

United States Bankruptcy Court Central District of California, San Fernando Valley Division		Voluntary Petition																							
Name of Debtor (if individual, enter Last, First, Middle): <b>Advanced Media Design, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>95-4306548</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																							
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>667 Rancho Conejo Boulevard Newbury Park, CA</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																							
ZIPCODE <b>91320</b>		ZIPCODE																							
County of Residence or of the Principal Place of Business: <b>Ventura</b>		County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address):																							
ZIPCODE		ZIPCODE																							
Location of Principal Assets of Business Debtor (if different from street address above): <b>667 Rancho Conejo Boulevard, Newbury Park, CA</b>																									
ZIPCODE <b>91320</b>																									
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																						
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																							
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY																						
<b>Estimated Number of Creditors</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> <td></td> </tr> </table>				<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
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<b>Estimated Assets</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion						
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Advanced Media Design, Inc.</b>
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)		
Location Where Filed: <b>None</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: <b>None</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>X</b> Signature of Attorney for Debtor(s)
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  (Name of landlord or lessor that obtained judgment)  (Address of landlord or lessor) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**Advanced Media Design, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of Attorney\***

Signature of Attorney for Debtor(s)

**Peter T. Steinberg 96834****Steinberg, Nutter & Brent, Law Corp****23801 Calabasas Rd. #2031****Calabasas, CA 91302-3316****(818) 876-8535 Fax: (818) 876-8536**

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Authorized Individual

**Stephen Villoria**

Printed Name of Authorized Individual

**President And CEO**

Title of Authorized Individual

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X**

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

**Signature of Non-Attorney Petition Preparer**

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); 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 in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

**X**

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

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 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.*

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number <p>Peter T. Steinberg 96834 Steinberg, Nutter &amp; Brent, Law Corp 23801 Calabasas Rd. #2031 Calabasas, CA 91302-3316 Tele: (818) 876-8535 Fax: (818) 876-8536</p> <p><input checked="" type="checkbox"/> Attorney for</p>	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re <b>Advanced Media Design, Inc.</b>  Debtor(s).	CASE NO.: CHAPTER: <b>11</b> ADV. NO.:

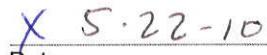
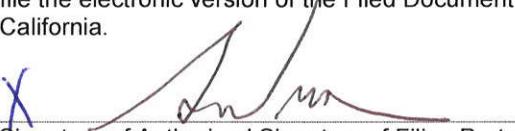
**ELECTRONIC FILING DECLARATION  
(CORPORATION/PARTNERSHIP)**

Petition, statement of affairs, schedules or lists  
 Amendments to the petition, statement of affairs, schedules or lists  
 Other: \_\_\_\_\_

Date Filed: \_\_\_\_\_  
Date Filed: \_\_\_\_\_  
Date Filed: \_\_\_\_\_

**PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY**

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/" followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.



Signature of Authorized Signatory of Filing Party

Date

Stephen Villoria

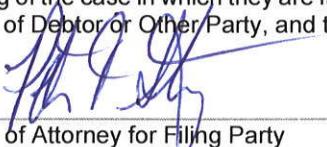
Printed Name of Authorized Signatory of Filing Party

President And CEO

Title of Authorized Signatory of Filing Party

**PART II - DECLARATION OF ATTORNEY FOR FILING PARTY**

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/" followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/" followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/" followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.



Signature of Attorney for Filing Party

Date

Peter T. Steinberg

Printed Name of Attorney for Filing Party

United States Bankruptcy Court  
Central District of California, San Fernando Valley Division

IN RE:

Case No. \_\_\_\_\_

Advanced Media Design, Inc.

Chapter 11

Debtor(s)

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is N/A.

2. The following financial data is the latest available information and refers to debtor's condition on \_\_\_\_\_.

a. Total assets	\$ <u>2,728,618.50</u>
b. Total debts (including debts listed in 2.c., below)	\$ <u>5,436,394.14</u>

c. Debt securities held by more than 500 holders.

secured / /	unsecured / /	subordinated / /	\$ <u>N/A</u>	Approximate Number of Holders
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
secured / /	unsecured / /	subordinated / /	\$ _____	_____
d. Number of shares of preferred stock	_____			
e. Number of shares of common stock	_____			

Comments, if any: None

3. Brief description of debtor's business:

Communication equipment sales, etc.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Mr. Stephen Villoria - 100% shareholder

## Resolution of The Board of Directors of Advanced Media Design, Inc. A California Corporation

A special meeting of the Board of Directors was held on May 21, 2010, at 23801 Calabasas Road, Suite 2031, Calabasas, California, 91302 at 10 a.m. Present at the meeting was Stephen Villoria, President and CEO of ADVANCED MEDIA DESIGN, INC.

Whereupon it was announced that a quorum was present, and the meeting was competent to proceed.

The meeting was called to discuss the financial crisis facing ADVANCED MEDIA DESIGN, INC. The corporation had sought professional counseling concerning the financial crisis, and such counseling was discussed. A general discussion ensued, and it was the consensus of opinion of those present that ADVANCED MEDIA DESIGN, INC. should institute a bankruptcy proceeding under Chapter 11 of the Bankruptcy Code.

Thereupon, upon the motion of Stephen Villoria, President and CEO, duly seconded and passed, the following resolution was adopted:

RESOLVED: that ADVANCED MEDIA DESIGN, INC., institute proceedings under Chapter 11 of the Bankruptcy Code, and that the law firm of Steinberg, Nutter & Brent, Law Corporation be engaged as counsel to file the Chapter 11 proceeding, and that Stephen Villoria, President and CEO, be, and hereby is, authorized and directed to execute any and all documents required for this purpose on behalf of the corporation, and to take such action as is necessary thereto.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

Dated: 5-22, 2010

  
BY: STEPHEN VILLORIA,  
President and CEO of Debtor,  
Advanced Media Design, Inc.

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number <p>Peter T. Steinberg, Esq., SBN 96834 Steinberg, Nutter &amp; Brent, Law Corporation 23801 Calabasas Road, Suite 2031 Calabasas, California 91302 Tel (818) 876-8535/Fax (818) 876-8536 <input checked="" type="checkbox"/> Attorney for: Debtor, Advanced Media Design, Inc.</p>	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Advanced Media Design, Inc.	CASE NO.:  Debtor(s),  Plaintiff(s),  Defendant(s).
	ADV. NO.:  CHAPTER: 11

**Corporate Ownership Statement Pursuant to  
FRBP 1007(a)(1) and 7007.1, and LBR 1007-4**

*Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, Stephen Villoria, the undersigned in the above-captioned case, hereby declare  
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

1. I have personal knowledge of the matters set forth in this Statement because:

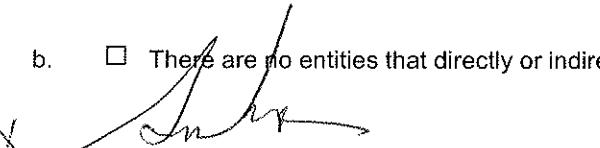
- I am the president or other officer or an authorized agent of the debtor corporation
- I am a party to an adversary proceeding
- I am a party to a contested matter
- I am the attorney for the debtor corporation

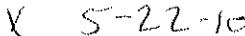
2. a.  The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

*[For additional names, attach an addendum to this form.]*

Stephen Villoria owns 100% of Debtor's stock

b.  There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

  
Signature of Attorney or Declarant

  
Date

Stephen Villoria, President and CEO of Debtor

Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

IN RE:

Case No. \_\_\_\_\_

Advanced Media Design, Inc.

Chapter 11

Debtor(s)

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

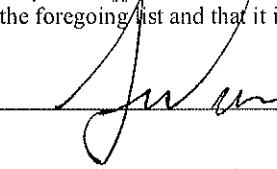
Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, 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).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
<b>Tandberg</b> 1860 Michael Faraday Drive Suite 250 Reston, VA 20190	(703) 709-4281		Judgment	3,230,207.58
<b>Spence Tek</b> 2974 Scott Blvd. Santa Clara, CA 95054	(408) 986-0168		Trade debt	70,842.80
<b>Videotape Products, Inc.</b> 2721 W. Magnolia Blvd. Burbank, CA 91505	(818) 546-1085		Trade debt	35,920.47
			Collateral:	0.00
			Unsecured:	35,920.47
<b>Life Size Communications, Inc.</b> 901 S. Mopac, Bldg. 3 Suite 300 Austin, TX 78746	(512) 623-4168		Trade debt	34,022.39
<b>Cutter Aviation</b> 2802 E. Old Tower Road Phoenix, AZ 85034	(602) 275-4010		Trade debt	19,765.03
<b>Metalcrafters</b> 4600 E. Industrial Street Simi Valley, CA 93063	(805) 581-2971		Trade debt	15,257.60
<b>American Express</b> Box 0001 Los Angeles, CA 90096-0001	(800) 892-3404		Contract	14,718.82
<b>Ameritron, Inc.</b> 1461 S. Balboa Ontario, CA 91761	(909) 323-2171		Trade debt	7,690.00
<b>Visionary Solutions, Inc.</b> 4193 Carpinteria Avenue Suite 11 Carpinteria, CA 93013	(805) 566-5811		Trade debt	5,571.00
<b>Olsson Frank Weeda Terrman Bode Matz</b> 1400 16th Street, NW Suite 400 Washington, DC 20036-2220	(202) 789-1212		Trade debt	5,519.16
<b>Digistor</b> Sunland International 1400-A Dell Avenue Campbell, CA 95008	(408) 225-6900		Trade debt	3,816.87
<b>Aethra</b> 10 Via Matteo Ricci Ancona, Italy, 60126	(390) 712-1898 1		Trade debt	2,944.00

Chase UA Visa Cardmember Service PO Box 94014 Palatine, IL 60094-4014	(800) 537-7783	Trade debt	2,927.00
Mouser Electronics, Inc. PO Box 99319 Forth Worth, TX 76199-0319	(800) 346-6873	Trade debt	2,486.73
Travelers CL Remittance Center Hartford, CT 06183-1008	(800) 252-2268	Insurance	1,969.18
AccuSource Cables 1810 Catalina Court Livermore, CA 94550	(925) 960-0242	Trade debt	1,468.19
Best Buy P.O. Box 843343 Kansas City, MO 64184-3343	(800) 201-4882	Contract	1,371.99
Sparkle 1000 Rock Avenue San Jose, CA 95131	(408) 519-8888	Trade debt	1,353.00
Extron Electronics PO Box 513206 Los Angeles, CA 90051-1206	(714) 491-1593	Trade debt	966.78
Mechatronics PO Box 5012 8152 304th Avenue SE Preston, WA 98050-5012	(425) 222-5900	Trade debt	942.06

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: X 5-22-10Signature: **Stephen Villoria, President And CEO**

(Print Name and Title)

IN RE:

Advanced Media Design, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Registered name and last known address of security holder	Shares (or Percentage)	Security Class (or kind of interest)
Stephen Villoria Advanced Media Design, Inc. 667 Rancho Conejo Blvd. Newbury Park, CA 91320	100	Common Stockholder

Party Name, Address and Telephone Number (CA State Bar No. If Applicable) Peter T. Steinberg, Esq., SBN 96834 Steinberg, Nutter & Brent, Law Corporation 23801 Calabasas Road, Suite 2031 Calabasas, California 91302 Tel (818) 876-8535/Fax (818) 876-8536	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: Advanced Media Design, Inc.,	CHAPTER 11 CASE NUMBER
	Debtor. (No Hearing Required)

**VENUE DISCLOSURE FORM  
FOR CORPORATIONS FILING CHAPTER 11  
(Required by General Order 97-02)**

*\*Attach additional sheets as necessary and indicate so in each section\**

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):  
Advanced Media Design, Inc.  
667 Rancho Conejo Boulevard  
Newbury Park, California 91320
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:  
Advanced Media Design, Inc.  
667 Rancho Conejo Boulevard  
Newbury Park, California 91320
3. Disclose the current business address(es) for all corporate officers:  
Advanced Media Design, Inc.  
667 Rancho Conejo Boulevard  
Newbury Park, California 91320
4. Disclose the current business address(es) where the Debtor's books and records are located:  
Advanced Media Design, Inc.  
667 Rancho Conejo Boulevard  
Newbury Park, California 91320

Venue Disclosure Form for Corporations Filing Chapter 11 - Page 2

VEN-C

In re Advanced Media Design, Inc.,	CHAPTER 11
Debtor.	CASE NUMBER

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

Advanced Media Design, Inc.

667 Rancho Conejo Boulevard

Newbury Park, California 91320

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

N/A

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):

Stephen Villoria, President and CEO

Advanced Media Design, Inc.

667 Rancho Conejo Boulevard

Newbury Park, California 91320

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

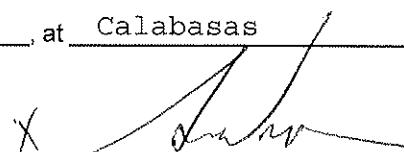
Executed on the 22<sup>nd</sup> day of MAY, 2010, at Calabasas, California.

Stephen Villoria

Type Name of Officer

President and CEO

Position or Title of Officer



Signature of Declarant

**STATEMENT OF RELATED CASES**

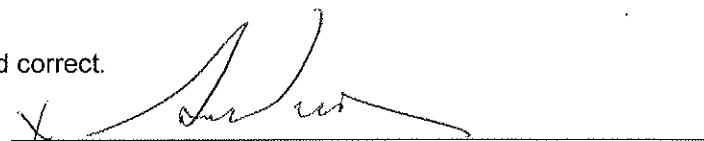
**INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2**  
**UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)  
**None**
2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)  
**None**
3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)  
**None**
4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)  
**None**

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Calabasas, California.

Dated: X 5-22-10

  
Debtor

Joint Debtor

IN RE:

Case No. \_\_\_\_\_

Advanced Media Design, Inc.Chapter 11

Debtor(s)

**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)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 447,500.00		
B - Personal Property	Yes	3	\$ 2,281,118.50		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$ 1,846,062.78	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6		\$ 3,426,458.83	
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 Debtor(s)	No				\$
TOTAL		16	\$ 2,728,618.50	\$ 5,272,521.61	

IN RE Advanced Media Design, Inc.

Case No.

Debtor(s)

(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 cotenant, 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
<b>Camarillo Aircraft Hangar, Camarillo, California (airport hangar lease). Hangar Space 3, Row D, Blndrig D, Camarillo Airport, Ventura County. Nature of Debtor's interest in property is airport hangar lease.</b>			<b>200,000.00</b>	<b>0.00</b>
<b>Hot Creek Hangar East, Corporate No. 6, Mammoth Lakes, California 93546 (airplane hangar) (Nature of Debtor's interest in property is memo of sublease holder estate).</b>			<b>247,500.00</b>	<b>0.00</b>
			<b>TOTAL</b>	<b>447,500.00</b>

(Report also on Summary of Schedules)

IN RE Advanced Media Design, Inc.

Debtor(s)

Case No.

(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 WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		<b>Cash in Chase Bank as of 4/23/10</b> <b>Cash in Citibank as of 4/23/10</b> <b>Cash in Wells Fargo Bank as of 4/23/10</b> <b>Chase - savings/checking</b> <b>City Bank - checking payroll</b> <b>Wells Fargo - savings/checking</b>		<b>309,100.00</b> <b>6,725.86</b> <b>16,964.64</b> <b>0.00</b> <b>0.00</b> <b>0.00</b>
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, include 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. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issue.	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			
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.	X			

**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 WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.		<b>Accounts receivable</b>		<b>988,131.00</b>
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, 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.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>Copyright of name MediaPointe, zero value</b>		<b>0.00</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
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.		<b>Customer list - no independent value</b>		<b>0.00</b>
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>1997 Mitsubishi Truck</b> <b>7,995.00</b> <b>2001 Chevrolet Van</b> <b>1,875.00</b> <b>2006 Porsche Cayenne</b> <b>28,970.00</b> <b>2009 Mercedes SL 550-R</b> <b>78,125.00</b>		
26. Boats, motors, and accessories.	X	<b>2000 Piper Seneca</b> <b>197,500.00</b> <b>Miscellaneous</b> <b>8,000.00</b> <b>Xerox Copier (Work Center Pro 123)</b> <b>3,732.00</b>		
27. Aircraft and accessories.		<b>Machinery and equipment (see attached list)</b> <b>80,000.00</b>		
28. Office equipment, furnishings, and supplies.		<b>Projection equipment; housing lamp, lens</b> <b>unknown</b>		
29. Machinery, fixtures, equipment, and supplies used in business.				

## IN RE Advanced Media Design, Inc.

**Debtor(s)**

Case No.

(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 WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
				TOTAL
30. Inventory.	X	Inventory (see attached list)		554,000.00
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			

0 continuation sheets attached

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

**Advanced Media Design, Inc.**

**Machinery & Equipment - FMV**

**as of December 31, 2009**

**(thousands)**

<b>Account #</b>	<b>Description</b>	<b>Amount</b>
000-14020	Furniture & Fixtures	\$ 9
000-14040	Computer Equipment	33
000-14050	Office Equipment	1
000-14060	Parts & Equipment	37
Total		<u>\$ 80</u>

**Advanced Media Design, Inc.**

**Inventory – FMV**  
**As of March 31, 2010**  
**(thousands)**

<b><u>Account#</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
000-12000	Unassembled MediaPointe	\$ 142
000-12100	Assembled MediaPointe	208
000-12300	MediaPointe Systems	40
000-12500	Demo	164
<b>Total:</b>		<b>\$ 554</b>
		<b>=====</b>

IN RE Advanced Media Design, Inc.

Debtor(s)

Case No.

(If known)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**Debtor elects the exemptions to which debtor is entitled under:  
(Check one box) Check if debtor claims a homestead exemption that exceeds \$146,450. \* 11 U.S.C. § 522(b)(2)  
 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
Not Applicable			

**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 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.  <b>Bank Of America PO Box 45224 Jacksonville, FL 32232-5224</b>		<b>Mercedes SL550-R (2009)</b>  <b>VALUE \$ 78,125.00</b>				<b>78,932.86</b>	<b>807.86</b>
ACCOUNT NO.  <b>Citibank NA 210 West Lexington Drive Glendale, CA 91203</b>	X	<b>UCC-1 and Security Agreement on corporate assets</b>  <b>VALUE \$ 1,700,000.00</b>				<b>1,700,000.00</b>	
ACCOUNT NO.  <b>Marlin Leasing Corp. 124 Gaither Drive #170 Mount Laurel, NJ 08054</b>		<b>Lease of Xerox Copier (Work Center Pro 123)</b>  <b>VALUE \$ 3,732.00</b>				<b>3,732.00</b>	
ACCOUNT NO.  <b>Marlin Leasing Corp. PO Box 13604 Philadelphia, PA 19101</b>		<b>Assignee or other notification for: Marlin Leasing Corp.</b>  <b>VALUE \$</b>					
<b>1 continuation sheets attached</b>			Subtotal (Total of this page)			<b>\$ 1,782,664.86</b>	<b>\$ 807.86</b>
			Total (Use only on last page)			<b>\$</b>	<b>\$</b>

(Report also on  
Summary of  
Schedules.)

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

IN RE Advanced Media Design, Inc.

Debtor(s)

Case No.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL			UNSECURED PORTION, IF ANY
			CONTINGENT	UNLIQUIDATED	DISPUTED	
ACCOUNT NO.		2006 Porsche Cayenne				27,477.45
Porsche Financial Services Porsche Payment Center PO Box 740724 Cincinnati, OH 45274-0724		VALUE \$ 28,970.00				
ACCOUNT NO. 15210772		Projection equipment; housing lamp, lens. Sec. Agreement granted to Videotape Products, Inc. UCC-1 filed 3/15/2010 Cal. Sec. of State.				35,920.47
Videotape Products, Inc. 2721 W. Magnolia Blvd. Burbank, CA 91505		VALUE \$				35,920.47
ACCOUNT NO.		VALUE \$				
ACCOUNT NO.		VALUE \$				
ACCOUNT NO.		VALUE \$				
ACCOUNT NO.		VALUE \$				
ACCOUNT NO.		VALUE \$				
ACCOUNT NO.		VALUE \$				

Sheet no. 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

Subtotal (Total of this page)	\$ 63,397.92	\$ 35,920.47
Total (Use only on last page)	\$ 1,846,062.78	\$ 36,728.33

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

**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).

 **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.