policies. The following is a summary of certain significant reporting policies:

- a. **Current Market Value — Net Book Value.** In many instances, current market valuations are neither maintained by nor readily available to the Debtors. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtors' property interests that are not maintained or readily available. Accordingly, unless otherwise indicated, the Schedules and Statements reflect the net book values, rather than current market values, of the Debtors' assets as of May 31, 2009 and may not reflect the net realizable value. For this reason, amounts ultimately realized will vary, at some times materially, from net book value.
- b. **First Day Orders.** Pursuant to various "first day" orders issued by the Court, the Debtors were authorized to pay certain pre-petition claims, including, without limitation, claims relating to employee wages and benefit claims, claims for taxes and fees, claims related to customer programs, critical vendor claims, broker claims, and claims of shippers, warehousemen and other lien claimants. However, the claims listed in the Schedules and Statements may not reflect amounts paid pursuant to these various "first day" orders. To the extent claims listed on the Schedules and Statements have been or are subsequently paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement their Schedules and Statements as is necessary and appropriate.
- c. **Paid Claims.** As part of the "first day" orders, the bankruptcy court authorized the Debtors to pay the prepetition claims of employees (including workers' compensation claims) and customers. As such, except to the extent that customers or employees have claims in excess of the authority granted to the Debtors under the "first day" orders, the Debtors have not included claims of this nature in the Schedules and Statements. Further, the Debtors were authorized to pay certain prepetition amounts due under certain insurance programs. As such, the Debtors have not included claims of this nature in the Schedules and Statements.

- d. **Setoffs.** To the extent the Debtors incurred any ordinary course setoffs from customer/vendors such ordinary course setoffs are excluded from the Debtors' Schedules and Statements.
- e. **Credits and Adjustments.** Claims of creditors are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections and/or setoffs with respect to same.
- f. **Accounts Receivable.** The accounts receivable information listed on Schedule B includes both billed and unbilled receivables from the Debtors' customers.
- g. **Leases.** In the ordinary course of business, the Debtors may lease certain fixtures and equipment from certain third party lessors for use in the daily operation of their businesses. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to such issues.

Undetermined Amounts. Where a description of an amount is left blank or listed as "unknown" such response is not intended to reflect upon the materiality of such amount.

Estimates. To timely close the books and records of the Debtors and to prepare such information on a legal entity basis, the Debtors were required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and reported revenue and expenses. The Debtors reserve all rights to amend the reported amounts of assets, liabilities, reported revenue and expenses to reflect changes in those estimates and assumptions.

Classifications. Listing a claim (a) on Schedule D as "secured," (b) on Schedule E as "priority," (c) on Schedule F as "unsecured priority," or (d) listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of any claimant, or a waiver of the Debtors' right to recharacterize or reclassify any claim or contract.

Claims Description. Any failure to designate a claim on a given Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve all rights to dispute, or to assert any offsets or defenses to, any claim reflected on their respective Schedules on any grounds including, without limitation, amount, liability, validity, priority or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Listing a claim does not constitute an

admission of liability by the Debtors, and the Debtors reserve the right to amend the Schedules accordingly.

Guaranties and Other Secondary Liability Claims. Guaranties and other secondary liability claims (the “Guaranties”) with respect to the Debtors’ contracts and leases are not included on Schedule H and the Debtors believe that certain Guaranties embedded in the Debtors’ executory contracts, unexpired leases, other secured financing, debt instruments and similar agreements may exist and, to the extent they do, will be identified upon further review. Therefore, the Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified.

SOAL NOTES

Schedule A. Schedule A of R.H. Donnelley Inc. includes solely its owned real property. As noted herein, the stated value of such real property is the property's net book value.

Schedule B. Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their respective causes of action or potential causes of action against third parties as assets in their respective Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their respective rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

Schedule B(9)

In response to Schedule B(9), the value provided is the pro-rata return of paid premiums, if the policy was cancelled as of the Petition Date.

Schedule B(13)

The minority holding in Unicom Media Limited by R.H. Donnelley Inc. is presented for informational purposes. R.H. Donnelley Inc. purchased 2,647,059 shares in Unicom Media Limited on November 5, 1998. Unicom Media Limited has since gone through a restructuring and the value of the shares has been written off R.H. Donnelley's financial statements.

Schedule B(16)

Intercompany receivables are exclusive of intercompany interest and taxes. Intercompany receivables (other than those Intercompany Claims evidenced by notes/loan agreements discussed above) are reported on Schedule 16 of the operating level entities. Intercompany receivables evidenced by notes/loan agreements are reported on Schedule 16 of the applicable Debtor entity.

Schedule B(18)

Miscellaneous receivables include, among other things: receivables from landlords and/or amounts due from the state of North Carolina under a Job Development Grant program.

Schedule D — Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation, agreed order or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and/or their estates reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any

Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. Further, the Debtors have included the results of UCC searches performed prior to the Petition Date, however, the listing of such results is not nor shall not be deemed an admission as to the validity of any such lien. The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary.

The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, inchoate statutory lien rights, or real property lessors, utility companies and other parties which may hold security deposits. Further, pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims that are or may be secured. Accordingly, these liabilities may have been or may be satisfied in accordance with the applicable orders and therefore are not listed on Schedule D.

Prior to the Petition Date, R.H. Donnelley Inc. ("RHDI") and R.H. Donnelley Corporation ("RHD") were borrowers under that certain Second Amended Credit Agreement, dated as of December 13, 2005 with Deutsche Bank Trust Company Americas and several other financial institutions (as amended, restated or modified from time to time, the "RHDI Credit Agreement"). The RHDI Credit Agreement provided for (i) a \$175,000,000 revolving credit facility and (ii) terms loans which had approximately \$1,269,000,000 in principal balance outstanding as of the Petition Date. In addition, certain letters of credit were issued under the RHDI Credit Agreement. As the obligations of the issuers of such letters of credit were deemed obligations under the RHDI Credit Agreement (that were listed in the aggregate on Schedule D), the Debtors have not separately listed each letter of credit issues on Schedule D. RHDI's obligations under the RHDI Credit Agreement are guaranteed by RHD, DonTech Holdings, LLC, The DonTech II Partnership, R.D. Donnelley Publishing & Advertising of Illinois Holdings, LLC, R.H. Donnelley Publishing & Advertising of Illinois Partnership, Get Digital Smart.com, Inc., R.H. Donnelley APIL, Inc. and R.H. Donnelley Publishing & Advertising, Inc (together with RHD and RHDI, the "RHDI Operating Debtors").

As of the Petition Date, the RHDI Operating Debtors were indebted under the RHDI Credit Agreement in the aggregate principal amount of approximately \$1,433,966,507 on account of loans made thereunder plus letters of credit in the face amount of approximately \$717,600, plus, in each case accrued and unpaid interest thereon, reimbursement obligations in respect thereof, indemnification obligations, cash management obligations, obligations arising under hedging agreements (described below) and fees and expenses and other obligations incurred in connection therewith, in accordance with the terms of the applicable loan documents.

Dex Media East, LLC ("DME") is a borrower under that certain Credit Agreement, dated as of October 24, 2007, among DME, Dex Media East, Inc. ("DMEI"), Dex Media, Inc.

("DMI"), the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (the "DME Credit Agreement"). The DME Credit Agreement provided for (i) a \$100,000,000 revolving credit facility; (ii) a tranche A term loan facility; and (iii) a tranche B term loan facility. In addition, certain letters of credit were issued under the DME Credit Agreement. As the obligations of the issuers of such letters of credit were deemed obligations under the DME Credit Agreement (that were listed in the aggregate on Schedule D), the Debtors have not separately listed each letter of credit issues on Schedule D. The obligations of the issuers of such letters of credit were deemed obligations under the DME Credit Agreement. DME's obligations under the DME Credit Agreement are guaranteed by DMEI and Dex Media East Finance Co. The DME Credit Agreement is secured by liens and security interests on substantially all equity and the assets and property – and proceeds thereof – of DME, DMEI and Dex Media East Finance Co.

As of the Petition Date, certain Debtors were indebted under the DME Credit Agreement in the aggregate principal amount of approximately \$1,099,608,700.72 on account of loans made thereunder plus letters of credit in the face amount of approximately \$2,587,400, plus, in each case accrued and unpaid interest thereon, reimbursement obligations in respect thereof, indemnification obligations, cash management obligations, obligations arising under hedging agreements (described below) and fees and expenses and other obligations incurred in connection therewith, in accordance with the terms of the applicable loan documents.

Dex Media West, LLC ("DMW") is a borrower under that certain Credit Agreement, dated as of June 6, 2008, among DMW, Dex Media West, Inc. ("DMWI"), Dex Media, Inc., the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (the "DMW Credit Agreement" and together with the DME Credit Agreement and the RHDI Credit Agreement, the "Prepetition Credit Agreements"). The DMW Credit Agreement provided for (i) a \$90,000,000 revolving credit facility; (ii) a tranche A term loan facility; and (iii) a tranche B term loan facility. DMW's obligations under the DMW Credit Agreement are guaranteed by DMWI and Dex Media West Finance Co. The DMW Credit Agreement is secured by liens and security interests on substantially all equity and the assets and property – and proceeds thereof – of DMW, DMWI and Dex Media West Finance Co.

As of the Petition Date, certain Debtors were indebted under the DMW Credit Agreement in the aggregate principal amount of approximately \$1,109,088,086.07 on account of loans made thereunder, plus, accrued and unpaid interest thereon, reimbursement obligations in respect thereof, indemnification obligations, cash management obligations, obligations arising under hedging agreements (described below) and fees and expenses and other obligations incurred in connection therewith, in accordance with the terms of the applicable loan documents

Further, per the terms of the Pre-Petition Credit Agreements, the claims of the counterparties under the various swap and hedging agreements listed on Schedule D are secured claims under the Pre-Petition Credit Agreement.

Schedule E — Creditors Holding Unsecured Priority Claims. All claims listed on the Debtors' Schedule E are claims owing to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to on-going audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the remaining claims listed on Schedule E. Therefore, the Debtors have listed all such claims as unknown in amount, pending final resolution of on-going audits or other outstanding issues.

The Debtors have not listed on Schedule E any tax, wage or wage-related obligations for which the Debtors' have been granted authority to pay pursuant to a First Day Order. The Debtors believe that all such claims have been or will be satisfied in the ordinary course during these chapter 11 cases pursuant to the authority granted in the relevant First Day Orders. The Debtors reserve their right to dispute or challenge whether creditors listed on Schedule E are entitled to priority claims.

The Debtors have listed the claims or potential claims of various taxing authorities. The listing of a taxing authority on Schedule E is not an admission that such taxing authority has a valid priority claim against the particular Debtor.

Schedule F — Creditors Holding Unsecured Nonpriority Claims. The Debtors have attempted to relate all liabilities to each particular Debtor. As a result of the Debtors' consolidated operations, however, the reader should review Schedule F for all Debtors in these cases for a complete understanding of the unsecured debts of the Debtors.

Certain creditors listed on Schedule F may owe amounts to the Debtors and, as such, may have valid setoff and recoupment rights with respect to such amounts. The amounts listed on Schedule F do not reflect any such right of setoff or recoupment and the Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted. The Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule F of any Debtor.

In addition, certain claims listed on Schedule F may be entitled to priority under 11 U.S.C. § 503(b)(9).

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. However, to the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated and disputed in the Schedules.

The Debtors have made their best efforts to include all creditors on Schedule F; however, the Debtors' believe there are instances where vendors have yet to provide proper invoices for prepetition goods or services. While the Debtor's maintain general accruals to account for these liabilities in accordance with GAAP, these amounts are estimates and

not tracked on a vendor by vendor basis, and as such have not been included on Schedule F.

The Debtors' accounting system tracks vendors by vendor number. Because many vendors do business with several of the Debtors' locations, and the Debtors may do business with many vendor locations, there are many instances where the same vendor has multiple vendor numbers. For purposes of Schedule F, the Debtors' have not aggregated the claims of such vendors with multiple vendor numbers and addresses, but rather have separately listed the claims of such vendors under each vendor number.

Intercompany Claims listed on Schedule F are exclusive of intercompany interest and taxes. Intercompany Claims payables (other than those Intercompany Claims evidenced by notes/loan agreements discussed above) are reported at the operating level entities, and, as such, are reported on Schedule F of the applicable operating level Debtor entity.

The claims of individuals participating in certain supplemental retirement and deferred compensation plans are based upon the Debtors' valuation of such claims as of December 31, 2008.

Schedule G — Executory Contracts and Unexpired Leases. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively the "Agreements"), review is ongoing and inadvertent errors, omissions or over-inclusion may have occurred. In the ordinary course of business, the Debtors enter into agreements with their customer/advertisers. Due to extremely large number of advertisers and relatively short-term nature of these agreements, the Debtors have not included such contracts on Schedule G. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements which may not be set forth in Schedule G. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Petition Date or is valid or enforceable. The Agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed on Schedule G.

Any and all of the Debtors' rights, claims and causes of action with respect to the Agreements listed on Schedule G are hereby reserved and preserved, and as such, the Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any Agreements set forth on Schedule G, (ii) dispute or challenge the characterization of the structure of any transaction, or any document or instrument related

to a creditor's claim, including, but not limited to, the Agreements listed on Schedule G and (iii) to amend or supplement such Schedule as necessary.

Certain of the Agreements listed on Schedule G may have been entered into or on behalf of more than one of the Debtors. Additionally, the specific Debtor obligor(s) to certain of the Agreements could not be specifically ascertained in every circumstance. In such cases, the Debtors have made reasonable efforts to identify the correct Debtor's Schedule G on which to list the agreement, and, where a contract party remained uncertain, such Agreements have been listed on Schedule G for the applicable operating level debtor entity.

Schedule H — Co-Debtors. In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. Some of these matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed elsewhere in the Bankruptcy Materials, they have not been set forth individually on Schedule H.

Further, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements.

SOFA NOTES

SOFA 1

The amounts reported on SOFA 1 do not include Intercompany revenues.

SOFA 2

The amounts reported on SOFA 2 include Intercompany interest income, swap interest income, and other interest income.

SOFA 3 and 23

The response to SOFA 3(b) does not include checks that were voided. Due to the centralized cash management system, certain payments reflected in response to SOFA 3b and SOFA 23 may have been made on behalf of other affiliated Debtors.

Responses to SOFA 3(c) (Payments to creditors - insiders within year) appear on Exhibit S-23. Payments to insiders within one year of the commencement of these cases that are employees have been aggregated and categorized based on the type of payment or distribution.

SOFA 4(a)

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings.

SOFA 7

The Debtors have provided a summary of the number and value of charitable gifts made during the reporting period and while reasonable efforts have been made to ensure that the list of gifts provided in response to SOFA 7 is accurate, certain gifts may have inadvertently been omitted from the response to SOFA 7.

SOFA 8

Losses appearing in response to SOFA 8 are reported at the operating level entity.

SOFA 9

Due to the centralized cash management system, certain payments reflected in response to SOFA 9 may have been made on behalf of other affiliated Debtors. Further, the

payments reflected on SOFA 9 reflect only payments related to debt counseling or bankruptcy the Debtors made to their professionals.

SOFA 19(d)

From time to time the Debtors provided financial statements in the ordinary course of business to parties for business, statutory, credit, financing and other reasons. Recipients have included regulatory agencies, financial institutions, investment banks, customers, vendors, accountants, attorneys, and rating agencies. Additionally, financial statements have been provided to other parties as requested. Pursuant to the Pre-petition Credit Agreements, quarterly and annual financial statements and schedules were distributed to the administrative agents under the each Pre-Petition Credit Agreement.

In addition, pursuant to all of the outstanding indentures governing the Debtors' outstanding unsecured notes, quarterly and annual financial reports were delivered to each of the respective indenture trustees. In the ordinary course of business and in connection with certain transactions not in the ordinary course, the Debtors' pre-petition lenders or other parties acting as advisors to such lenders have been provided with the Debtor's business unit financial statements and schedules as well as schedules of financial analysis upon request.

In addition, on a monthly basis and from time to time, the Debtors prepare financial reports (collectively, the "Internal Reports"). The Internal Reports are utilized by the Debtors in the operation and management of their businesses. In addition, in the ordinary course of business and in connection with certain transactions not in the ordinary course of business, the Internal Reports were often distributed to accountants, lawyers, lenders and other parties doing business with the Debtors after having received written assurances that such parties agreed to keep the information contained therein confidential. The Debtors have not maintained complete records of the parties who requested or obtained copies of the Internal Reports.

SOFA 20(a)

The Debtors have a de minimus amount of paper inventory that is valued on the balance sheet. The annual audit does not include an inventory count of the paper. The Debtors hold published directories in warehouses for secondary distribution channels; however, these are not recorded for inventory purposes.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; 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.

STATEMENT OF FINANCIAL AFFAIRS

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 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.)

SEE EXHIBIT-S1

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, or 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.)

SEE EXHIBIT-S2

3. Payments to creditors Complete a. or b., as appropriate, and c.

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 if the aggregate value of all property that constitutes or is affected by such transfer is not 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 creditor 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.)

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 if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,475. (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.)

SEE EXHIBIT-S3B

STATEMENT OF FINANCIAL AFFAIRS

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.)

SEE EXHIBIT-S3C

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.)

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.)

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.)

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.)

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.)

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.)

STATEMENT OF FINANCIAL AFFAIRS

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.)

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.

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.)

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.

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.)

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.)

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.)

STATEMENT OF FINANCIAL AFFAIRS

14. Property held for another person

NONE

List all property owned by another person that the debtor holds or controls.

SEE EXHIBIT-S14

15. Prior address of debtor

NONE

If the 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.

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.

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:

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.

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.

STATEMENT OF FINANCIAL AFFAIRS

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 a 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.*

SEE EXHIBIT-S18A

NONE

b. Identify any business listed in respect to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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.

SEE EXHIBIT-S19A

STATEMENT OF FINANCIAL AFFAIRS

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.

SEE EXHIBIT-S19B

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.

SEE EXHIBIT-S19C

NONE

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within two years immediately preceding the commencement of this case by the debtor.

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.

NONE

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

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.

NONE

b. If the debtor is a corporation, list all the 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.

SEE EXHIBIT-S21B

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.

STATEMENT OF FINANCIAL AFFAIRS

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.

SEE EXHIBIT-S22B

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.

SEE EXHIBIT-S23

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.

SEE EXHIBIT-S24

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.

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-1
INCOME FROM EMPLOYMENT OR OPERATION OF BUSINESS

PERIOD	AMOUNT	SOURCE
JANUARY 1, 2009 THRU MAY 28, 2009	\$ 255,090,317.13	GROSS NON-AFFILIATE REVENUE
JANUARY 1, 2008 THRU DECEMBER 31, 2008	\$ 673,160,920.73	GROSS NON-AFFILIATE REVENUE
JANUARY 1, 2007 THRU DECEMBER 31, 2007	\$ 700,636,950.52	GROSS NON-AFFILIATE REVENUE

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-2
INCOME OTHER THAN FROM EMPLOYMENT OR OPERATION OF BUSINESS

PERIOD	AMOUNT	SOURCE
JANUARY 1, 2009 THRU MAY 28, 2009	\$ 6,375,603.55	INTEREST INCOME
JANUARY 1, 2008 THRU DECEMBER 31, 2008	\$ 23,015,328.81	INTEREST INCOME
JANUARY 1, 2007 THRU DECEMBER 31, 2007	\$ 20,897,167.99	INTEREST INCOME

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-3b
PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
ACXIOM CORPORATION 4057 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	626145	3/3/2009	\$ 217.60
	626374	3/10/2009	\$ 16,044.67
	626536	3/17/2009	\$ 15,326.17
	626885	3/31/2009	\$ 384.69
	627062	4/7/2009	\$ 795.95
	627182	4/14/2009	\$ 15,395.35
	627734	4/29/2009	\$ 16,605.59
	Total: \$		

ADMINISTRATIVE RESOURCE OPTIONS, INC
200 W. ADAMS ST., #2000
CHICAGO, IL 60606

6000044	3/3/2009	\$ 52,819.64
6000052	3/27/2009	\$ 52,819.64
6000056	4/17/2009	\$ 54,364.16
6000068	5/8/2009	\$ 51,763.25
Total: \$		211,766.69

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
ADVANCED DUPLICATION SERVICES LLC 2155 NIAGARA LANE N SUITE 120 PLYMOUTH, MN 55447	626146	3/3/2009	\$ 3,035.56
	626375	3/10/2009	\$ 4,459.40
	626539	3/17/2009	\$ 9,979.35
	626716	3/24/2009	\$ 1,355.00
	626886	3/31/2009	\$ 1,380.75
	627063	4/7/2009	\$ 823.35
	627183	4/14/2009	\$ 3,096.24
	627704	4/21/2009	\$ 1,793.35
	627619	4/21/2009	\$ 1,344.55
	627735	4/29/2009	\$ 3,506.51
		Total: \$	30,774.06

AFFINA LLC
9091 PAYSHERE CIRCLE
CHICAGO, IL 60674

626376	3/10/2009	\$ 252,298.79
626887	3/31/2009	\$ 31,331.40
70342	4/7/2009	\$ 217,202.64
70708	5/5/2009	\$ 215,213.95
70832	5/8/2009	\$ 228,380.99
	Total: \$	944,427.77

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
ALLIED AMERICAN CREDIT LLC P.O. BOX 3766 SPOKANE, WA 99220	626379	3/10/2009	\$ 9,283.42
	626717	3/24/2009	\$ 114,103.00
	626889	3/31/2009	\$ 141,111.52
	627189	4/14/2009	\$ 16,515.23
	627884	5/5/2009	\$ 138,778.34
	628108	5/8/2009	\$ 21,901.40
Total: \$			441,692.91
AMACAI INFORMATION CORPORATION LOCAL EZ - EP.O. BOX 9135 UNIONDALE, NY 11555-9135	626148	3/3/2009	\$ 23,125.00
	627064	4/7/2009	\$ 23,125.00
	627885	5/5/2009	\$ 24,092.75
Total: \$			70,342.75
AMDOCS INCORPORATED JP MORGAN CHASE 1 CHASE MANHATTAN PLAZA, 7TH FLOOR NEW YORK, NY 10005-1401	626541	3/17/2009	\$ 27,930.00
	627016	3/31/2009	\$ 1,014,640.91
	70695	4/29/2009	\$ 1,014,640.91
	70709	5/5/2009	\$ 26,582.37
	70833	5/8/2009	\$ 1,014,640.91
Total: \$			3,098,435.10

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
AMERICAN EXPRESS 2965 W. CORPORATE LAKES BLVD. WESTON, FL 33331-3626	626533	3/11/2009	\$ 101,783.25
	626880	3/26/2009	\$ 196,247.96
	627170	4/7/2009	\$ 154,990.76
	627845	4/30/2009	\$ 59,976.64
	628066	5/6/2009	\$ 231,766.66
	628153	5/11/2009	\$ 55,474.43
	71043	5/22/2009	\$ 88,280.54
Total: \$			888,520.24
AMERICANTOWNS.COM, LLC 43 RUANE STREET FAIRFIELD, CT 06824	626542	3/17/2009	\$ 2,754.80
	627194	4/14/2009	\$ 4,608.76
Total: \$			7,363.56
ANABLISS, INC. 3195 BLAKE STREET DENVER, CO 80205	626665	3/19/2009	\$ 7,200.00
	627888	5/5/2009	\$ 1,500.00
Total: \$			8,700.00
ANGUS REID STRATEGIES US CORP 700-858 BEATTY STREET. VANCOUVER-V6B 1C1	627065	4/7/2009	\$ 17,400.00
Total: \$			17,400.00

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
AOL LLC GENERAL P.O., BOX 5696 NEW YORK, NY 10087-5696	626150	3/3/2009	\$ 25,118.35
	626722	3/24/2009	\$ 31,630.75
	627705	4/21/2009	\$ 27,922.12
	628109	5/8/2009	\$ 29,516.56
Total: \$			114,187.78
AR SERVICES, LLC 5272 GOLDFINCH STREET BRIGHTON, CO 80601	626724	3/24/2009	\$ 14,140.31
	627890	5/5/2009	\$ 9,688.85
Total: \$			23,829.16
ARISS MARKETING GROUP, INC. 3443 S. GALENA ST., #120 DENVER, CO 80231	626151	3/3/2009	\$ 863.20
	626892	3/31/2009	\$ 1,687.56
	627066	4/7/2009	\$ 250.00
	627200	4/14/2009	\$ 4,252.15
	627706	4/21/2009	\$ 1,206.46
	627730	4/22/2009	\$ 6,000.00
	628068	5/6/2009	\$ 4,122.19
Total: \$			18,381.56

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
ASAP SOFTWARE EXPRESS INC 850 ASBURY DRIVE BUFFALO GROVE, IL 60089	6000045	3/3/2009	\$ 154,708.96
Total: \$			154,708.96
ASEC INTERNATIONAL INC 11400 W. OLYMPIC BLVD., #200 LOS ANGELES, CA 90064	626544	3/17/2009	\$ 9,250.64
	626726	3/24/2009	\$ 76,129.67
	627203	4/14/2009	\$ 80,516.47
	627622	4/21/2009	\$ 6,713.72
	627891	5/5/2009	\$ 111,566.00
	71066	5/26/2009	\$ 86,305.10
Total: \$			370,481.60
AURORA TELEMARKETING, INC. DBA HAMILTON CONTACT CENTER SERVICES 1006 TWELFTH STREET AURORA, NE 68818-2003	627707	4/21/2009	\$ 1,614.34
	627892	5/5/2009	\$ 2,452.58
	628110	5/8/2009	\$ 8,426.08
Total: \$			12,493.00
AVIS 7876 COLLECTIONS CTR DR CHICAGO, IL 60693	627740	4/29/2009	\$ 5,517.47
Total: \$			5,517.47

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
AYCO P.O. BOX 3182 BUFFALO, NY 14240	627068	4/7/2009	\$ 11,205.00
Total: \$			11,205.00
BAIRD & KIOSKY LLC 2036 EAST 17TH AVENUE DENVER, CO 80206	627894	5/5/2009	\$ 8,355.95
Total: \$			8,355.95
BARROW, RITA A 20132 E HAMPDEN PL AURORA, CO 80013	626548	3/17/2009	\$ 1,125.34
	626895	3/31/2009	\$ 1,940.08
	627742	4/29/2009	\$ 2,588.40
Total: \$			5,653.82
BERRY COMPANY TREASURY B-3 - PO BOX 6000 DAYTON, OH 45401-6000	626550	3/17/2009	\$ 6,895.28
	627218	4/14/2009	\$ 2,773.96
Total: \$			9,669.24

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
BETHUNE & ASSOCIATES 14435 N. 7TH STREET, #201 PHOENIX, AZ 85022	626160	3/3/2009	\$ 3,964.71
	626388	3/10/2009	\$ 204.15
	626731	3/24/2009	\$ 11,663.80
	626898	3/31/2009	\$ 265.08
	627072	4/7/2009	\$ 8,972.04
	627626	4/21/2009	\$ 13,586.80
	627708	4/21/2009	\$ 651.00
	627897	5/5/2009	\$ 7,768.58
	628111	5/8/2009	\$ 15,386.51
Total: \$			62,462.67
BI NW 5055 - PO BOX 1450 MINNEAPOLIS, MN 55485-5055	626732	3/24/2009	\$ 99,348.93
	626899	3/31/2009	\$ 8,869.50
	627220	4/14/2009	\$ 2,511.00
Total: \$			110,729.43
BIEMEDIA, LLC 511 BROADWAY (ATTN: ACCOUNTS RECEIVABLE) DENVER CO 8203-3405	70908	5/12/2009	\$ 69,720.00
Total: \$			69,720.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
BLACK BOX NETWORK SERVICES P.O. BOX 757520 PHILADELPHIA, PA 19175	626552	3/17/2009	\$ 81,421.53
	626733	3/24/2009	\$ 127.50
		Total: \$	81,549.03
BLINDSHINE, INC. 5150 HAVANNA ST., UNIT C DENVER, CO 80239	627225	4/14/2009	\$ 7,495.00
		Total: \$	7,495.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
BLUE CROSS BLUE SHIELD OF NORTH CAROLINA ATTN: ASOFO FUNDING SPECIALIST HQ3ASOFO P.O. BOX 2291 DURHAM, NC 27702	69901	3/3/2009	\$ 406,560.00
	70082	3/17/2009	\$ 482,626.16
	70164	3/24/2009	\$ 61,873.10
	70254	3/31/2009	\$ 390,170.00
	70348	4/7/2009	\$ 390,170.00
	70350	4/7/2009	\$ 90,594.59
	70349	4/7/2009	\$ 56,946.44
	70450	4/14/2009	\$ 390,170.00
	70539	4/21/2009	\$ 390,170.00
	70712	5/5/2009	\$ 390,170.00
	70714	5/5/2009	\$ 390,170.00
	70715	5/5/2009	\$ 390,170.00
	70713	5/5/2009	\$ 89,534.05
	70716	5/5/2009	\$ 56,279.80
	70717	5/5/2009	\$ 38,329.44
	70809	5/6/2009	\$ 390,170.00
	70922	5/20/2009	\$ 1,503,327.85
Total: \$			5,907,431.43

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
BROADBAND VIDEO 5261 S. QUEBEC STREET, #200 GREENWOOD VILLAGE, CO 80112	626557	3/17/2009	\$ 80.00
	626737	3/24/2009	\$ 29,974.00
	627077	4/7/2009	\$ 31,414.00
	627236	4/14/2009	\$ 80.00
	627902	5/5/2009	\$ 25,364.00
Total: \$			86,912.00
BSG TPV LLC P.O. BOX 975007 DALLAS, TX 75397-5007	627238	4/14/2009	\$ 12,381.30
	627632	4/21/2009	\$ 10,389.55
Total: \$			22,770.85
BUSINESS.COM 200 EAST RANDOLPH ST., #6800 CHICAGO, IL 60601	69903	3/3/2009	\$ 133,324.19
	70165	3/24/2009	\$ 38,616.68
	70255	3/31/2009	\$ 2,168,534.65
Total: \$			2,340,475.52
CALL GENIE USA, INC. 325 MILNER AVENUE, SUITE 1001 TORONTO-M1B 5S8	627903	5/5/2009	\$ 5,742.85
Total: \$			5,742.85

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CASCADE COMMUNICATIONS SVCS INC 21019 26TH ST CT E LAKE TAPPS, WA 98391	627019	4/2/2009	\$ 151,314.35
Total: \$			151,314.35
CATALYST PAPER (USA) INC 10 SOUTH DEARBORN - CHASE TOWER CHICAGO, IL 60603	626169	3/3/2009	\$ 190,405.48
	69995	3/10/2009	\$ 107,566.78
	70085	3/17/2009	\$ 62,070.72
	70354	4/7/2009	\$ 22,360.64
	70542	4/21/2009	\$ 944,030.46
	70697	4/29/2009	\$ 527,492.88
	70723	5/5/2009	\$ 106,686.44
	70836	5/8/2009	\$ 10,199.65
	70925	5/20/2009	\$ 78,420.70
	71046	5/22/2009	\$ 5,491.54
Total: \$			2,054,725.29
CENTRAL MERCANTILE COLLECTION SERVICES 7400 LYNDAL AVE. S., #160 RICHFIELD, MN 55423	626560	3/17/2009	\$ 30,854.43
	626743	3/24/2009	\$ 21,569.34
Total: \$			52,423.77

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount	
CERIDIAN BENEFIT SERVICES, INC. P.O. BOX 10989 NEWARK, NJ 07193	626905	3/31/2009	\$	3,700.59
	627906	5/5/2009	\$	3,442.15
Total: \$				7,142.74
CERTIFIED AUDIT OF CIRCULATIONS INC 155 WILLOWBROOK BOULEVARD WAYNE, NJ 07470-7036	626398	3/10/2009	\$	1,800.00
	627254	4/14/2009	\$	10,800.00
	627745	4/29/2009	\$	2,700.00
	628113	5/8/2009	\$	9,000.00
Total: \$				24,300.00
CH ROBINSON WORLDWIDE, INC. P.O. BOX 9121 MINNEAPOLIS, MN 55480-9121	627729	4/22/2009	\$	8,942.34
	628114	5/8/2009	\$	5,174.66
Total: \$				14,117.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CH ROBINSON WORLDWIDE, INC. POST OFFICE BOX 9121 MINNEAPOLIS, MN 55480-9121	626745	3/24/2009	\$ 451.07
	626906	3/31/2009	\$ 290.00
	627255	4/14/2009	\$ 7,896.31
	627637	4/21/2009	\$ 139.62
	627729	4/22/2009	\$ 3,041.25
	628114	5/8/2009	\$ 197.05
	71022	5/21/2009	\$ 6,636.93
Total: \$			18,652.23
CHEP USA P.O. BOX 281033 ATLANTA, GA 30384-1033	626562	3/17/2009	\$ 160.13
	626907	3/31/2009	\$ 425.60
	627746	4/29/2009	\$ 212.00
	628115	5/8/2009	\$ 10,360.28
Total: \$			11,158.01

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CHRISTENSEN, JEREMY K 3218 PARADE CIRCLE WEST COLORADO SPRINGS, CO 80917	69906	3/3/2009	\$ 449.59
	69998	3/10/2009	\$ 310.10
	70087	3/17/2009	\$ 364.17
	70259	3/31/2009	\$ 140.30
	70355	4/7/2009	\$ 1,430.06
	70544	4/21/2009	\$ 444.35
	70725	5/5/2009	\$ 1,365.33
	70837	5/8/2009	\$ 267.89
	71047	5/22/2009	\$ 776.07
Total: \$			5,547.86
CHRISTENSEN, W B 1402 SNOOK CRT FORT COLLINS, CO 80526	69907	3/3/2009	\$ 1,801.80
	69999	3/10/2009	\$ 1,078.95
	70169	3/24/2009	\$ 825.96
	70356	4/7/2009	\$ 719.35
	70726	5/5/2009	\$ 2,528.30
	70868	5/11/2009	\$ 861.35
	70926	5/20/2009	\$ 1,713.70
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CINABRO, COREY J 2312 RYELAND CT FORT COLLINS, CO 80526	626173	3/3/2009	\$ 439.80
	626399	3/10/2009	\$ 673.40
	626747	3/24/2009	\$ 573.40
	626908	3/31/2009	\$ 578.80
	627080	4/7/2009	\$ 878.56
	627263	4/14/2009	\$ 646.16
	627638	4/21/2009	\$ 1,131.20
	627907	5/5/2009	\$ 1,231.20
Total: \$			6,152.52
CITY & COUNTY OF DENVER TREASURY DIVISION P.O. BOX 17420 DENVER, CO 80217-0420	626661	3/19/2009	\$ 29,203.49
	Total: \$		
CITY OF ARVADA TAX AND AUDIT DIVISION PO BOX 8101 ARVADA, CO 80001	626652	3/19/2009	\$ 9,404.64
	Total: \$		
CITY OF AURORA SALES TAX DIVISION PO BOX 33001 AURORA, CO 80041-3001	626653	3/19/2009	\$ 5,934.36
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CITY OF FT COLLINS DEPARTMENT OF FINANCE PO BOX 440 FT COLLINS, CO 80522	626655	3/19/2009	\$ 15.03
	627618	4/20/2009	\$ 8,303.47
Total: \$			8,318.50
CITY OF GRAND JUNCTION 250 NORTH 5TH STREET GRAND JUNCTION, CO 81501-2668	626660	3/19/2009	\$ 6,025.66
	627613	4/20/2009	\$ 16.92
Total: \$			6,042.58
CITY OF GREELEY 1000 10TH ST GREELEY, CO 80631-3808	627605	4/20/2009	\$ 207,264.91
	Total: \$		
CLICKATELL, INC. 3200 BRIDGE PARKWAY, #201 REDWOOD CITY, CA 94065	626563	3/17/2009	\$ 4,800.00
	628116	5/8/2009	\$ 4,800.00
Total: \$			9,600.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
COFACE COLLECTIONS NORTH AMERICA, INC. P.O. BOX 8510 METARIE, LA 70011	626174	3/3/2009	\$ 16,309.11
	626910	3/31/2009	\$ 3,200.00
	627265	4/14/2009	\$ 25,128.00
	627909	5/5/2009	\$ 61,612.77
	Total: \$		
COLORADO PRINTING COMPANY 2800 PRINTERS WAY GRAND JUNCTION, CO 81506	626176	3/3/2009	\$ 2,509.68
	626402	3/10/2009	\$ 4,593.04
	626911	3/31/2009	\$ 24,174.17
	627083	4/7/2009	\$ 914.94
	627639	4/21/2009	\$ 690.91
	627910	5/5/2009	\$ 6,434.12
	628117	5/8/2009	\$ 30,510.66
	Total: \$		
COLORADO ROCKIES BASEBALL CLUB 2001 BLAKE STREET DENVER, CO 80205-2000	626564	3/17/2009	\$ 38,000.00
	627266	4/14/2009	\$ 10,560.00
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
COLORADO SPRINGS SKY SOX 4385 TUTT BOULEVARD COLORADO SPRINGS, CO 80922	627084	4/7/2009	\$ 11,850.00
Total: \$			11,850.00
COMDATA NETWORK, INC. 5301 MARYLAND WAY BRENTWOODTN37027	626325	3/5/2009	\$ 607,425.91
	626534	3/13/2009	\$ 323,284.01
	626650	3/18/2009	\$ 12,712.48
	626882	3/26/2009	\$ 21,690.02
	626877	3/26/2009	\$ 300.00
	70261	3/31/2009	\$ 61,719.64
	627017	4/1/2009	\$ 2,914.35
	70458	4/14/2009	\$ 135.00
	70549	4/21/2009	\$ 56,405.80
	70629	4/28/2009	\$ 49,999.16
	70728	5/5/2009	\$ 31,547.66
	70869	5/11/2009	\$ 155,431.26
	6000075	5/19/2009	\$ 2,814.85
	70927	5/20/2009	\$ 159,361.30
	71068	5/26/2009	\$ 6,667.53
Total: \$			1,492,408.97

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
COMGRAPHICS, INC 329 WEST 18TH STREET CHICAGO, IL 60616	626912	3/31/2009	\$ 27,505.68
	628118	5/8/2009	\$ 33,103.58
Total: \$			60,609.26
COMMERCIAL CLEANING SYSTEMS, INC 1485 SOUTH LIPAN STREET DENVER, CO 80223	626403	3/10/2009	\$ 5,746.00
	626913	3/31/2009	\$ 450.00
	627640	4/21/2009	\$ 168.05
	627911	5/5/2009	\$ 507.73
Total: \$			6,871.78
COMPSYCH 23696 NETWORK PLACE CHICAGO, IL 60671-1236	627747	4/29/2009	\$ 7,840.95
Total: \$			7,840.95
COMSCORE, INC. 14140 COLLECTIONS CENTER DR CHICAGO, IL 60693	626914	3/31/2009	\$ 195,000.00
Total: \$			195,000.00
COSSETTE COMMUNICATIONS INC. 415 MADISON AVE., 3RD FLOOR NEW YORK, NY 10017	626409	3/10/2009	\$ 56,062.50
	627272	4/14/2009	\$ 5,000.00
Total: \$			61,062.50

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
CRAMER-KRASSELT COMPANY 39012 TREASURY CENTER CHICAGO, IL 60694-9000	70002	3/10/2009	\$ 4,335.27
	70090	3/17/2009	\$ 506,079.25
	70360	4/7/2009	\$ 185,002.00
	70460	4/14/2009	\$ 63,017.20
	70551	4/21/2009	\$ 14,885.00
	627702	4/21/2009	\$ 3,071.71
	71024	5/21/2009	\$ 22,226.66
Total: \$			798,617.09

CRAWFORD, ELIZABETH
PO BOX 3502
GRAND JUNCTION, CO 81502

626178	3/3/2009	\$ 166.86
626754	3/24/2009	\$ 753.60
626916	3/31/2009	\$ 684.96
627085	4/7/2009	\$ 684.96
627275	4/14/2009	\$ 525.97
627749	4/29/2009	\$ 594.81
627915	5/5/2009	\$ 2,979.68
Total: \$		6,390.84

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount	
CREER, RYAN C 1408 W 2050 S WOODS CROSS, UT 84087	69913	3/3/2009	\$	3,195.99
	70730	5/5/2009	\$	5,727.10
	70872	5/11/2009	\$	622.28
	Total: \$			9,545.37
CWA - DUES 501 THIRD STREET, N.W. WASHINGTON, DC 20001-2797	69915	3/3/2009	\$	12,739.79
	70265	3/31/2009	\$	25,557.94
	70733	5/5/2009	\$	25,237.59
	70840	5/8/2009	\$	24,647.23
	Total: \$			88,182.55
DBA KNOWLEDGE INC 385 INVERNESS PKWY, #190 ENGLEWOOD, CO 80112	626181	3/3/2009	\$	48,000.00
	626920	3/31/2009	\$	48,000.00
	627920	5/5/2009	\$	48,000.00
	Total: \$			144,000.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
DELL MARKETING LP P.O. BOX 534118 ATLANTA, GA 30353-4118	626183	3/3/2009	\$ 35,969.59
	626921	3/31/2009	\$ 1,547.40
	627284	4/14/2009	\$ 128.45
	627752	4/29/2009	\$ 11,309.46
	628120	5/8/2009	\$ 3,021.80
Total: \$			51,976.70
DISTRIBUTION DATA, INCORPORATED (DDI) 160101 SNOW ROAD, SUITE 300 BROOK PARK, IL 44142	69931	3/3/2009	\$ 4,429.21
	70016	3/10/2009	\$ 3,748.35
	70106	3/17/2009	\$ 4,902.92
	70189	3/24/2009	\$ 5,830.05
	70279	3/31/2009	\$ 4,191.77
	70375	4/7/2009	\$ 3,848.38
	70475	4/14/2009	\$ 5,101.45
	70564	4/21/2009	\$ 4,141.51
	70645	4/28/2009	\$ 5,005.75
	70745	5/5/2009	\$ 4,177.94
	70885	5/11/2009	\$ 4,726.80
Total: \$			50,104.13

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
DIVERSIFIED BUSINESS FORMS INC. PO BOX 126 LUZERNE, NC 18709	626567	3/17/2009	\$ 29,188.80
	626923	3/31/2009	\$ 5,877.39
	627087	4/7/2009	\$ 8,636.42
	627290	4/14/2009	\$ 4,991.03
	627652	4/21/2009	\$ 8,964.42
	627711	4/21/2009	\$ 60.21
	627922	5/5/2009	\$ 3,901.84
	628121	5/8/2009	\$ 24,970.56
		Total: \$	86,590.67
DOMINION DISTRIBUTION P.O. BOX 1040 NORFOLK, VA 23510	626412	3/10/2009	\$ 6,840.25
	626924	3/31/2009	\$ 8,795.05
	627089	4/7/2009	\$ 633.20
	627923	5/5/2009	\$ 6,440.25
		Total: \$	22,708.75
DOMINION DISTRIBUTION POST OFFICE BOX 1040 NORFOLK, VA 23510	626186	3/3/2009	\$ 2,760.00
	71025	5/21/2009	\$ 2,650.80
	71070	5/26/2009	\$ 2,650.80
		Total: \$	8,061.60

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
DOUGLAS COUNTY TREASURER 1819 FARNAM STREET, #03 OMAHA, NE 68183	626664	3/19/2009	\$ 9,128.84
Total: \$			9,128.84
DR GORDON WEST 1140 W SOUTH BOULDER RD, SUITE 201 LAFAYETTE, CO 80026-8910	626758	3/24/2009	\$ 12,279.60
Total: \$			12,279.60
EAGLE EYE MAPS 50 MERLHAM DRIVE MADISON, WI 53705	626188	3/3/2009	\$ 250.00
	626568	3/17/2009	\$ 2,650.00
	626925	3/31/2009	\$ 1,710.00
	627924	5/5/2009	\$ 4,180.00
Total: \$			8,790.00
EDS CORPORATION P.O. BOX 281935 ATLANTA, GA 30384-0935	70192	3/24/2009	\$ 101,387.40
	70378	4/7/2009	\$ 98,982.00
	70945	5/20/2009	\$ 98,982.00
	71026	5/21/2009	\$ 92,684.38
Total: \$			392,035.78

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
EMC CORPORATION 4246 COLLECTIONS CENTER DR CHICAGO, IL 60693	626927	3/31/2009	\$ 5,670.00
	627093	4/7/2009	\$ 42,720.30
	Total: \$		48,390.30
EQUINIX, INC. 4252 SOLUTIONS CENTER CHICAGO, IL 60677-4002	626192	3/3/2009	\$ 25,486.00
	626929	3/31/2009	\$ 25,486.00
	627932	5/5/2009	\$ 25,686.00
	Total: \$		76,658.00
FAMILY SUPPORT REGISTRY PO BOX 2171 DENVER, CO 80201-2171	626342	3/6/2009	\$ 2,222.11
	626680	3/23/2009	\$ 2,053.19
	626708	3/23/2009	\$ 168.92
	627029	4/7/2009	\$ 2,222.11
	627577	4/20/2009	\$ 2,027.34
	627853	5/4/2009	\$ 2,027.34
	628161	5/18/2009	\$ 1,858.42
	Total: \$		12,579.43

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
FARLEY, JAMES 994 CERASUS DR ROCKFORD, IL 61108	627097	4/7/2009	\$ 4,428.98
	627655	4/21/2009	\$ 1,909.96
	627759	4/29/2009	\$ 1,100.00
Total: \$			7,438.94
FLEXIBLE BENEFIT ADMINISTRATORS, INC. P.O. DRAWER 8188 VIRGINIA BEACH, VA 23450	626421	3/10/2009	\$ 2,339.19
	627100	4/7/2009	\$ 2,358.57
	627761	4/29/2009	\$ 2,393.60
Total: \$			7,091.36
FORTRUST, LLC 4300 BRIGHTON BOULEVARD DENVER, CO 80216	626571	3/17/2009	\$ 24,121.06
	627319	4/14/2009	\$ 24,121.06
	628077	5/6/2009	\$ 24,121.06
Total: \$			72,363.18
FOWLER, THOMAS F 6020 MERIDIAN DRIVE #38 LINCOLN, NE 68504	626199	3/3/2009	\$ 901.21
	626423	3/10/2009	\$ 1,169.21
	627936	5/5/2009	\$ 4,639.37
Total: \$			6,709.79

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
FSH COMMUNICATIONS LLC 100 W. MONROE STREET, #2101 CHICAGO, IL 60603	626200	3/3/2009	\$ 15,562.13
	627321	4/14/2009	\$ 15,361.22
	627938	5/5/2009	\$ 17,249.97
	Total: \$		48,173.32
GARLIN DRISCOLL HOWARD LLC 245 CENTURY CIRCLE, SUITE 101 LOUISVILLE, CO 80027	626204	3/3/2009	\$ 6,150.29
	626667	3/20/2009	\$ 1,767.00
	6000061	4/24/2009	\$ 24,037.33
	6000076	5/19/2009	\$ 403.10
	Total: \$		32,357.72
GLOBAL CREDITORS NETWORK, INC. 2450 WHITE ROAD, SUITE 200 IRVINE, CA 92614	626209	3/3/2009	\$ 63.00
	626426	3/10/2009	\$ 51,105.05
	626937	3/31/2009	\$ 31,059.20
	627328	4/14/2009	\$ 7,079.15
	627942	5/5/2009	\$ 53,818.40
Total: \$		143,124.80	
GOLIN, HARRIS INTERNATIONAL, INC. P.O. BOX 7247-6595 PHILADELPHIA, PA 19170-6595	626213	3/3/2009	\$ 15,009.52
	Total: \$		15,009.52

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
GOMEZ, INC. P.O. BOX 83164 WOBURN, MA 01813-3164	626938	3/31/2009	\$ 26,000.00
	627330	4/14/2009	\$ 425.58
Total: \$			26,425.58
GORHAM, STEVE H 4715 TRAILS END FORT COLLINS, CO 80526	70385	4/7/2009	\$ 2,685.00
	71051	5/22/2009	\$ 3,060.40
Total: \$			5,745.40
GRAPEVINE DESIGNS LLC P.O. BOX 2706 SHAWNEE MISSION, KS 66201-2706	6000062	4/24/2009	\$ 5,678.75
	6000065	5/4/2009	\$ 4,500.00
	6000069	5/8/2009	\$ 7,013.51
Total: \$			17,192.26
GREINER ELECTRIC LLC 12456 DUMONT WAY LITTLETON, CO 80125	626773	3/24/2009	\$ 6,907.00
Total: \$			6,907.00
GRIFFIN PERSONNEL GROUP 2299 TECHNOLOGY DRIVE, SUITE 200 O'FALLON, MO 63366	627943	5/5/2009	\$ 268,000.00
Total: \$			268,000.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
HAGER, ROBIN 1716 SCHEY COURT NAPERVILLE, IL 60565	626216	3/3/2009	\$ 5,820.52
	70201	3/24/2009	\$ 4,224.40
	70574	4/21/2009	\$ 5,702.89
	70756	5/5/2009	\$ 1,868.03
Total: \$			17,615.84
HAMILTON CONTACT CENTER SERVICES 1006 TWELFTH STREET AURORA, NE 68818	626218	3/3/2009	\$ 5,133.18
	626429	3/10/2009	\$ 2,983.50
	626576	3/17/2009	\$ 3,643.12
	626774	3/24/2009	\$ 3,418.48
	626941	3/31/2009	\$ 5,718.70
	627337	4/14/2009	\$ 8,299.02
	627945	5/5/2009	\$ 3,549.00
Total: \$			32,745.00
HARMELIN MEDIA 525 RIGHTERS FERRY ROAD BALA CYNWYD, PA 19004	626578	3/17/2009	\$ 28,333.00
	627339	4/14/2009	\$ 1,628,162.37
	627768	4/29/2009	\$ 2,413,890.30
	71029	5/21/2009	\$ 778,370.53
Total: \$			4,848,756.20

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
HENRY WURST INC P.O. BOX 790379 ST. LOUIS, MO 63179	626220	3/3/2009	\$ 290.88
	626579	3/17/2009	\$ 362.74
	627105	4/7/2009	\$ 5,144.60
	627342	4/14/2009	\$ 5,767.53
	627769	4/29/2009	\$ 5,025.93
			Total: \$ 16,591.68
HOESE, KEVIN H 13580 GLASGOW LANE APPLE VALLEY, MN 55124	70205	3/24/2009	\$ 8,025.30
	70392	4/7/2009	\$ 13,183.93
	70488	4/14/2009	\$ 8,360.00
	70661	4/28/2009	\$ 8,020.00
	71072	5/26/2009	\$ 60.00
			Total: \$ 37,649.23

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
HOFMANN, DAVID A 1237 RAND WAY SUPERIOR, CO 80027	69940	3/3/2009	\$ 3,793.53
	70031	3/10/2009	\$ 240.70
	70116	3/17/2009	\$ 1,622.98
	70206	3/24/2009	\$ 3,384.57
	70576	4/21/2009	\$ 1,551.64
	70760	5/5/2009	\$ 1,422.14
	70819	5/6/2009	\$ 187.42
	70847	5/8/2009	\$ 1,744.44
	70960	5/20/2009	\$ 3,671.44
	71073	5/26/2009	\$ 1,520.86
Total: \$			19,139.72
HUGHSON, JAMES D 4570 NORTH ORAIBI PLACE TUCSON, AZ 85749	69943	3/3/2009	\$ 2,196.48
	70117	3/17/2009	\$ 2,977.81
	70291	3/31/2009	\$ 3,494.91
	70394	4/7/2009	\$ 1,627.68
Total: \$			10,296.88
IBEW-LOCAL 1269 870 MARKET STREET, ROOM 479 SAN FRANCISCO, CA 94102	70848	5/8/2009	\$ 80,500.46
Total: \$			80,500.46

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
IDC NETWORKS, INC. 2504 W. BRENTRIDGE CIRCLE SIOUX FALLS, SD 57108	70118	3/17/2009	\$ 63,059.61
	70698	4/29/2009	\$ 50,382.43
	71030	5/21/2009	\$ 97.09
Total: \$			113,539.13

INFO USA MARKETING, INC
WHOLESALE DIVISION
P.O. BOX 3603
OMAHA, NE 68103-0603

626225	3/3/2009	\$ 983.26	
626434	3/10/2009	\$ 235.63	
626586	3/17/2009	\$ 791.05	
626779	3/24/2009	\$ 687.42	
627353	4/14/2009	\$ 2,923.35	
627714	4/21/2009	\$ 128.28	
627771	4/29/2009	\$ 153.47	
Total: \$			5,902.46

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
INNOVETRA CORPORATION P.O. BOX 673591 DETROIT, MI 48267-3591	626227	3/3/2009	\$ 25,959.80
	626435	3/10/2009	\$ 1,520.40
	626587	3/17/2009	\$ 25,344.20
	626780	3/24/2009	\$ 21,860.20
	626946	3/31/2009	\$ 18,723.40
	627354	4/14/2009	\$ 18,501.80
	627715	4/21/2009	\$ 802.20
	627772	4/29/2009	\$ 27,889.60
	628126	5/8/2009	\$ 55,554.40
	Total: \$		
INTELIUS SALES COMPANY, LLC MATTHEW D. TORRICE 1200 EXECUTIVE PARKWAY, #355 EUGENE, OR 97401	627106	4/7/2009	\$ 89,488.60
	627356	4/14/2009	\$ 22,433.75
	Total: \$		
INTERIOR ARCHITECTS, INC. P.O. BOX 49328 SAN JOSE, CA 95161-9328	626436	3/10/2009	\$ 75,000.00
	626947	3/31/2009	\$ 30,207.46
	627776	4/29/2009	\$ 30,207.46
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
IRON MOUNTAIN 5050 MOLINE ST DENVER, CO 802392622	627357	4/14/2009	\$ 5,525.59
Total: \$			5,525.59
JACKSON LEWIS LLP ONE NORTH BROADWAY WHITE PLAINS, NY 10601-2310	626781	3/24/2009	\$ 67,000.00
	626948	3/31/2009	\$ 33,000.00
Total: \$			100,000.00
JD FACTORS LLC ASSIGNEE FOR ADVERTISING NETWORK SOLUTIONS P.O. BOX 687 WHEATON, IL 60189	626784	3/24/2009	\$ 138,476.34
Total: \$			138,476.34
JONES, KEVIN S 2148 EAST HUNTERS GLEN LAYTON, UT 84040	626788	3/24/2009	\$ 3,430.48
	626949	3/31/2009	\$ 3,466.09
	70490	4/14/2009	\$ 1,937.70
	70665	4/28/2009	\$ 1,662.20
	70765	5/5/2009	\$ 1,143.73
Total: \$			11,640.20

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
JONES, MEHGAN L 3130 WILLOWRUN DRIVE CASTLE ROCK, CO 80109	70212	3/24/2009	\$ 843.07
	70294	3/31/2009	\$ 190.82
	70399	4/7/2009	\$ 1,271.21
	70584	4/21/2009	\$ 2,115.87
	70666	4/28/2009	\$ 2,487.36
	70766	5/5/2009	\$ 560.00
Total: \$			7,468.33
JOSEPH, MANN & CREED 20600 CHAGRIN BLVD., #550 SHAKER HEIGHTS, OH 44122	627958	5/5/2009	\$ 35,648.81
	Total: \$		
JUPITERIMAGES P.O. BOX 27569- NEW YORK, NY 10087-7569	627111	4/7/2009	\$ 71,250.00
	627960	5/5/2009	\$ 33,750.00
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
LASER CYCLE USA INC 528 SOUTH TAYLOR AVENUE LOUISVILLE, CO 80027-3030	6000046	3/3/2009	\$ 5,891.51
	6000047	3/10/2009	\$ 2,342.48
	6000049	3/13/2009	\$ 22,009.30
	6000050	3/17/2009	\$ 12,712.48
	6000051	3/26/2009	\$ 21,690.02
	6000053	3/27/2009	\$ 8,900.00
	627567	4/17/2009	\$ 41,843.63
	6000063	4/24/2009	\$ 20,193.08
	6000071	5/8/2009	\$ 76,811.42
Total: \$			212,393.92
LOCAL MATTERS, INC. DEPT 1898 DENVER, CO 80291-1898	626239	3/3/2009	\$ 131,967.07
	626951	3/31/2009	\$ 121,097.57
	627782	4/29/2009	\$ 19.93
	Total: \$		
LORETEL SYSTEMS INC 150 2ND STREET, S.W. PERHAM, MN 56573	626952	3/31/2009	\$ 3,666.80
	627969	5/5/2009	\$ 3,169.20
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
LSSI P.O. BOX 730401 DALLAS, TX 75373-0401	626595	3/17/2009	\$ 20,000.00
	627784	4/29/2009	\$ 20,000.00
	627971	5/5/2009	\$ 40,000.00
Total: \$			80,000.00
MACMUNNIS, INC ATTN: BRICE WEEKS 1840 OAK AVENUE, #300 EVANSTON, IL 60201	70219	3/24/2009	\$ 1,124,455.36
	70620	4/24/2009	\$ 1,169,612.52
	70980	5/20/2009	\$ 1,177,129.43
Total: \$			3,471,197.31
MADONNA, MICHAEL G 650 JOSEPHINE STREET DENVER, CO 80206	69953	3/3/2009	\$ 914.78
	70043	3/10/2009	\$ 610.82
	70125	3/17/2009	\$ 2,840.42
	70304	3/31/2009	\$ 1,366.84
	70409	4/7/2009	\$ 75.00
	70776	5/5/2009	\$ 2,769.59
	70822	5/6/2009	\$ 1,040.76
	70981	5/20/2009	\$ 75.00
Total: \$			9,693.21

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MAGNETIC ATTRACTIONS 2700 ANGIER AVE DURHAM, NC 27703	626242	3/3/2009	\$ 3,983.13
	626451	3/10/2009	\$ 3,367.05
	626597	3/17/2009	\$ 6,334.33
	626799	3/24/2009	\$ 25,628.32
	626953	3/31/2009	\$ 9,580.89
	627118	4/7/2009	\$ 5,536.71
	627785	4/29/2009	\$ 12,027.37
	6000072	5/8/2009	\$ 8,285.23
	6000078	5/19/2009	\$ 62,771.57
	6000082	5/22/2009	\$ 3,470.59
			Total: \$ 140,985.19
MAILNET SERVICES INC 800 CRESCENT CENTER DR, #450 FRANKLIN, TN 37067-6405	626599	3/17/2009	\$ 10,216.12
	627664	4/21/2009	\$ 5,061.00
	627973	5/5/2009	\$ 1,322.56
MAPONICS 221 ROUTE 5, SOUTH THE COLTON CENTER NORWICH, VT 05055	70044	3/10/2009	\$ 8,750.00
	70410	4/7/2009	\$ 23,800.00
	70982	5/20/2009	\$ 8,750.00

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MARCHEX, INC. 413 PINE STREET, #500 SEATTLE, WA 98101	70220	3/24/2009	\$ 664,009.09
	70499	4/14/2009	\$ 348,108.29
	71033	5/21/2009	\$ 8,466.66
Total: \$			1,020,584.04

MATSON INTERMODAL SYSTEM
P.O. BOX 99074
CHICAGO, IL 60693-0001

626244	3/3/2009	\$ 15,516.41	
626454	3/10/2009	\$ 17,937.62	
626804	3/24/2009	\$ 20,097.70	
626955	3/31/2009	\$ 350.00	
627121	4/7/2009	\$ 8,980.65	
627410	4/14/2009	\$ 64.65	
627667	4/21/2009	\$ 17,006.93	
627976	5/5/2009	\$ 23,403.11	
628128	5/8/2009	\$ 10,750.12	
Total: \$			114,107.19

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MCCARTHY BURGESS & WOLFF 26000 CANNON ROAD CLEVELAND, OH 44146	626601	3/17/2009	\$ 31,148.60
	626806	3/24/2009	\$ 9,656.25
	626956	3/31/2009	\$ 9,794.06
	627412	4/14/2009	\$ 24,474.38
	627977	5/5/2009	\$ 47,884.86
Total: \$			122,958.15
MERCER 21520 NETWORK PLACE CHICAGO, IL 60673-1215	628129	5/8/2009	\$ 73,181.19
Total: \$			73,181.19
MEREDITH CORPORATION P.O. BOX 731066 DALLAS, TX 75373-1066	626456	3/10/2009	\$ 39,292.27
	626958	3/31/2009	\$ 17,250.00
	627123	4/7/2009	\$ 17,250.00
Total: \$			73,792.27
MERIDIAN IT INC 23618 NETWORK PL CHICAGO, IL 60673-1236	626246	3/3/2009	\$ 25,988.59
	627978	5/5/2009	\$ 1,475.90
Total: \$			27,464.49

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MERKLE INC P.O. BOX 64897 BALTIMORE, MD 21264-4035	626247	3/3/2009	\$ 39,070.00
	626808	3/24/2009	\$ 26,570.00
	626960	3/31/2009	\$ 500.00
	627717	4/21/2009	\$ 26,570.00
	Total: \$		92,710.00
METRO LEGAL SERVICES THE TOWLE BLDG 330 2 AV S MINNEAPOLIS, MN 55401-2217	626809	3/24/2009	\$ 8,721.70
	Total: \$		8,721.70
METROPOLITAN LIFE INSURANCE COMPANY PO BOX 360229 PITTSBURGH, PA 15251-6229	626602	3/17/2009	\$ 89,095.72
	627416	4/14/2009	\$ 88,341.00
	628130	5/8/2009	\$ 87,156.73
	Total: \$		264,593.45

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MICHAEL C FINA P.O. BOX 36208 NEWARK, NJ 07188-6208	626248	3/3/2009	\$ 12,598.81
	626603	3/17/2009	\$ 15,958.19
	627124	4/7/2009	\$ 18,689.11
	6000066	5/4/2009	\$ 26,669.19
	6000073	5/8/2009	\$ 11,505.85
	6000079	5/19/2009	\$ 7,951.51
	Total: \$		93,372.66
MOODYS ECONOMY.COM INC MOODY'S ANALYTICS, INC. 121 N. WALNUT ST., #500 WEST CHESTER, PA 19380	6000080	5/19/2009	\$ 81,965.00
	Total: \$		81,965.00
MOORE WALLACE P.O. BOX 730165 DALLAS, TX 75373-0165	626460	3/10/2009	\$ 18,430.89
	627427	4/14/2009	\$ 1,825.49
	627984	5/5/2009	\$ 16,618.07
	628085	5/6/2009	\$ 179,286.57
	Total: \$		216,161.02

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
MURT, MICHAEL 5741 S. HAVANA CT. ENGLEWOOD, CO 80111	69957	3/3/2009	\$ 2,317.60
	70054	3/10/2009	\$ 901.69
	70310	3/31/2009	\$ 1,162.41
	70675	4/28/2009	\$ 1,429.11
	70894	5/11/2009	\$ 1,131.05
	Total: \$		6,941.86
NEOPOST INC P.O. BOX 45800 SAN FRANCISCO, CA 94145-0800	626464	3/10/2009	\$ 267.50
	626817	3/24/2009	\$ 274.69
	626964	3/31/2009	\$ 6,392.51
	627130	4/7/2009	\$ 6,392.51
	Total: \$		13,327.21
NEW HORIZONS CLC OF DENVER, INC. POST OFFICE BOX 677574 DALLAS, TX 75267-7574	626965	3/31/2009	\$ 6,000.00
	Total: \$		6,000.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
NEXXA GROUP P.O. BOX 61690 FT. MYERS, FL 33906	626967	3/31/2009	\$ 503.21
	627132	4/7/2009	\$ 3,252.45
	627433	4/14/2009	\$ 57,303.65
	627990	5/5/2009	\$ 1,209.88
Total: \$			62,269.19

NIPPON PAPER INDUSTRIES USA CO LTD
P.O. BOX 11626
TACOMA, WA 98411-6626

626255	3/3/2009	\$ 1,068.80
626466	3/10/2009	\$ 209,639.28
626606	3/17/2009	\$ 62,232.97
626819	3/24/2009	\$ 18,681.04
626968	3/31/2009	\$ 37,003.40
627434	4/14/2009	\$ 45,425.26
627718	4/21/2009	\$ 425,520.61
627794	4/29/2009	\$ 617,862.47
627991	5/5/2009	\$ 417,967.21
628133	5/8/2009	\$ 202,719.64
Total: \$		2,038,120.68

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
NL DESIGN 1917 WEST 32ND DENVER, CO 80211	626256	3/3/2009	\$ 975.00
	626969	3/31/2009	\$ 712.00
	627673	4/21/2009	\$ 675.00
	627795	4/29/2009	\$ 13,250.00
	627992	5/5/2009	\$ 27,087.75
Total: \$			42,699.75
NORTH CAROLINA DEPARTMENT OF REVENUE P.O. BOX 25000 RALEIGH, NC 27640-0500	627133	4/7/2009	\$ 36,550.00
	627171	4/8/2009	\$ 1,000.00
	627172	4/9/2009	\$ 20,000.00
Total: \$			57,550.00
OEC BUSINESS INTERIORS 900 NORTH CHURCH ROAD ELMHURST, IL 60126	70132	3/17/2009	\$ 5,217.24
	70314	3/31/2009	\$ 5,375.89
Total: \$			10,593.13
OMNITURE INC DEPT CH 17426 PALATINE, IL 60055-7426	627134	4/7/2009	\$ 40,302.75
	627135	4/7/2009	\$ 13,434.25
	627440	4/14/2009	\$ 13,434.25
Total: \$			67,171.25

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
OR DEPARTMENT OF JUSTICE PO BOX 14506 SALEM, OR 97309-0420	626360	3/6/2009	\$ 1,396.15
	626695	3/23/2009	\$ 1,351.86
	627046	4/7/2009	\$ 1,255.20
	627061	4/7/2009	\$ 129.78
	627592	4/20/2009	\$ 1,393.66
	627869	5/4/2009	\$ 1,393.66
	Total: \$		
ORACLE USA, INC. P.O. BOX 71028 CHICAGO, IL 60694-1028	626609	3/17/2009	\$ 26,821.20
	627996	5/5/2009	\$ 525,485.40
	Total: \$		
OVERMILLER, PAMELA 8633 GOLDEN FIELDS LANE LOVELAND, CO 80538	626610	3/17/2009	\$ 2,120.77
	626971	3/31/2009	\$ 2,200.67
	627445	4/14/2009	\$ 259.64
	627997	5/5/2009	\$ 1,026.40
	Total: \$		
PALORE 2720 RUSSELL STREET BERKELEY, CA 94705	628000	5/5/2009	\$ 7,000.00
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
PATRICK, STEVEN 5701 PEBBLE BEACH EL PASO, TX 79912	626471	3/10/2009	\$ 1,414.18
	626613	3/17/2009	\$ 510.00
	626827	3/24/2009	\$ 434.25
	626974	3/31/2009	\$ 577.44
	627140	4/7/2009	\$ 330.72
	627449	4/14/2009	\$ 200.00
	627675	4/21/2009	\$ 1,119.80
	627799	4/29/2009	\$ 559.90
	628001	5/5/2009	\$ 599.30
Total: \$			5,745.59
PETOSKEY PLASTICS INC DEPARTMENT #67-651 POST OFFICE BOX 67651 DETROIT, MI 48267-0651	626473	3/10/2009	\$ 29,984.51
	626831	3/24/2009	\$ 15,135.51
	627143	4/7/2009	\$ 3,524.64
	627456	4/14/2009	\$ 810.04
	628005	5/5/2009	\$ 9,836.06
	71036	5/21/2009	\$ 99,123.31
Total: \$			158,414.07

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
PINNACLE FINANCIAL GROUP 7825 W. WASHINGTON AVE., #310 MINNEAPOLIS, MN 55439	626475	3/10/2009	\$ 15,657.15
	626976	3/31/2009	\$ 1,425.61
	627802	4/29/2009	\$ 1,783.97
	Total: \$		18,866.73
PISTORIUS, CHRISTIAN N 11852 MILL VALLEY STREET PARKER, CO 80138	70058	3/10/2009	\$ 2,462.78
	70511	4/14/2009	\$ 4,006.33
	70895	5/11/2009	\$ 3,036.45
	Total: \$		9,505.56
POLYLOGICS SERVICES LLC 445 GODWIN AVENUE MIDLAND PARK, NJ 07432	626620	3/17/2009	\$ 21,124.30
	627460	4/14/2009	\$ 16,101.61
	627678	4/21/2009	\$ 250.00
	627804	4/29/2009	\$ 250.00
	628009	5/5/2009	\$ 14,228.62
	Total: \$		51,954.53

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
PRODUCT DEVELOPMENT CORPORATION 20 RAGSDALE DRIVE, SUITE 100 MONTEREY, CA 93940	626265	3/3/2009	\$ 88,701.98
	626478	3/10/2009	\$ 109,187.07
	626621	3/17/2009	\$ 22,209.15
	626979	3/31/2009	\$ 4,248.34
	627145	4/7/2009	\$ 237,194.35
	627465	4/14/2009	\$ 1,557,036.21
	627464	4/14/2009	\$ 101,384.39
	627719	4/21/2009	\$ 452,549.37
	627807	4/29/2009	\$ 78,356.52
	628011	5/5/2009	\$ 103,733.64
	628140	5/8/2009	\$ 289,922.10
	628139	5/8/2009	\$ 19,528.82
	71058	5/22/2009	\$ 66,595.60
	Total: \$		
PROFILE AMERICA 3 CORPORATE BOULEVARD STE 200 ATLANTA, GA 30329	628012	5/5/2009	\$ 40,000.00
	Total: \$		
PROKARMA INC 10832 OLD MILL ROAD, SUITE #5 OMAHA, NE 68154	70699	4/29/2009	\$ 6,832.50
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
PROKARMA INC 14780 S.W. OSPREY DR., #395 BEAVERTON, OR 97007	69963	3/3/2009	\$ 35,732.50
	70060	3/10/2009	\$ 33,807.50
	70136	3/17/2009	\$ 53,125.00
	70233	3/24/2009	\$ 34,242.50
	70317	3/31/2009	\$ 34,217.50
	70421	4/7/2009	\$ 30,452.50
	70514	4/14/2009	\$ 3,200.00
	70605	4/21/2009	\$ 14,280.00
	70789	5/5/2009	\$ 31,462.50
	70826	5/6/2009	\$ 13,575.00
	71037	5/21/2009	\$ 38,170.00
	71059	5/22/2009	\$ 13,370.00
		Total: \$	335,635.00
PRUDENTIAL RELOCATION, INC P.O. BOX 841337 DALLAS, TX 75284	626833	3/24/2009	\$ 12,582.50
	627679	4/21/2009	\$ 46,492.20
		Total: \$	59,074.70

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
QUEBECOR WORLD INC PO BOX 98668 CHICAGO, IL 60693-8668	626268	3/3/2009	\$ 193,576.48
	626480	3/10/2009	\$ 36,627.62
	626623	3/17/2009	\$ 87,749.53
	626834	3/24/2009	\$ 32,383.04
	626981	3/31/2009	\$ 236,890.60
	627148	4/7/2009	\$ 123,417.31
	627467	4/14/2009	\$ 277,479.78
	627680	4/21/2009	\$ 79,543.79
	627720	4/21/2009	\$ 61,624.30
	627809	4/29/2009	\$ 172,491.63
	628141	5/8/2009	\$ 520,176.14
	71038	5/21/2009	\$ 219,263.11
		Total:	\$ 2,041,223.33

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
QWEST BUSINESS SERVICES POST OFFICE BOX 856169 LOUISVILLE, KY 40285-6169	626483	3/10/2009	\$ 3,565.76
	626625	3/17/2009	\$ 2,476.74
	626836	3/24/2009	\$ 5,841.18
	627469	4/14/2009	\$ 208,962.54
	627682	4/21/2009	\$ 3,601.33
	628019	5/5/2009	\$ 145,502.94
	628016	5/5/2009	\$ 5,950.75
	628090	5/6/2009	\$ 132,060.34
	71039	5/21/2009	\$ 244,520.28
		Total: \$	752,481.86

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
QWEST CORP P.O. BOX 856137 LOUISVILLE, KY 40285-6137	626269	3/3/2009	\$ 28,308.91
	626482	3/10/2009	\$ 6,821.40
	626486	3/10/2009	\$ 6,776.08
	626627	3/17/2009	\$ 63,129.29
	626624	3/17/2009	\$ 161.12
	627149	4/7/2009	\$ 6,361.96
	627468	4/14/2009	\$ 247.86
	627681	4/21/2009	\$ 7,241.52
	627810	4/29/2009	\$ 247.28
	628020	5/5/2009	\$ 440.48
	628015	5/5/2009	\$ 406.28
	628142	5/8/2009	\$ 7,505.00
	628143	5/8/2009	\$ 440.48
Total: \$			128,087.66

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
QWEST CORPORATION P.O. BOX 2348 SEATTLE, WA 98111-2348	626272	3/3/2009	\$ 26,858.22
	626273	3/3/2009	\$ 18,786.00
	626485	3/10/2009	\$ 20,051.21
	626626	3/17/2009	\$ 11,192.24
	626838	3/24/2009	\$ 26,330.86
	626982	3/31/2009	\$ 18,786.00
	627151	4/7/2009	\$ 24,035.85
	627470	4/14/2009	\$ 182,762.68
	627811	4/29/2009	\$ 27,765.72
	628018	5/5/2009	\$ 26,825.47
	628089	5/6/2009	\$ 84,529.72
	628144	5/8/2009	\$ 18,786.00
		Total: \$	486,709.97
QWEST P.O. BOX 17J DENVER, CO 80217	626270	3/3/2009	\$ 56.20
	627150	4/7/2009	\$ 69,924.02
		Total: \$	69,980.22

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
QWEST P.O. BOX 29080 PHOENIX, AZ 85038-0000	626271	3/3/2009	\$ 311,695.89
	626484	3/10/2009	\$ 31,540.25
	626837	3/24/2009	\$ 4,915.97
	626835	3/24/2009	\$ 190.00
	628017	5/5/2009	\$ 4,910.27
Total: \$			353,252.38
R.R. DONNELLEY RECEIVABLES INC P.O. BOX 730216 DALLAS, TX 75373-0216	626143	3/2/2009	\$ 2,312,553.08
	626274	3/3/2009	\$ 651,053.46
	626487	3/10/2009	\$ 5,000.00
Total: \$			2,968,606.54
RECEIVABLE MANAGEMENT SERVICES P.O. BOX 8500-55077 PHILADELPHIA, PA 19178-5077	626983	3/31/2009	\$ 7,000.00
Total: \$			7,000.00
REED GROUP 10155 WESTMOOR DR, STE 210 WESTMINSTER, CO 80021	626279	3/3/2009	\$ 2,100.00
	626488	3/10/2009	\$ 7,757.64
	627152	4/7/2009	\$ 10,634.79
	627813	4/29/2009	\$ 10,917.32
Total: \$			31,409.75

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
REHAB 1479 DELGANY STREET, #3 DENVER, CO 80202	71000	5/20/2009	\$ 64,212.00
Total: \$			64,212.00
RHE, LLC 475 WEST 12TH AVENUE, #3H DENVER, CO 80204	627477	4/14/2009	\$ 13,947.00
Total: \$			13,947.00
ROCKY MTN CANCER CTN PO BOX 671885 HOUSTON, TX 77267-1885	626281	3/3/2009	\$ 19,089.36
Total: \$			19,089.36
ROMERO, RICK 6330 PRECEPT WAY FARMINGTON, NM 87402	70063	3/10/2009	\$ 4,440.13
	70320	3/31/2009	\$ 1,157.87
Total: \$			5,598.00
SAUNDERS CONSTRUCTION INC. 6950 SOUTH JORDAN ROAD CENTENNIAL, CO 80112	71002	5/20/2009	\$ 315,116.73
Total: \$			315,116.73
SCANNERONE 11042 BLACKWOLF LANE PARKER, CO 80138	628028	5/5/2009	\$ 5,690.00
Total: \$			5,690.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
SCHNEIDER NATIONAL INC POST OFFICE BOX 841831 DALLAS, TX 75284-1831	626288	3/3/2009	\$ 36,248.12
	626496	3/10/2009	\$ 38,455.72
	626635	3/17/2009	\$ 19,705.60
	626849	3/24/2009	\$ 11,409.04
	627498	4/14/2009	\$ 210.70
	627819	4/29/2009	\$ 52,471.53
	627818	4/29/2009	\$ 819.70
	71063	5/22/2009	\$ 57,556.09
		Total: \$	216,876.50
SCHOLARSHIP AMERICA C/O FIRST NATIONAL BANK P.O. BOX 240 ST. PETER, MN 56082	628030	5/5/2009	\$ 6,316.80
		Total: \$	6,316.80
SELECT STAFFING 1600 BROADWAY, SUITE 1250 DENVER, CO 802024932	627499	4/14/2009	\$ 5,663.14
		Total: \$	5,663.14
SHORTSTOP, LLC 1844 S.W. MORRISON STREET PORTLAND, OR 97205	628034	5/5/2009	\$ 20,000.00
		Total: \$	20,000.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
SIBSON CONSULTING 2018 POWERS FERRY RD., #850 ATLANTA, GA 30339	627505	4/14/2009	\$ 7,626.70
	627824	4/29/2009	\$ 44,580.95
Total: \$			52,207.65
SIEMENS BUILDING TECHNOLOGIES INC 7850 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	626992	3/31/2009	\$ 17,372.00
	Total: \$		
SLUSS, MARK W 3030 S. COLLEGE AVENUE, #100 FORT COLLINS, CO 80525-2557	69973	3/3/2009	\$ 717.40
	70068	3/10/2009	\$ 617.40
	70239	3/24/2009	\$ 646.04
	70324	3/31/2009	\$ 646.05
	70429	4/7/2009	\$ 382.89
	70524	4/14/2009	\$ 283.26
	70609	4/21/2009	\$ 665.60
	70684	4/28/2009	\$ 665.60
	70796	5/5/2009	\$ 565.60
	70901	5/11/2009	\$ 565.60
	71007	5/20/2009	\$ 435.20
	71079	5/26/2009	\$ 272.03
Total: \$			6,462.67

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
SPACES 2501 BLAKE STREET DENVER, CO 80205	626502	3/10/2009	\$ 9,017.57
	626995	3/31/2009	\$ 1,642.18
	Total: \$		10,659.75
SPECIALTY DIRECTORY DISTBUTION SERVICES INC P.O. BOX 1117 BUFORDGA30515-1117	626855	3/24/2009	\$ 181,881.30
	627721	4/21/2009	\$ 175,178.34
	628146	5/8/2009	\$ 167,467.26
	Total: \$		524,526.90
SPRINT P.O. BOX 4181 CAROL STREAM, IL 60197-4181	626300	3/3/2009	\$ 2,699.85
	626996	3/31/2009	\$ 2,577.66
	628038	5/5/2009	\$ 2,775.29
	628096	5/6/2009	\$ 71,967.36
	Total: \$		80,020.16

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
STAPLES NATIONAL ADVANTAGE DEPT SNA 85104 P.O. BOX 30851 HARTFORD, CT 06150-0851	626301	3/3/2009	\$ 121.83
	626505	3/10/2009	\$ 8,668.13
	626858	3/24/2009	\$ 19,328.22
	626998	3/31/2009	\$ 4,400.42
	626997	3/31/2009	\$ 169.90
	627159	4/7/2009	\$ 239.46
	627724	4/21/2009	\$ 25,062.80
	628041	5/5/2009	\$ 51.16
	628040	5/5/2009	\$ 8.76
		Total: \$	58,050.68

SUPPORT PAYMENT CLEARINGHOUSE
P.O. BOX 52107
PHOENIX, AZ 85072-2107

626366	3/6/2009	\$ 1,482.12
626702	3/23/2009	\$ 1,482.11
627052	4/7/2009	\$ 1,482.12
627597	4/20/2009	\$ 1,482.11
627873	5/4/2009	\$ 2,268.73
	Total: \$	8,197.19

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
TELMETRICS INC 2680 SKYMARK AVE SUITE 900 MISSISSAUGA, ON L4W 5L6 CANANDA	626511	3/10/2009	\$ 17,754.40
	627002	3/31/2009	\$ 23,153.30
	627003	3/31/2009	\$ 32.05
	627828	4/29/2009	\$ 108,500.80
	71064	5/22/2009	\$ 5,586.87
		Total: \$	155,027.42
TEMBEC INC. 4542 PAYSHERE CIRCLE CHICAGO, IL 60674	626306	3/3/2009	\$ 23,460.00
	626638	3/17/2009	\$ 20,424.00
	627526	4/14/2009	\$ 19,147.50
	627829	4/29/2009	\$ 128,248.00
		Total: \$	191,279.50
THE 1ST MOVEMENT, LLC 1 SOUTH FAIR OAK #206 PASADENA, CA 91106	627693	4/21/2009	\$ 14,500.00
	627830	4/29/2009	\$ 30,300.00
		Total: \$	44,800.00
THE MATHWORKS, INC. POST OFFICE BOX 845428 BOSTON, MA 02284-5428	71041	5/21/2009	\$ 10,199.45
		Total: \$	10,199.45

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
TMP DIRECTIONAL MARKETING LLC P.O. BOX 95000-1610 PHILADELPHIA, PA 19195-1610	70329	3/31/2009	\$ 306,000.00
	70701	4/29/2009	\$ 102,000.00
	70905	5/11/2009	\$ 102,000.00
	Total: \$		510,000.00
TRACE 3 6400 OAK CANYON ROAD, #100 IRVINE, CA 92618	626863	3/24/2009	\$ 13,456.60
	628190	5/21/2009	\$ 154,444.04
	Total: \$		167,900.64
TRANSPLUS LTD P.O. BOX 17566 DENVER, CO 80217	626308	3/3/2009	\$ 2,566.65
	626640	3/17/2009	\$ 2,579.67
	626864	3/24/2009	\$ 1,236.70
	627725	4/21/2009	\$ 1,302.56
	Total: \$		7,685.58
TRIANGLE UNITED WAY ATTN: CHRIS NEWTON P.O. BOX 110387 RESEARCH TRIANGLE PARK, NC 27709	626516	3/10/2009	\$ 2,451.09
	627007	3/31/2009	\$ 2,552.48
	628052	5/5/2009	\$ 2,549.48
	Total: \$		7,553.05

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
U.S. CLEANING PROFESSIONALS, INC. P.O. BOX 1285 DILLON, CO 80435	626641	3/17/2009	\$ 1,943.50
	628054	5/5/2009	\$ 3,887.00
Total: \$			5,830.50
UNISOURCE WORLDWIDE INC FILE 57006 LOS ANGELES, CA 90074-7006	626310	3/3/2009	\$ 12,311.11
	627165	4/7/2009	\$ 14,447.46
	628055	5/5/2009	\$ 4,926.71
Total: \$			31,685.28
US POSTAL SERVICE CAPS SERVICE CENTER 2700 CAMPUS DRIVE SAN MATEO, CA 94497-9433	70149	3/17/2009	\$ 80,500.00
	70612	4/21/2009	\$ 54,000.00
	70702	4/29/2009	\$ 26,500.00
	70802	5/5/2009	\$ 26,500.00
	70830	5/6/2009	\$ 54,000.00
Total: \$			241,500.00
USA MOBILITY WIRELESS, INC. P.O. BOX 660770 DALLAS, TX 75266-0770	626311	3/3/2009	\$ 1,901.60
	626865	3/24/2009	\$ 2,010.79
	6000059	4/17/2009	\$ 1,804.56
Total: \$			5,716.95

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-3b

PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS

Creditor Name and Address	Check Number / Wire Number	Date	Amount
VANGUARD FIDUCIARY TRUST CO P.O. BOX 2600 VALLEY FORGE PA 19482-2600	627167	4/7/2009	\$ 15,810.00
Total: \$			15,810.00
VENEGAS, MELINDA 615 RUSHMORE DRIVE GRAND JUNCTION, CO 81507	626313	3/3/2009	\$ 109.00
	626520	3/10/2009	\$ 100.00
	627008	3/31/2009	\$ 683.40
	627168	4/7/2009	\$ 683.40
	627541	4/14/2009	\$ 783.40
	627696	4/21/2009	\$ 524.80
	627834	4/29/2009	\$ 683.40
	628057	5/5/2009	\$ 924.00
	628101	5/6/2009	\$ 1,978.26
Total: \$			6,469.66
VERSE GROUP 928 BROADWAY, SUITE 700 NEW YORK CITY, NY 10010	626521	3/10/2009	\$ 4,100.00
	627542	4/14/2009	\$ 2,000.00
Total: \$			6,100.00

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
VISION CRITICAL COMMUNICATIONS (US) INC. 50 CALIFORNIA STL., #3145 SAN FRANCISCO, CA 94111	627009	3/31/2009	\$ 56,830.70
	627726	4/21/2009	\$ 54,010.78
	628059	5/5/2009	\$ 10,500.00
	628148	5/8/2009	\$ 11,036.03
	Total: \$		
VISION SERVICE PLAN FILE #73280 PO BOX 60000 SAN FRANCISCO, CA 94160-3280	70073	3/10/2009	\$ 81.60
	70434	4/7/2009	\$ 22,564.13
	70613	4/21/2009	\$ 6,218.19
	70690	4/28/2009	\$ 19,615.08
	70804	5/5/2009	\$ 2,258.83
	70861	5/8/2009	\$ 17,437.95
	Total: \$		
WATSON WYATT & COMPANY 1055 SOLUTIONS CENTER CHICAGO, IL 60677-1000	626524	3/10/2009	\$ 19,600.00
	626646	3/17/2009	\$ 32,994.79
	627839	4/29/2009	\$ 60,924.94
	Total: \$		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
WATSON WYATT & COMPANY 950 17 ST STE 1400 DENVER, CO 80202-2831	626319	3/3/2009	\$ 57,610.69
Total: \$			57,610.69
WEB.COM INC (C/O CORPORATE CONTROLLER) 12808 GRAN BAY PARKWAY, WEST JACKSONVILLE, FL 32258	626525	3/10/2009	\$ 224,106.10
	627553	4/14/2009	\$ 212,740.35
	627840	4/29/2009	\$ 213,438.05
Total: \$			650,284.50
WIESE RESEARCH ASSOCIATES INC 9375 BURT STREET, #100 OMAHA, NE 68114	626527	3/10/2009	\$ 92,200.00
Total: \$			92,200.00
WORKFLOWONE 4517 WEST 1730 SOUTH SALT LAKE CITY, UT 84104-4723	626872	3/24/2009	\$ 5,926.33
Total: \$			5,926.33

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
XEROX CORPORATION P.O. BOX 827181 PHILADELPHIA, PA 19182-7181	626529	3/10/2009	\$ 2,413.89
	626874	3/24/2009	\$ 553.33
	626879	3/26/2009	\$ 510.18
	627014	3/31/2009	\$ 45,258.79
	627843	4/29/2009	\$ 892.72
	628149	5/8/2009	\$ 16,013.86
Total: \$			65,642.77
XEROX DIRECT 1654 SOLUTIONS CENTER CHICAGO, IL 60677-1006	626321	3/3/2009	\$ 5,195.20
	626649	3/17/2009	\$ 358.60
	627728	4/21/2009	\$ 5,109.25
	627844	4/29/2009	\$ 5,057.35
	628150	5/8/2009	\$ 20,323.03
Total: \$			36,043.43
YAHOO INC POST OFFICE BOX 3003 CAROL STREAM, IL 60132-3003	6000048	3/10/2009	\$ 315,364.40
	6000074	5/12/2009	\$ 889,495.50
Total: \$			1,204,859.90

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-3b****PAYMENTS TO CREDITORS - CHECKS AND WIRES - WITHIN 90 DAYS**

Creditor Name and Address	Check Number / Wire Number	Date	Amount
YELLOW PAGES ASSOCIATION P.O. BOX 95000-1610 PHILADELPHIA, PA 19195-1610	626322	3/3/2009	\$ 87,404.00
	626876	3/24/2009	\$ 5,760.00
	627015	3/31/2009	\$ 4,700.25
	627562	4/14/2009	\$ 5,804.85
		Total: \$	103,669.10

Grand Total: \$ 53,739,156.33

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-3c
PAYMENTS TO CREDITORS - INSIDERS - 1 YEAR

For a listing of payments to insiders, please see exhibit S-23.

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-14
PROPERTY HELD FOR ANOTHER PERSON

NAME	ADDRESS	DESCRIPTION	PROPERTY LOCATION	AMOUNT
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	4211 GLASS ROAD N.E., SUITE. D CEDAR RAPIDS, IA 52402	\$ 7,296.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	5725 MARK DABLING BLVD., SUITE 100 COLORADO SPRINGS, CO 80919	\$ 22,320.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	2322 E. KIMBERLY ROAD DAVENPORT, IA 52807	\$ 1,200.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	130 W. SUPERIOR STREET, STR. 500 DULUTH, MN 55802	\$ 7,296.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	2805 DODD ROAD, SUITE 100 EAGAN, MN 55121	\$ 4,368.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	9501 E. PANORAMA CIRCLE ENGLEWOOD, CO 80012	\$ 38,640.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	3030 S. COLLEGE AVENUE FORT COLLINS, CO 80525	\$ 14,160.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	760 HORIZON DRIVE, SUITE 102 GRAND JUNCTION, CO 81506	\$ 14,160.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	9380 STATION STREET LONETREE, CO 80124	\$ 40,800.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	6401 SYCAMORE COURT NORTH MAPLE GROVE, MN 55369	\$ 36,240.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	9394 WEST DODGE ROAD OMAHA, NE 68114	\$ 32,112.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	3535 40TH AVENUE NW, SUITE 104 ROCHESTER, MN 55901	\$ 7,296.00

STATEMENT OF FINANCIAL AFFAIRS

EXHIBIT S-14

PROPERTY HELD FOR ANOTHER PERSON

NAME	ADDRESS	DESCRIPTION	PROPERTY LOCATION	AMOUNT
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	80 37TH AVENUE SOUTH, SUITE 200 ST. CLOUD, MN 56301	\$ 7,296.00
NEOPOST LEASING	3400 BRIDGE PARKWAY, SUITE 201, REDWOOD CITY, CA 94065	POSTAGE EQUIPMENT	4201 WESTOWN PARKWAY, SUITE 100 WEST DES MOINES, IA 50265	\$ 22,320.00
			Owner Subtotal:	\$ 255,504.00
			Total Amount:	\$ 255,504.00

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-18a
NATURE, LOCATION AND NAME OF BUSINESS - WITHIN 6 YEARS

NAME	ADDRESS	TAXPAYER ID	NATURE OF BUSINESS	BEGINNING AND ENDING DATES	
DEX MEDIA EAST LLC	1001 WINSTEAD DRIVE CARY, NC 27513	42-1554575	CURRENT SUBSIDIARY/ OPERATING UNIT	1/31/2006	PRESENT
DEX MEDIA SERVICE LLC	1001 WINSTEAD DRIVE CARY, NC 27513	20-0359647	CURRENT SUBSIDIARY/ OPERATING UNIT (49% INTEREST)	1/31/2006	PRESENT

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-19a
BOOKKEEPERS AND ACCOUNTANTS - WITHIN 2 YEARS

NAME	ADDRESS	DATES SERVICES RENDERED	
STEVEN BLONDY, CFO	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	JAN-06	PRESENT
SYLVESTER JOHNSON, CONTROLLER	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	APR-09	PRESENT
ROBERT BUSH, CONTROLLER	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	NOV-08	APR-09
BARRY SAUDER, CONTROLLER	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	JAN-08	NOV-08
KAREN PALCZUK, INTERIM CONTROLLER	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	JUN-07	JAN-08

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-19b
AUDITORS OR FINANCIAL STATEMENT PREPARERS- WITHIN 2 YEARS

NAME	ADDRESS	DATES SERVICES RENDERED		CONTACT NAME, IF FIRM
KPMG LLP	401 SOUTH TRYON STREET SUITE 2300 CHARLOTTE, NC 28202-1911	3/31/2006	PRESENT	H. PAUL CHAPMAN

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-19c
POSSESSION OF THE BOOKS OF ACCOUNT AND RECORDS

NAME	ADDRESS	DATES SERVICES RENDERED		CONTACT NAME, IF FIRM
STEVEN BLONDY, CFO	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	JAN-06	PRESENT	
SYLVESTER JOHNSON, CONTROLLER	C/O R.H. DONNELLEY 1001 WINSTEAD DRIVE CARY, NC 27513	APR-09	PRESENT	

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-21b
OFFICERS, DIRECTORS AND SHAREHOLDERS - CORPORATIONS

NAME	ADDRESS	TITLE	NATURE AND PERCENTAGE OF OWNERSHIP	
DEX MEDIA, INC.	1001 WINSTEAD DRIVE CARY, NC 27513	PARENT COMPANY/OWNER	CORPORATION	100%
BLONDY, STEVEN M.	1001 WINSTEAD DRIVE CARY, NC 27513	DIRECTOR, EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER		
APKER, JENNY L.	1001 WINSTEAD DRIVE CARY, NC 27513	DIRECTOR, VICE PRESIDENT & TREASURER		
HIANIK, MARK W.	1001 WINSTEAD DRIVE CARY, NC 27513	DIRECTOR, SENIOR VICE PRESIDENT, GENERAL COUNSEL & CORPORATE SECRETARY		
BEDNARZ, GEORGE F.	1001 WINSTEAD DRIVE CARY, NC 27513	EXECUTIVE VICE PRESIDENT OF ENTERPRISE SALES & OPERATIONS		
BOYCE, MICHAEL R.	1001 WINSTEAD DRIVE CARY, NC 27513	SENIOR VICE PRESIDENT, FRANCHISE MARKETING & SUPPORT SERVICES		
GREENE, SEAN M.	1001 WINSTEAD DRIVE CARY, NC 27513	SENIOR VICE PRESIDENT OF CORPORATE STRATEGY & BUSINESS DEVELOPMENT		
LE BEAU, MAGGIE	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	SENIOR VICE PRESIDENT & CHIEF MARKETING OFFICER		
MOORE, DAVID	1001 WINSTEAD DRIVE CARY, NC 27513	SENIOR VICE PRESIDENT, FRANCHISE SALES		
ZECH, GRETCHEN	1001 WINSTEAD DRIVE CARY, NC 27513	SENIOR VICE PRESIDENT, HUMAN RESOURCES		
BAILEY, KEVIN	11707 E. SPRAGUE AVE., STE. 306 SPOKANE, WA 99206	FRANCHISE SALES VICE PRESIDENT, NORTHWEST		
CRUMP, CATHY	13920 S.E. EASTGATE WAY BELLEVUE, WA 98005	FRANCHISE VICE PRESIDENT, SALES TALENT DEVELOPMENT		
GIBBONS, STEPHEN	AON CENTER 200 EAST RANDOLPH DRIVE - 70TH FLOOR CHICAGO IL 60601	VICE PRESIDENT, NATIONAL SALES		
HAGER, ROBIN	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	FRANCHISE SALES VICE PRESIDENT, NORTH		
HURLEY, TERRY L.	1001 WINSTEAD DRIVE CARY, NC 27513	VICE PRESIDENT & ASSISTANT GENERAL COUNSEL		

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-21b****OFFICERS, DIRECTORS AND SHAREHOLDERS - CORPORATIONS**

NAME	ADDRESS	TITLE	NATURE AND PERCENTAGE OF OWNERSHIP	
JOHNSON, SYLVESTER	1001 WINSTEAD DRIVE CARY, NC 27513	VICE PRESIDENT, CONTROLLER & CHIEF ACCOUNTING OFFICER		
KING, TIM E.	1001 WINSTEAD DRIVE CARY, NC 27513	VICE PRESIDENT, FRANCHISE SALES PLANNING & STRATEGY		
LAIL, BRENT	AON CENTER 200 EAST RANDOLPH DRIVE - 70TH FLOOR CHICAGO IL 60601	FRANCHISE VICE PRESIDENT, SALES PROCESS & MANAGEMENT DEVELOPMENT		
MCENROE, MICHAEL	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	VICE PRESIDENT, HUMAN RESOURCES LABOR RELATIONS		
MIESKE, JOHN L.	5000 COLLEGE BOULEVARD, SUITE 54 OVERLAND PARK, KS 66211	VICE PRESIDENT, BILLING, CREDIT & COLLECTIONS, PRINT PAPER & DELIVERY & OPERATIONS PLANNING		
RYAN, DEBRA M.	1001 WINSTEAD DRIVE CARY, NC 27513	VICE PRESIDENT, FRANCHISE DEVELOPMENT		
TOWLES, DONNA	6001 HOSPITALITY COURT MORRISVILLE, NC 27560-8530	VICE PRESIDENT, PUBLISHING & CUSTOMER CARE		
WALLNER, LAURIE	6400 EAST GRANT ROAD, SUITE 170 TUCSON, AZ 85715	FRANCHISE SALES VICE PRESIDENT, SOUTHWEST		
WILLIAMS, AARON	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	VICE PRESIDENT CENTRAL MARKETING		

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-22b
FORMER OFFICERS, DIRECTORS, AND SHAREHOLDERS - CORPORATIONS

NAME	ADDRESS	CITY	STATE	ZIP	TITLE	TERMINATION DATE
BUSH, ROBERT J.	3607 HENRY'S GARDEN LANE	RALEIGH	NC	27612	INTERIM CONTROLLER & INTERIM CHIEF ACCOUNTING OFFICER	4/10/2009
PORTER, JEFFREY H.	568 ADAM PLACE	CASTLE ROCK	CO	80108	VICE PRESIDENT & GENERAL MANAGER, DEXKNOWS.COM	3/31/2009
NORD, STEVEN	12178 N RED MOUNTAIN DRIVE	TUCSON	AZ	85755	REGIONAL VICE PRESIDENT, DEX SALES	1/16/2009
HUMENIK, DEL	5119 SERENE VIEW WAY	PARKER	CO	80134	SENIOR VICE PRESIDENT & GENERAL MANAGER, DEX	12/13/2008
SAUDER, BARRY	130 ASH RIDGE DR.	GLENMOORE	PA	19343	VICE PRESIDENT, CORPORATE CONTROLLER & CHIEF ACCOUNTING OFFICER	11/21/2008
MCDONALD, PETER J.	200 NORTH OCEAN BLVD	DELRAY BEACH	FL	33483	PRESIDENT & CHIEF OPERATING OFFICER	9/1/2008
BROWN, MIMI L.	2756 SO CLAYTON STREET	DENVER	CO	80210	REGIONAL VICE PRESIDENT-MARKETING, DEX SALES	8/3/2008

**STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-23**

WITHDRAWALS OR DISTRIBUTIONS CREDITED OR GIVEN TO AN INSIDER - WITHIN 1 YEAR

NAME	ADDRESS	RELATIONSHIP TO DEBTOR	DATE RANGE OF DISTRIBUTION	PURPOSE OF DISTRIBUTION	AMOUNT OR DESCRIPTION AND VALUE OF PROPERTY
BAILEY, KEVIN R.	11707 E. SPRAGUE AVE., STE. 306 SPOKANE, WA 99206	FRANCHISE SALES VICE PRESIDENT, NORTHWEST	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 2,726.26
Total:					\$ 2,726.26
BROWN, MIMI L	2756 SO CLAYTON STREET DENVER, CO 80210	FORMER REGIONAL VICE PRESIDENT, MARKETING, DEX	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 1,504.01
Total:					\$ 1,504.01
CRUMP, CATHY A.	13920 S.E. EASTGATE WAY BELLEVUE, WA 98005	FRANCHISE VICE PRESIDENT, SALES TALENT DEVELOPMENT	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 3,198.57
Total:					\$ 3,198.57
FEINSTEIN, ROBERT M	2120 COLORADO AVENUE, 3RD FLOOR SANTA MONICA, CA 90404	GENERAL MANAGER	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 54.42
Total:					\$ 54.42
HAGER, ROBIN	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	FRANCHISE SALES VICE PRESIDENT, NORTH	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 19,703.54
Total:					\$ 19,703.54
HUMENIK, DELBERT	5119 SERENE VIEW WAY PARKER, CO 80134	FORMER SENIOR VICE PRESIDENT & GENERAL MANAGER, DEX	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 287.95
Total:					\$ 287.95
LAIL, BRENT	AON CENTER 200 EAST RANDOLPH DRIVE - 70TH FLOOR CHICAGO, IL 60601	FRANCHISE VICE PRESIDENT, SALES PROCESS & MANAGEMENT DEVELOPMENT	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 1,926.15
Total:					\$ 1,926.15

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-23****WITHDRAWALS OR DISTRIBUTIONS CREDITED OR GIVEN TO AN INSIDER - WITHIN 1 YEAR**

NAME	ADDRESS	RELATIONSHIP TO DEBTOR	DATE RANGE OF DISTRIBUTION	PURPOSE OF DISTRIBUTION	AMOUNT OR DESCRIPTION AND VALUE OF PROPERTY
LE BEAU, MAGGIE	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	SENIOR VICE PRESIDENT & CHIEF MARKETING OFFICER	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 23,435.89
Total:					\$ 23,435.89
MCENROE, MICHAEL J.	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	VICE PRESIDENT, HUMAN RESOURCES LABOR RELATIONS	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 812.23
Total:					\$ 812.23
MOORE, DAVID T.	1001 WINSTEAD DRIVE CARY, NC 27513	SENIOR VICE PRESIDENT, FRANCHISE SALES	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 998.75
Total:					\$ 998.75
NORD, STEVEN C	12178 N RED MOUNTAIN DRIVE TUCSON, AZ 85755	FORMER REGIONAL VICE PRESIDENT, DEX SALES	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 32,234.20
Total:					\$ 32,234.20
PORTER, JEFFREY H	568 ADAM PLACE CASTLE ROCK, CO 80108	FORMER VICE PRESIDENT & GENERAL MANAGER, DEXKNOWS.CO M	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 3,903.64
Total:					\$ 3,903.64
RITENOUR, DAVID BRIAN	9501 EAST PANORAMA CIRCLE ENGLEWOOD, CO 80112	REGIONAL VICE PRESIDENT, DEX	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 3,352.04
Total:					\$ 3,352.04
RYAN, DEBRA M.	1001 WINSTEAD DRIVE CARY, NC 27513	VICE PRESIDENT, FRANCHISE DEVELOPMENT	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 2,761.04
Total:					\$ 2,761.04

STATEMENT OF FINANCIAL AFFAIRS**EXHIBIT S-23****WITHDRAWALS OR DISTRIBUTIONS CREDITED OR GIVEN TO AN INSIDER - WITHIN 1 YEAR**

NAME	ADDRESS	RELATIONSHIP TO DEBTOR	DATE RANGE OF DISTRIBUTION	PURPOSE OF DISTRIBUTION	AMOUNT OR DESCRIPTION AND VALUE OF PROPERTY
TAKACS, BRUCE P.	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	REGIONAL MARKETING VICE PRESIDENT, DEX	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 43,215.34
Total:					\$ 43,215.34
WALLNER, LAURIE L.	6400 EAST GRANT ROAD, SUITE 170 TUCSON, AZ 85715	FRANCHISE SALES VICE PRESIDENT, SOUTHWEST	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 1,450.62
Total:					\$ 1,450.62
WILLIAMS, AARON	LINCOLN STATION 9380 STATION STREET LONETREE, CO 80112	VICE PRESIDENT CENTRAL MARKETING	5/29/2008 - 5/28/2009	EXPENSE REIMBURSEMENT	\$ 17,383.35
Total:					\$ 17,383.35
Grand Total:					\$ 158,948.00

* Payments or credits to insiders are listed in Exhibit S-23 of the Debtor, Dex Media East, Inc. and are made out of the bank accounts of Dex Media East LLC.

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT S-24
TAX CONSOLIDATION GROUPS - WITHIN 6 YEARS

NAME OF CORPORATION	TAXPAYER ID
R.H. DONNELLEY CORPORATION	13-2740040
DEX MEDIA, INC	14-1855759
DEX MEDIA, INC	20-4059762

(if completed on behalf of a partnership or corporation)

I declare under penalty of perjury that I have read the answers contained in the foregoing amended statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: 08/11/2009

Signature: _____

Mark W. Hianik
Senior Vice President, General Counsel, and Corporate Secretary

Continuation sheets attached: 85

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.