

United States Bankruptcy Court

Western District of Texas

In re think3 Inc.,
Debtor

Case No. 11-11252-hcm

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$		
B - Personal Property	Yes	7	\$		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	15		\$ 18,334.56	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	27		\$ 45,429,381.50	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtors(s)	No				\$
TOTAL		55	\$	\$ 45,447,716.06	

United States Bankruptcy Court

Western District of Texas

In re think3 Inc.,
Debtor

Case No. 11-11252-hcm

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$
4. Total from Schedule F		\$
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$

In re think3 Inc.,
 Debtor

Case No. 11-11252-HCM
 (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

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

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

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

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total ▶
 (Report also on Summary of Schedules.)

In re think3 Inc.,
 Debtor

Case No. 11-11252-HCM
 (If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		See Exhibit A		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		See Exhibit B		
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Exhibit A		
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Exhibit C		
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

In re think3 Inc.
Debtor

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(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		See Exhibit D		
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		See Exhibit A		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		See Exhibit A		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		See Exhibit A		

In re think3 Inc.,
 Debtor

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 (If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.		CAD and PLM intellectual property rights in China		
23. Licenses, franchises, and other general intangibles. Give particulars.		See Exhibit A		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		See Exhibit A		
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
_____ continuation sheets attached Total ▶				\$

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re think3 Inc.,
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Case No. 11-11252-HCM
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450.*

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
None			

* Amount subject to adjustment on 4/1/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B 6D (Official Form 6D) (12/07)

In re think3 Inc.,

Case No. 11-11252-HCM

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. See Exhibit A			VALUE \$					
ACCOUNT NO.			VALUE \$					
ACCOUNT NO.			VALUE \$					
Subtotal ► (Total of this page)							\$	\$
Total ► (Use only on last page)							\$	\$

continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re think3 Inc.,
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(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
							Subtotal (s) ▶	\$
							(Total(s) of this page)	\$
							Total(s) ▶	\$
							(Use only on last page)	\$

Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Secured Claims

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re think3 Inc.,
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(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

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

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B 6E (Official Form 6E) (04/10) – Cont.

In re think3 Inc.,
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(if known)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

_____ continuation sheets attached

In re think3 Inc.,
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(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
 (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
Account No.										
See Exhibit E										
Account No.										
Account No.										
Account No.										
Sheet no. ___ of ___ continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals▶ (Totals of this page)	\$	\$	
							Total▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)	\$		
							Totals▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)		\$	\$

In re think3 Inc.,
Debtor

Case No. 11-11252-HCM
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
See Exhibit F							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal ▶							\$
Total ▶							\$

____ continuation sheets attached

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

In re think3 Inc.,
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 (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
ACCOUNT NO. 							
Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal▶ \$
							Total▶ \$

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable on the Statistical
 Summary of Certain Liabilities and Related Data.)

B 6G (Official Form 6G) (12/07)

In re think3 Inc.,
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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor’s interest in contract, i.e., “Purchaser,” “Agent,” etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child’s initials and the name and address of the child’s parent or guardian, such as “A.B., a minor child, by John Doe, guardian.” Do not disclose the child’s name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR’S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Versata Enterprises, Inc. Morrison & Foerster LLP 425 Market St. San Francisco, CA 94105	Service agreement
Versata FZ-LLC Attn: Andrew E. Monarch Morrison & Foerster LLP 425 Market St. San Francisco, CA 94105	Technology license agreement*
See also Exhibit A.	

* The Debtor does not believe this agreement is an executory contract, but includes it here for purposes of completeness.

In re think3 Inc.,
Debtor

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(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight-year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
think3 SRL Attn: Massimiliano Magagnoli Via Ronzani 7/29 4003 Casalecchio di Reno Bologna, Italy	See schedule F

SCHEDULES OF ASSETS AND LIABILITIES

think3 Inc., Case No 11-11252-hcm

Exhibit A

The information provided in these schedules is based on the best information available to the Debtor as of July 12, 2011.

On March 14, 2011 several creditors commenced an insolvency proceeding against think3 Inc. in the Court of Bologna, Italy. The Italian insolvency proceeding is case number 69/2011. Dr. Andrea Ferri has been appointed as trustee for think3 Inc. in the Italian insolvency proceeding.

Dr. Ferri is in possession of the majority of the books and records of think3 Inc. Rebecca Roof, the CRO, has requested that Dr. Ferri turn over the financial information to her. Thus far, Dr. Ferri has not turned over the financial information. Until Ms. Roof obtains the financial information from Dr. Ferri it is not possible to fully complete this section of the schedules.

think3 Inc., Case No 11-11252-hcm

Exhibit B

In response to Schedule B-2

Bank	Account No	Account Name	Balance*
Silicon Valley Bank	3300388963	Merchant Account	\$0.00
Silicon Valley Bank	3300041679	Analysis Checking	\$0.00
Comerica Bank	111000753	Commercial Checking Account	\$0.00
Total:			\$0.00

*As of Petition Date

See also Exhibit A.

think3 Inc., Case No 11-11252-hcm

Exhibit C

In response to Schedule B-9

<u>Insurer</u>	<u>Type</u>	<u>Policy Number</u>
Navigators Insurance Company	Directors & Officers Liability Tail (prior directors/officers)	NY10DOL614344IV
Arch Insurance Company	Directors & Officers Liability*	PCD0036036-01
Navigators Insurance Company	Tech E&O Liability*	CH11CTL265095NC
Federal Insurance Company (Chubb)	Crime*	8211-5555
Federal Insurance Company (Chubb)	Package (Property and Liability)*	3582-6140
Federal Insurance Company (Chubb)	Umbrella*	7986-8477
Federal Insurance Company (Chubb)	Auto Liability*	7355-6787

*Debtor insured as a wholly-owned subsidiary under policy held by ESW Capital LLC

Exhibit D

In response to schedule B-13

Entity	TIN	Ownership	Nature	Begin Date	End Date
Think3 Gmbh Keltenring 5 82041 Oberhaching Germany		100%	software development & marketing		
Think3 Srl Via Ronzani 7/29 40033 Casalecchio Di Reno (Bo) Italy		70%	software development & marketing		
Think3 KK Attn: Katsuhiko Kojima c/o Artemis International K.K. 4, Koji-machi 2-chome Chiyoda-ku, Tokyo 102-0083 Japan		100%	software development & marketing		
Think3 Designs Pvt Ltd 3Rd Floor, Akemps 28, 3Rd Main, 1St Cross Ashwini Layout Ejipura Bangalore 560 047 India		100%	software development & marketing		
Think3, SARL c/o Patrick-Paul Dubois 32 Rue Moliere 69006 Lyon France		100%	software development & marketing		
Think3, WOFE China		100%	software development & marketing		
Caxa3, Inc. PO Box 309, Ugland House Grand Cayman KY1-1104 Cayman Islands					

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ALBERTO SAVELLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ALESSANDRA ANGELINI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ALESSANDRA NEPOTI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ALESSANDRO COSSETTO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ANACLETO BOFFO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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ANNA ELISABETTA ZIRI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ANTONELLA MAGNONI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
CRISTINA NANNI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
DANIELA BONARINI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
DAVIDE CIARLONI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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DICECCHI MICHELE ROMANI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
DONELLA GEMINIANI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ELENA SIMIELE c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ELISABETTA BERDONDINI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ELVIRA DONZELLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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ENRICO PAGLIERANI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ERMANNIO GIANLUIGI GAMBA c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
FABIO COLOGNESI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
FEDERICA ROMAGNOLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
FRANCESCO DOMENICUCCI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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GABRIELE SELMI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
GABRIELLA GRAMOLA c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
GIAN LUIGI BATTOCCHIO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
GUIDO SPAGNOLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
Illinois Department of Employment Security 33 S. State Chicago, IL 60603						X	\$158.59

think3 Inc., Case No 11-11252-hcm

Exhibit E

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Illinois Department of Employment Security 33 S. State Chicago, IL 60603						X	\$1,841.90
Internal Revenue Service 300 E. 8th Street M/S 5026 AUS Austin, TX 78701						X	\$16,334.07
LEONARDO CECCHINATO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
LORIS MACCAFERRI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MARCO RIBUOLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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MARIA GIUGLIANO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MARIA TERESA ACRI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MARIO TURACCIO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MASSIMO SIGNANI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MAURO MARIOTTI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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MICHELE TODERI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
MONICA GAVINA c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
NICOLA BINAGHI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
NICOLA CASTANO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
OLIVIA PRETI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
PAOLA PASTORE c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
PAOLO MOSCHETTA c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
RITA RUGGERI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ROBERTA URAGANI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
ROSALBA ARDIZIO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

In response to schedule E

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SERGIO IORIO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
SILVANA LAMI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
SILVANO JOLY c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
SILVIA PARENTI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
SIMONA SPADONI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit E

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STEFANIA DAL SANTO c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
STEFANIA FORTUZZI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
TANIA NICOLAI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
VALERIA BERGAMI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
VALERIA NALDI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00

think3 Inc., Case No 11-11252-hcm

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VALTER LELLI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
WILLIAM MARCHESINI c/o think3 Inc. Via Ronzani 7/29 4003 Casalecchio di Reno (BO) Italy							\$0.00
Total:							\$18,334.56

See also Exhibit A.

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
3C SRL Via Sampietro, 178 21047 Saronno (Va) Italy						X	\$91.16
A. ADRIAMAR Viale Zara, 56 - 61100 Pesaro (PU) - Italy - P.IVA 01357550415						X	\$0.00
A.D.A CATERING SAS C/O Unione degli Ind. Roma Address Not Known						X	\$593.56
AB COPY SNC DI ABBATINI LUCA E C 16, Via Garibaldi 40037 Sasso Marconi (Bologna) ITALY						X	\$51.12
ACCOR HOSPITALITY ITALIA SRL - IBIS HOTEL Via Della Magliana, 980 00148 Roma Italy						X	\$700.77
ACCOR SERVICE ITALIA SRL Palazzo Caravaggio Via Cassanese 224 Segrate, Mi 20090 Italy	X					X	\$22,417.95
ADMIRAL PARK HOTEL Via Fontanella, 3 40069 Zola Predosa Bologna Italy						X	\$184.60
ADOBE SYSTEMS SW IRELAND LTD 4-6 Riverwalk Citywest Business Campus Dublin 24 Ireland						X	\$63,147.40
AIR EXPRESS INTERN. EXPRESS COURIER AIR EXPRESS S.r.l., Via Milano, 9, 20090 Pobbiano di Rodano (MI), ITALY						X	\$42.60

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

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ALPHABET ITALIA SPA A BMW Group Division Via dell'Unione Europea, 4 20097 San Donato Milanese (MI), ITALY						X	\$1,649.33
AMERICAN EXPRESS SERVICES EUROPE LIMITED Amex House Edward Street Brighton, Bn88 1Ah United Kingdom						X	\$6,597.80
ANGIULLI S.R.L. IMPIANTI ELETTRICI 40127 Bologna (BO) - 1, v. Canali ITALY						X	\$1,376.49
APPLISOFT EUROPE SRL Viale V.Veneto 1/A 42015 Correggio (Re) Italy						X	\$2,556.00
ARVAL SERVICE LEASE ITALIA SPA Via Pisana N. 314/B Scandicci, Fi 50018 Italy						X	\$13,415.21
ASSICOM SPA Via De Cocule, 8 33030 Buja (Udine) Italy						X	\$2,021.87
AURORA SRL - SHERATON BO HOTEL & CONFERENCE CENTER Hotel Bozen Srl Via Bruno Buozzi 35 I - 39100 Bolzano ITALY						X	\$765.38
AVV. BALZARETTI BARBARA 40122 Bologna (BO) Galleria Marconi, 2 ITALY						X	\$0.00
AVV. FRANCESCA BAFILE Ind.1 : L'AQUILA - 67100 - Corso Vittorio Emanuele, 139 ITALY						X	\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

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AVV. GIOVANNI BURLA Indirizzo: Vicolo Bellini Vincenzo, 12 CAP: 35131 Comune: Padova (PD) Italy						X	\$0.00
AVV. MARCO MARIA NEGRI Corso Bernacchi 48 21049 TRADATE (VA) ITALY						X	\$0.00
AVV.TO ANCARANI NICOLA Al Sharif Advocate and Legal Consultants Avv. Nicola Ancarani JW Marriot Hotel/Hamarain Centre, Cancello 8, primo piano P.O. Box 8867 Dubai						X	\$0.00
Axus Italiana Srl Via Cesare Giulio Viola 74 Roma, I-00148 Italy	X					X	\$147,800.70
AZIENDA U.S.L. DI BOLOGNA - U.O. IMPIANTISTICA ANTINFORTUNISTICA Address Not Known						X	\$11.87
BAIA FLAMINIA RESORT S.R.L Viale Parigi, 8 61121 Pesaro Pesaro E Urbino Italy						X	\$514.04
BANCA PER I SERVIZI FINANZIARI ALLE IMPRESE SPA-MPS LEASING Head Office Via Aldo Moro 11/13 53100 Siena Italy						X	\$1,150.53
BAR SOLARIS DI ROSSI GIORGIA Museo del Bali – loc. San Martino, 61030 Saltara (PU) Italy						X	\$218.68

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

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BARRY-WEHMILLER LTD. Corporate Headquarters 8020 Forsyth Blvd. St. Louis, MO 63105-1707						X	\$11,442.36
BARTOLINI SRL Via G. Di Vittorio, 19 06038 Spello (Perugia) Italy						X	\$2,606.77
BOL BOOKS ON LINE ITALIA SPA Mondadori Iniziative Editoriali S.p.A. Sede Legale Via Bianca di Savoia, 12 - 20122 Milano Italy						X	\$55.24
Bologna Group SpA Piazza San Domenico 9 40124 Bologna Italy						X	\$988,000.00
BRAND NEW SNC DI CENNERILLI EMIDIO MARCO Via G. Gabrielli 4 61032 Fano (PS) Italy						X	\$18,715.59
Brasolin, Amedeo Address Not Known						X	\$34.08
BT ITALIA SPA Soc. a socio unico Via Tucidide 56 20134 Milan Italy						X	\$8,805.36
C.AR.TEC. S.N.C. DI MEDARDO MONTAGUTI & C. Via Porrettana 390 Casalecchio Di Reno, BO, 40033 Italy						X	\$0.00
C.E.M.P.I. 2 SRL Viale Del Lavoro, 4 47838 Riccione Rimini Italy						X	\$221.52
CADENAS GMBH Address Not Known						X	\$1,379.18

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

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CADENAS ITALIANA S.R.L - Uninominale P.Le Della Repubblica, 1 41012 Carpi (Mo) Italy						X	\$14,294.13
Carletti avv. Elio Via Marsili, 15 40124 Bologna Italy						X	\$51,732.00
CARTOLITO MGB S.R.L Via Carpanelli, 5/B 40011 Anzola Emilia (Bologna) ITALY						X	\$1,260.28
CASSA RISP. BOLOGNA C/O SEP SER. E PROG. SPA Sede Legale: via Farini, 22 - 40124 Bologna Italy						X	\$167.56
CB&A Management Consultants srl Indirizzo: Via Cantore Antonio Generale, 7 CAP: 21052 Comune: Busto Arsizio (VA) Italy						X	\$9,798.00
CEA ESTINTORI S.P.A. Via Tosarelli, 105 40055 Castenaso (Bo) Italy						X	\$124.31
CENTRO DIAGNOSTICO "CAVOUR" SRL Via Giuseppe Dagnini, 20 40137 Bologna Italy						X	\$70.59
CHLORIDE SPA Via Fornace, 30 40023 Castel Guelfo (Bo) Italy						X	\$465.31
CIC COMPUTER SRL Viale Togliatti, 9/A 40132 Bologna Italy						X	\$0.00

think3 Inc., Case No 11-11252-hcm

Exhibit F

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Cidielle Service S.R.L. 19, V. Grada Grada 40122 Bologna (Bo) Italy	X					X	\$78,879.58
CIMDATA INC. Cimdata Bv Oogststraat 20 6004 Cv Weert The Netherlands						X	\$5,325.00
CINECA Via Magnanelli 6/3 40033 Casalecchio Di Reno, Bologna Italy						X	\$613.44
CISALPINA TOURS S.P.A Corso Moncenisio, 41 10090 Rosta (To) Italy						X	\$22.72
Clark Schaefer Hackett One East Fourth Street, Suite 1200 Cincinnati, OH 45202						X	\$3,000.00
CLIMA3 S.R.L. Via P.C.S. Nasica, 41 40055 Castenaso Bologna Italy						X	\$113.60
CLIMATEK SNC Via J.Gagarin 173 Pesaro Italy						X	\$357.84
CLOUD CONVERGENCE LTD 12598 Fredericksburg Drive Saratoga, CA 95070-3832						X	\$8,626.50
CO.FA.M.O Soc. Coop Via Crocione, 1/4 - 40127 Bologna ITALY						X	\$3,392.66
COFIMP - CONS. PER LA FORMAZ E LO SVILUPPO PMI Via Corticella, 1/2 40128 Bologna Italy						X	\$2,659.94

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

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COLLEGE VALMARANA MOROSINI Via Marconi 97, 36077 Altavilla Vicentina, Vicenza Italy						X	\$3,449.75
COMPAGNIA ITALIANA COMPUTER SRL Viale Togliatti, 9/A 40132 Bologna Italy						X	\$0.00
COMPUTER LAB S.R.L. Via Carlo Ceresa, 106 24015 San Giovanni Bianco Bergamo Italy						X	\$5,964.00
CONSEDT SAS Viale Europa Unita, 29 34073 Grado (Go) Italy						X	\$1,533.60
CONSORZIO IPM SOC. COOP. Via Rembrandt Paolo 67 20147 Milano (MI) Italy						X	\$1,840.32
CONSULENTI DEL LAVORO ASSOCIATI Via Archimede, 114 20129 Milano Italy						X	\$3,597.83
COPY LINE DI VIMERCATI D.& C. VIA LECCO 23, 20041 AGRATE BRIANZA MZ ITALY						X	\$73.84
COSEPURI SOC.COOP. P. A. Via Augusto Pollastri, 8 40138 Bologna Italy						X	\$138.39
CREDEFACTOR SPA Via E. Che Guevara, 4/B 42123 Reggio Emilia Italy						X	\$237.67

think3 Inc., Case No 11-11252-hcm

Exhibit F

In response to schedule F

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
CULLIGAN ITALIANA S.P.A. Via Gandolfi, 6 40057 Cadriano Di Granarolo Dell'Emilia (Bo) Italy						X	\$1,097.05
CULLIGAN VERONA SRL Via Mezzacampagna 52 37135 Verona Italy						X	\$40.77
DATAKIT 6, Place Des Terreaux F-69001 Lyon France						X	\$130,498.00
Dell Sa One Dell Way Round Rock, TX 78682	X					X	\$122,688.00
DELL'ORTO GIANPAOLO S.P.A Via Briantina 60/68 20038 Seregno (Mb) Italy						X	\$0.00
DEMAT EXPOSITION MANAGING Carl-Von-Noorden-Platz 5 D-60596 Frankfurt Germany						X	\$19,940.65
DHL ESPRESS (ITALY) SRL Viale Milanofiori Palazzo U/3 Strada 5 20089 Rozzano (Mi) Italy						X	\$2,050.38
DISMECO S.A.S DI TEDESCHI ROBERTO & C. PI e CF: 02071891200 si trova in via. Peglion, 2 - 40128 Bologna (BO) Italy						X	\$16,115.98
DOTT. CARLO PESCIO Via Bernardo Forte 2-3 - 17100 Savona ITALY						X	\$0.00

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DOTT. GIORGIO VALDE 3. P. Dei Martiri 19431945 40121 Bologna (Bologna) Italy						X	\$56.80
DOTT. TOMMASO BERNASCONI Medico Del Lavoro che visita a 13, VIA S. VITALE 40125 Bologna. Italy						X	\$4,916.00
DSI SRL - DATAMAT SOLUZIONE PER LE IMPRESE Company No Longer Exist, PLE DELLA STAZIONE 6 35131 - PADOVA (PD) Italy						X	\$18,382.98
ECS INTERNATIONAL ITALIA SPA Piazzale S Turr 5 20149 Milan (Milano) Italy						X	\$0.00
EDIZIONI FIERA MILANO SPA Via Salvatore Rosa, 14 Milano, Mi 20156 Italy						X	\$5,111.90
EDO - EDIZIONI OLTREPO' SRL Via Emilia 166 27058 Voghera (PV) Italia						X	\$3,834.00
EFFEBI SOLUZIONI CAD-CAM Fulvio Bergamino Via Tolemaide 9/1 16129 Genova Italy						X	\$2,964.96
ELFORD 2 SRL Via Della Barca, 26 40133 Bologna Italy						X	\$690.12
ENEL DISTRIBUZIONE SPA Via Ombrone 2 Rome, Rm 00198 Italy						X	\$4,437.67

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ENGINSOFT SPA Roberto Maini Via Della Stazione, 27 - Fraz. Mattarello 38123 Trento Italy						X	\$26,102.87
Equitalia Equitalia Polis Spa Via D. Svampa, 11 40129 Bologna Italy						X	\$23,022,616.20
ESPRESSO SERVICE S.R.L. 87, Via Garibaldi Giuseppe Nova Milanese, Mb 20834 Italy						X	\$73.16
EUROCAR DI MEREU S., MONTI A. A. S.N.C. Via Dei Macabraccia 6 40033 Casalecchio Di Reno Italy						X	\$174.22
EUROCEMI S.R.L Via Cardano, 1 20041 Agrate Brianza Monza E Brianza Italy						X	\$107.35
EUROELETTRICA SRL Via Augusto Murri, 115 40137 Bologna Italy						X	\$509.78
EUROPCAR LEASE SRL VIA PAOLO DI DONO 3 A 00142 - ROMA (RM) ITALY						X	\$110.67
EUTRONSEC SPA - Key Solutions for IT Security Via Gandhi 12 Treviolo, Bg 24048 Italy						X	\$4,891.08
Exergia Energia & Gas S.P.A C.So Sempione, 15A 21013 Gallarate Italy	X					X	\$85,302.24

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F.LLI BIAGINI SRL FORNITURE PER UFFICIO 40126 Bologna (BO) - 19/e, v. Oberdan Italy						X	\$90.14
Fabrizio Guidici Via Dell'Os Servanza 26 41036 Bologna Italy						X	\$20,467.28
FABRIZIO RANGONI RANGONI•COM Srl - Sede Legale: Via Giovanni XXIII, 16 40026 Imola (Bo) Italy icso@fabriziorangoni.com	X					X	\$14,617.48
FASTWEB S.P.A Via Caracciolo 51 20155 Milano Italy	X					X	\$93,655.48
FEDERAL EXPRESS EUROPE, INC. FILIALE ITALIANA Via Del Beccarello 59100 Prato Italy						X	\$70.40
FELTRINELLI INTERNATIONAL SRL 12/20/R, Via Cavour Camillo Benso 50129 Firenze (FI) Firenze ITALY						X	\$26.40
Filippo Zucarello Via Palermo, 228 (Zona Industriale), Palagonia (Catania) Italy						X	\$51,847.53
FIN-ECO FACTORING SPA Via Leonardo Da Vinci, 74. Brescia IT Italy						X	\$205.36
FIRST SOLUTION SRL Andrea Zoppi Via Settembrini, 36 20020 Lainate (Mi) Italy						X	\$457.79

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FOCARETA AVV. FRANCO V. S.Stefano, 29 40125 Bologna Italy						X	\$0.00
FONDAZIONE ALDINI VALERIANI Via Sario Bassanelli, 9 40129 Bologna Italy						X	\$911.64
FORTINI DANIELE F.D. Di Fortini Daniele & C . Snc , Via Casilina Km 69 - Ferentino - Frosinone Italy						X	\$5,495.40
Fuji Techno Solutions Co Inc. Nisso 12 Building 5F 3-6-12 Shinyokohama, Kohoku-ku Yokohama City, Kanagawa Japan						X	\$538,242.00
G.C.S. INTERNATIONAL SRL Blocco 1.1 Interporto Bentivoglio (Bo) Italy						X	\$900.56
GAGLIARDI SRL Loc. Quartaccio, km.3,400 01034 Fabrica di Roma (VT) Italy						X	\$274.49
GAMBA SERVICE S.P.A - SERVIZI INTEGRATI Via E. Collamarini N, 23 I-40128 Bologna Italy						X	\$1,188.54
GCAD S.N.C. VIA CASUMARO BONDENO 17 C 41034 - FINALE EMILIA (MO) Italy						X	\$6,646.99
GE CAPITAL SERVICES S.R.L. Capital Servizi Finanziari S.p.A. Via Vecchia di Cuneo, 136 Loc. Pogliola 12084 Mondovì (CN) Italy	X					X	\$68,551.99

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GE LEASING ITALIA SPA - socio unico Real Estate P.zza A.Diaz, 5 20123 Milano Italy	X					X	\$21,150.33
GEIMPUL SERVIZI S.C.R.L VIA NOVARINO 6, Robbiate, LC 23899 Italy						X	\$1,840.32
GENERAL LOGISTICS SYSTEM ENTERPRISE S.R.L 58, Via Mezzacampagna 37135 Verona (Verona) ITALY						X	\$373.83
HERA COMM MARCHE SRL Via Sasso N. 120 61029 - Urbino (Pu) Italy						X	\$2,058.19
HERA COMM SRL V.Le Carlo Berti Pichat Nr. 2/4 40127 Bologna Italy	X					X	\$19,470.54
HERA SPA V.Le C. Berti Pichat 2/4 40127 Bologna Italy						X	\$0.00
Heussen Rechtsanwalts-gesellschaft mbH Briener Straße 9 80333 Munich Germany						X	\$23,876.95
HIGH PERFORMANCE ENGINEERING SRL Via R. Dalla Costa, 620 41122 Modena Italy						X	\$0.00
HW STYLE S.R.L. Via Primo Maggio 24050 Lurano Bergamo Italy						X	\$1,789.20

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I.A.P.E.M. SAS DI ZANETTI GEOM. AUGUSTO & C. Via Pellizzo Luigi,21 35128 Padova ITALY						X	\$1,022.40
I.M.A. INDUSTRIA MACCHINE AUTOMATICHE S.P.A Via Emilia 428-442 40064 Ozzano Dell'Emilia (Bo) Italy						X	\$58.22
IBM ITALIA Servizi Finanziari spa Circonvallazione Idroscalo 20090 Segrate Mi Italy						X	\$914.10
IC.DOC S.R.L. Via G. Rivani 83 40138 Bologna ITALY						X	\$11,742.56
IMMOBILIARE GIOVANNA SAS DI NATTI GUIDO E C. Via Pietro Scalcerle 7. 35123 Padova (PD). Italy						X	\$2,215.20
ING. ROBERTO BINA Address Not Known						X	\$0.00
INTERMEDIA HOLDING FINANZIARIA DI INVESTIMENTI PAR. E CONS. SPA Via Della Zecca 1 40121 Bologna (Bo) Italy						X	\$51,120.00
INTERNATIONAL TECHNOLOGY GROUP S.R.L Strada 1 Palazzo F1 Milanofiori 20090 Assago (Mi) Italy						X	\$1,704.00
ISTITUTI DI VIGILANZA RIUNITI D'ITALIA SPA Via Sapri 26 Milan, Mi 20156 Italy						X	\$8,797.50

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IT WAY S.P.A. Via L.Braille, 15 48010 Ravenna Italy						X	\$0.00
ITALEASE FACTORIT SPA Address Not Known						X	\$280.21
Iti - International Technegroup, Inc. 5303 Dupont Circle Milford, OH 45150						X	\$93,656.10
IVAN ARPICELLI Address Not Known						X	\$0.00
J. FRIISBERG & PARTNERS SRL Corso Baccarini 38 48018 Ra, Faenza Italy						X	\$5,112.00
J. PUBLISHING S.R.L Address Not Known						X	\$2,044.80
JET HOTEL S.A.S. DI D. RIGANTI & C Address Not Known						X	\$213.00
JUS CREDIT SRL Address Not Known						X	\$51.12
KCS KOREA CAD/CAM SOLUTIONS INC. Kim Gu Dong 1410, World Meridian Venturecenter 2- Cha 426-5 Gasan-Dong, Geumcheon-Gu, Seoul Korea						X	\$7,270.40
Kosme S.R.L. Via Dell'Artigianato, 5 46048 Roverbella (Mantova) Italy						X	\$191,700.00
L.T.G. INTERVENTI SNC Via Calza Vecchio, 9 40033 Casalecchio Di Reno Bologna Italy						X	\$391.92
LA NUOVA KORAK SRL Via Edison, 7 20090 Segrate Milano Italy						X	\$195.96

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La Torre S.R.L. Via Gabriele Colombo, 28 20050 Camparada (Mb) Italy						X	\$229,026.12
LAMPO DI GENIO SNC Via Malvolta 8/E Bologna Italy						X	\$346.48
LEASE PLAN ITALIA S.P.A. Viale Alessandro Marchetti 105 Rome, Rm 00148 Italy	X					X	\$152,356.12
LEASING ROMA SPA - LEASING FACTORING Address Not Known						X	\$0.00
LIGHTWORK DESIGN LTD Rutledge House 78 Clarkehouse Road Sheffield S10 2Lj United Kingdom						X	\$85,302.14
LOCUST GRAPHIC STUDIO Address Not Known						X	\$2,243.60
LUCA MARCHETTI Address Not Known						X	\$7,880.08
MACO' S.R.L. Via Macallè, 142 20038 Seregno Italy						X	\$3,500.30
MAGAZZINI EUROPA DI RIGHI RENATA E C. SNC Via Camillo Ronzani, 7 40033 Casalecchio Di Reno Bologna Italy						X	\$41.18
Maples and Calder PO Box 309 Ugand House Grand Cayman KY1-1104						X	\$432.91
MEDICENTRO SRL Viale Olanda, 23 20066 Melzo Milano Italy						X	\$766.80

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MRP TECNICA SNC DI BRUGNATTI MASSIMO & C Address Not Known						X	\$394.66
NATURE INSIDE SRL Address Not Known						X	\$1,704.00
NAWDEEP PURANIK ENGINEERING SERVICES Address Not Known						X	\$2,527.60
NCC SERVICES LIMITED Address Not Known						X	\$0.00
NEST CONSULTING LIMITED Address Not Known						X	\$147,801.14
NUOVA IDRO PIU' DI CIMATTI RENATO & C. SNC Via Serraglio, 187 48014 Castel Bolognese Ravenna Italy						X	\$119.28
NUOVA MAESTRI UFFICIO SRL Via F. Baracca, 5/C 40133 Bologna Italy						X	\$1,517.37
NUOVA PERIODICI ITALIA SRL Address Not Known						X	\$1,704.00
NUOVO STUDIO DIDATTICO DE DE LUCA N. Via Alfredo Testoni, 19 40033 Casalecchio di Reno Bologna Italy						X	\$2,541.26
OPEN MIND TECHNOLOGIES ITALIA SRL Via Pomè 14 Italy						X	\$1,823.28
ORACLE ITALIA S.R.L. a socio unico V.Le Fulvio Testi, 136 20092 Cinisello Balsamo (Mi) Italy						X	\$82,129.69
PAGINEIT S.R.L. Address Not Known						X	\$119.28

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PARADISE COFFEE S.R.L. Via Il Caravaggio, 24 20060 Pozzuolo Martesana Milano Italy						X	\$183.12
PASTICCERIA CUPPI DI BEA SNC Address Not Known						X	\$156.20
PASTICCERIA MARCONI 101 SRL Via Guglielmo Marconi, 101 40033 Casalecchio Di Reno Bologna Italy						X	\$374.50
PELICAN SERVICE S.R.L. Via Camesena 38 Consegna Di Buste E Pacchi Da Roma Per Tutta Italia 00157 Roma Italy						X	\$2,419.68
PENTACONSULTING SRL Piazza Caiazzo, 2 Milano, 20124 Italy						X	\$0.00
PIROLA PENNUTO ZEI & ASSOCIATI STUDIO DI CONS.TRIBUT. E LEGAL Via Vittor Pisani, 16 20124 Milano Italy						X	\$78,879.20
PITAGORA S.R.L. Via Zamboni, 57 40126 Bologna Italy						X	\$0.00
PLM SYSTEMS S.R.L. Via Perugia, 24 10152 - Torino (To) Italy						X	\$2,840.00
POSTE ITALIANE SPA PO Box 160-00144 Roma (Rm) Italy						X	\$1,433.18

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PRANDIUM S.R.L. 12, Via Dell' Alpino Bagnolo San Vito Mn 46031 Italy						X	\$187.44
PULIBRILLA S.R.L. IMPRESA DI PULIZIA Address Not Known						X	\$10,032.64
R. Arumuganainar 6, Hougang Street 92 Regentville Tower 5 #13-04 Singapore 538685						X	\$0.00
RANGONI COM SRL Via F.Lanzoni, 16 40026 Imola (Bo) Italy	X					X	\$59,635.58
REGISTER.IT SPA Via Zanchi 22 24126, Bergamo Italy						X	\$187.44
RESIDENCE DA ERCOLE SAS Viale Oriani, 33 40137 Bologna Italy						X	\$8,934.64
RESIDENCE GOLF HOTEL SRL Via Trav. Il Crocifisso,24/N 59100 - Prato Italy						X	\$112.18
RIALTO SPA Address Not Known						X	\$159.04
ROSA MAURO Address Not Known						X	\$20,220.80
S. & D. SERVICE & DEVELOPMENT S.R.L Address Not Known						X	\$2,556.00
SALIERI VIAGGI SRL 1, Piazza Donatori Di Sangue, Carea VR 37053, 37053 Italy						X	\$1,952.13

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SAMTECH S.A. Liege Science Park Rue Des Chasseurs Ardennais 8 B-4031 Angleur Belgium						X	\$14,200.00
SECURITAS CORPO PRIVATO DI VIGILANZA S.R.L. V. Buozzi 38 40057 Granarolo Dell'Emilia Bo Italy						X	\$5,643.65
SERVICE DI CARLO ARCARI Address Not Known						X	\$2.57
SICURAMA SRL Via Giuseppe Di Vittorio, 9 40033 Casalecchio di Reno Bologna Italy						X	\$1,849.69
Siemens Ltd. Wittelsbacherplatz 2 80333 Munich Germany						X	\$152,356.06
SOCIETA' GIACCHIERI SAS Address Not Known						X	\$92.30
SOFT SYSTEM SRL Via Della Ferriera, 22/G 33170 Pordenone Italy						X	\$4,149.24
SOS GROUP SRL Via Liguria 5 40139 - Bologna (Bo) Italy						X	\$139.73
ST. LEGALE DEHO' MASSERELLI 38, V. Magellano, Monza MB 20900, 20052 Italy						X	\$0.00
ST. LEGALE ROSSI PENSI ASSOCIATI Viale Delle Milizie, 38 00192 Roma Italy						X	\$0.00

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STUDIO DOTT. GIORGIO FARINA Via Antonio Stoppani, 13 20050 Sovico Monza e Brianza Italy						X	\$0.00
STUDIO ING. CAZZOLA DI CAZZOLA CESARE & C SAS Via Dei Fornaciai 11 40129 Bologna Italy						X	\$2,152.32
STUDIO LEGALE ASS. PICCININI Via San Felice, 6 40122 Bologna Italy						X	\$0.00
STUDIO LEGALE AVV. FRANCO CIOCIOIA Address Not Known						X	\$0.00
STUDIO LEGALE AVV. TIZIANA DI MICHELE Address Not Known						X	\$0.00
Studio Legale Avv. Tommaso Tommesani Via De Poeti, N.5 Bologna 40124 Italy	X					X	\$60,282.13
STUDIO LEGALE BERTOZZI Piazzale Guglielmo Marconi, 7 42017 Novellara Reggio nell'Emilia Italy						X	\$0.00
STUDIO LEGALE MENICCHINO E ASSOCIATI Palazzo Serbelloni Corso Venezia, 16 20121 Milano Italy						X	\$0.00
STUDIO LEGALE VANNI - ASS.NE PROF.LE Via Luigi Carlo Farini, 30 40124 Bologna Italy						X	\$0.00

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STUDIO NOTARILE ASSOCIATO FEDERICO ROSSI CARLO VICO Via Santo Stefano, 42 40125 Bologna Italy						X	\$0.00
STUDIO NOTARILE VEZZI Corso Canalgrande, 36 41121 Modena Italy						X	\$88.38
STUDIO PEDERZOLI & ASSOCIATI Via Abetone, 20 41012 Carpi Modena Italy						X	\$10,243.08
STUDIO PLEIADI PROGETTI MULTIMEDIALI Address Not Known						X	\$25,219.20
STUDIO QUANTA COMMERCIALISTI ASSOCIATI Via Pier Paolo Pasolini 41123 Modena Italy						X	\$0.00
SYSPO INGENIERIE 72, Boulevard Des Belges 69006 Lyon France						X	\$68,718.06
SYSPO SARL Address Not Known						X	\$42,600.00
TCS SRL Via Regina Teodolinda, 47 22100 Como (Co) Italy						X	\$2,235.31
TECH S.R.L Via Novara, 21 28019 Suno Novara Italy						X	\$2,044.80
TECH SOFT 3D 931 Ashby Ave. Berkeley, CA 94710						X	\$28,400.00

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TECNOCLIMA DI BARBIERI CLAUDIO E C SAS Via del Triumvirato, 23 40132 Bologna Italy						X	\$1,681.85
TEKNESI SRL a socio unico Via Nazionale 9 11020 Arnad Ao Italy						X	\$2,172.60
TELECOM ITALIA S.P.A. Corso D'Italia, N. 41 00198 Rome Italy	X					X	\$13,374.16
TELELEASING S.P.A. LEASING DI TELECOMUNICAZIONI E GENERALE Via Luisa Battistotti Sassi, 11 20133 Milano Italy						X	\$179.16
TESEO SAS di Mannelli Dott. Gabriella 28, V. Di Paolo Onofrio 50051 Castelfiorentino (Fi) Italy						X	\$5,845.86
THE WITCHES DI SARTI A. E C. SNC Via Camillo Ronzani, 7 40033 Casalecchio Di Reno Bologna Italy						X	\$0.00
Think3 Designs Pvt Ltd 3Rd Floor, Akemps 28, 3Rd Main, 1St Cross Ashwini Layout Ejipura Bangalore 560 047 India						X	\$3,692,000.00
Think3 Gmbh Keltenring 5 82041 Oberhaching Deutschland Germany						X	\$2,414,000.00

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Think3 KK c/o Artemis International K.K. 4, Koji-machi 2-chome Chiyoda-ku, Tokyo 102-0083 Japan						X	\$786,680.00
Think3 Sarl 96 Boulevard Vivier Merle 69003 Lyon France						X	\$710,000.00
Think3 Srl Via Ronzani 7/29 40033 Casalecchio Di Reno (Bo) Italy						X	\$9,940,000.00
TNT GLOBAL EXPRESS S.P.A. Via Cavalier Anacleto Cirila 28883 Gravellona Toce Verbano-Cusio-Ossola Italy						X	\$605.59
Toyota Caelum Inc. 1-19-24, Nishiki, Naka-Ku, Nagoya Aichi 460-0003 Japan						X	\$0.00
TRAFILATI I.O.S SPA Address Not Known						X	\$1,226.88
TTF SA TRADE AND TECHNOLOGIES Address Not Known						X	\$0.00
United Parcel Service Italia Srl Via Fantoli 15/2 20138 Milano Italy						X	\$204.99
VERIZON ITALIA SPA - EX MCI ITALIA SPA Via del Carroccio 6 20016 Pero MI Italy						X	\$2.26
Versata Enterprises Inc. Morrison & Foerster LLP 425 Market St. San Francisco, CA 94105						X	\$103,589.00

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Exhibit F

In response to schedule F

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Versata FZ LLC Morrison & Foerster, LLP 425 Market Street San Francisco, CA 94105						X	\$0.00
VERZELETTI GABRIELE Address Not Known						X	\$1,420.00
Vision Consultants Limited Eastpoint Business Park Fairview Dublin 3 Ireland						X	\$124,113.68
VISTONLINE DI MARINUCCI PAOLA Via Luigi Arnaldo Vassallo 00159 Roma Italy						X	\$178.92
Vodafone Omnitel N.V. Via Caboto, 15 20094 Corsico, Milano Italy	X					X	\$69,875.36
WEBEX c/o Cisco Systems, Inc. 170 West Tasman Dr. San Jose, CA 95134						X	\$482.80
WIND TELECOMUNICAZIONI SPA Casella Postale 14155 Ufficio Postale Milano 65 20152 Milano Italy						X	\$348.72
WIN-VERLAG GMBH & CO.KG Johann-Sebastian-Bach-Str. 5 85591 Vaterstetten Germany						X	\$4,845.75
XEL MEDIA BV Rembrandtkade 50 3583 TP Utrecht Netherlands						X	\$30.53
ZANETTI LIVIO S.R.L. Via Andrea da Faenza, 13 40129 Bologna Italy						X	\$1,848.68
Total							\$45,429,381.50

In re think3 Inc.,
Debtor

Case No. 11-11252-HCM
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address _____

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

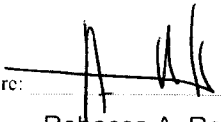
If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 56 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date July 12, 2011

Signature: 
Rebecca A. Roof
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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