

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
Central District of California**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>UpFront Productions, 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)/Complete EIN (if more than one, state all) <b>41-1799128</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. and Street, City, and State): <b>2807 3rd Street Unit 2 Santa Monica, CA</b> <div style="text-align: right; margin-top: 5px;">ZIP Code <b>90405</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Los Angeles</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>761 Kasota Avenue SE Minneapolis, MN 55414</b>	

<p><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <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.)	<p><b>Nature of Business</b> (Check one box)</p> <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	<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <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 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p><b>Chapter 15 Debtors</b></p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p><b>Nature of Debts</b> (Check one box)</p> <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.

<p><b>Filing Fee</b> (Check one box)</p> <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.	<p><b>Chapter 11 Debtors</b></p> <p>Check one box:</p> <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). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <p>Check all applicable boxes:</p> <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).
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<p><b>Statistical/Administrative Information</b></p> <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.	<p>THIS SPACE IS FOR COURT USE ONLY</p>																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><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> </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"/>	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	
<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"/>												
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input 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	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input 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												
<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input 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	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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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>UpFront Productions, Inc.</b>	
<b>All Prior Bankruptcy Cases 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>		<b>Exhibit B</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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(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 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
<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 that obtained judgment)   _____ (Address of landlord)			
<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 with 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):

**UpFront Productions, 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 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 Attorney\***

**X** /s/ Todd J. Cleary  
Signature of Attorney for Debtor(s)

**Todd J. Cleary 144358**  
Printed Name of Attorney for Debtor(s)

**Law Office of Todd J. Cleary**  
Firm Name

**10720 McCune Avenue**  
**Los Angeles, CA 90034**

\_\_\_\_\_  
Address

**Email: cleary1@pacbell.net**

**310-559-8118 Fax: 310-559-0345**  
Telephone Number

**October 17, 2013**                      **144358**  
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 Non-Attorney Bankruptcy 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); 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 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** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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.*

**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** /s/ Tricia Hamrin  
Signature of Authorized Individual

**Tricia Hamrin**  
Printed Name of Authorized Individual

**President / CEO**  
Title of Authorized Individual

**October 17, 2013**  
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.

Debtor(s)

Case No.

Chapter

11

**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; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Anchor Paper Co. 480 Broadway Saint Paul, MN 55101</b>	<b>Linda Hartinger, Pres. Anchor Paper Co. 480 Broadway Saint Paul, MN 55101 651-287-4534</b>	<b>Trade Debt</b>		<b>215,804.48</b>
<b>AP Graph 9605 Girard Avenue South Minneapolis, MN 55431</b>	<b>Joseph Chambers AP Graph 9605 Girard Avenue South Minneapolis, MN 55431 952-888-4340</b>	<b>Trade Debt</b>		<b>25,800.92</b>
<b>Bank Of America, N.A. 4161 Piedmont Pkwy Greensboro, NC 27410</b>	<b>Bank Of America, N.A. 4161 Piedmont Pkwy Greensboro, NC 27410 800-732-9194</b>	<b>Credit card purchases Business Promotion</b>		<b>34,000.00</b>
<b>Bindery Plus 3779 Lexington Ave N Saint Paul, MN 55126</b>	<b>Marty Miller Bindery Plus 3779 Lexington Ave N Saint Paul, MN 55126 651-484-1590</b>	<b>Trade Debt</b>		<b>13,279.28</b>
<b>Capital One Bank (USA), N.A. P.O. Box 5235 Carol Stream, IL 60197-5235</b>	<b>Capital One Bank (USA), N.A. P.O. Box 5235 Carol Stream, IL 60197-5235 888-888-4757</b>	<b>Credit card purchases Business Promotion</b>		<b>130,000.00</b>
<b>CJ Duffey Paper 528 Washington Avenue N Minneapolis, MN 55401</b>	<b>Steve Woitock CJ Duffey Paper 528 Washington Avenue N Minneapolis, MN 55401 612-338-8701</b>	<b>Trade Debt</b>		<b>14,444.70</b>
<b>Cole Papers PO Box 2967 Fargo, ND 58108</b>	<b>Ken Dahl, CFO Cole Papers PO Box 2967 Fargo, ND 58108 800-800-8089</b>	<b>Trade Debt</b>		<b>6,961.86</b>

B4 (Official Form 4) (12/07) - Cont.

In re **UpFront Productions, Inc.**

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

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>DSL Worldwide</b> 333 S. 7th St. Suite 2110 Minneapolis, MN 55402	<b>DSL Worldwide</b> 333 S. 7th St. Suite 2110 Minneapolis, MN 55402 312-326-8000	<b>Trade Debt</b>		<b>4,998.28</b>
<b>Fora Financial Business Loans</b> 242 W 36th St. 14th Fl New York, NY 10018	<b>Christine Sienty</b> <b>Fora Financial Business Loans</b> 242 W 36th St. 14th Fl New York, NY 10018 212-947-0100	<b>Business Loan</b>		<b>70,000.00</b>
<b>Internal Revenue Service</b> P.O. Box 21126 Philadelphia, PA 19114	<b>Internal Revenue Service</b> P.O. Box 21126 Philadelphia, PA 19114	<b>Income Taxes Assessed without Audit</b>	<b>Disputed</b>	<b>100,000.00</b>
<b>Larkin Industries</b> 2020 Energy Park Drive Saint Paul, MN 55108	<b>Richard Larkin</b> <b>Larkin Industries</b> 2020 Energy Park Drive Saint Paul, MN 55108 651-645-6000	<b>Trade Debt</b>		<b>28,806.65</b>
<b>Mallard Ink</b> 2800 Anthony Lane South Minneapolis, MN 55418	<b>Derrick Wagoner</b> <b>Mallard Ink</b> 2800 Anthony Lane South Minneapolis, MN 55418 612-788-3200	<b>Trade Debt</b>		<b>5,710.50</b>
<b>ML Systems</b> 1860 Renaissance Blvd. Milwaukee, WI 53202	<b>ML Systems</b> 1860 Renaissance Blvd. Milwaukee, WI 53202 262-884-4669	<b>Trade Debt</b>		<b>5,234.23</b>
<b>Pitman / AGFA</b> 611 River Drive Center 3 North Bergen, NJ 07047	<b>Tara Wang</b> <b>Pitman / AGFA</b> 611 River Drive Center 3 North Bergen, NJ 07047 800-526-5441	<b>Trade debt</b>		<b>4,916.48</b>
<b>Preferred Ink</b> 380 Oak Grove Parkway Suite 400 Saint Paul, MN 55127	<b>Brad Holzinger</b> <b>Preferred Ink</b> 380 Oak Grove Parkway Suite 400 Saint Paul, MN 55127 651-777-8991	<b>Trade debt</b>		<b>2,933.25</b>
<b>Security Bindery</b> 616 Industrial Blvd. NE Minneapolis, MN 55413	<b>Rita Charboneau</b> <b>Security Bindery</b> 616 Industrial Blvd. NE Minneapolis, MN 55413 612-378-1553	<b>Trade Debt</b>		<b>4,313.24</b>

B4 (Official Form 4) (12/07) - Cont.

In re UpFront Productions, Inc.

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

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Signature Concepts 4777 Shady Oak Rd Hopkins, MN 55343</b>	<b>Maria Waltman Signature Concepts 4777 Shady Oak Rd Hopkins, MN 55343 952-979-1324</b>	<b>Trade Debt</b>		<b>3,570.52</b>
<b>Uline Supplies 2200 South Lakeside Dr Waukegan, IL 60085</b>	<b>Colie Bolhaus Uline Supplies 2200 South Lakeside Dr Waukegan, IL 60085 888-884-6910</b>	<b>Trade Debt</b>		<b>4,463.77</b>
<b>Wells Fargo Business Direct PO Box 348750 Sacramento, CA 95834</b>	<b>Wells Fargo Business Direct PO Box 348750 Sacramento, CA 95834 800-225-5935</b>	<b>Credit Card Charges Business Promotion</b>		<b>34,000.00</b>
<b>Wilcox Paper 11160 Jefferson Hwy N Champlin, MN 55316</b>	<b>Geoff Miller Wilcox Paper 11160 Jefferson Hwy N Champlin, MN 55316 763-404-8400</b>	<b>Trade debt</b>		<b>4,458.53</b>

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

I, the President / CEO of the corporation 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 October 17, 2013

Signature /s/ Tricia Hamrin  
**Tricia Hamrin**  
**President / CEO**

*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.

**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.  
Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Tricia Hamrin 2807 3rd St., #2 Santa Monica, CA 90405</b>	<b>Common</b>	<b>100%</b>	<b>Equity</b>

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

I, the President / CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 17, 2013

Signature /s/ Tricia Hamrin  
**Tricia Hamrin**  
**President / CEO**

*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.

**STATEMENT OF RELATED CASES**  
**INFORMATION REQUIRED BY LBR 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**

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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**

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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**

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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**

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

Executed at Los Angeles, California, California.

/s/ Tricia Hamrin

Tricia Hamrin

Signature of Debtor

Date: October 17, 2013

\_\_\_\_\_  
Signature of Joint Debtor



**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.  
Debtor

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

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 must also 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	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>6</b>	<b>5,478,400.00</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>2,989,977.37</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>3</b>		<b>105,322.56</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>5</b>		<b>623,010.59</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>18</b>			
			<b>Total Assets</b>	<b>5,478,400.00</b>	
			<b>Total Liabilities</b>	<b>3,718,310.52</b>	

**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.,  
Debtor

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

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)		

B6A (Official Form 6A) (12/07)

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

**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 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
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None

Sub-Total > **0.00** (Total of this page)  
Total > **0.00**  
(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re UpFront Productions, Inc.

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

Debtor

**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 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 petitioner 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	X			
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.		<b>Bremer Bank, 445 Minnesota St. Suite 2100 St. Paul MN 55010</b>	-	<b>0.00</b>
		<b>BMO Harris 50 South 6th St. Suite 1000 Minneapolis, MN 55402</b>	-	<b>0.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Rental Security Deposit CSM 500 Washington Avenue Minneapolis, MN 55405</b>	-	<b>10,000.00</b>
		<b>Rental Security Deposit with CK Lee for 2807 3rd Street Unit 2, Santa Monica CA 90405</b>	-	<b>10,000.00</b>
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.	X			
			Sub-Total >	<b>20,000.00</b>
			(Total of this page)	

5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re UpFront Productions, Inc.

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

Debtor

**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
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			
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			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Accounts due from Customers</b>	-	<b>200,000.00</b>
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.	X			
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			

Sub-Total > **200,000.00**  
(Total of this page)

Sheet 1 of 5 continuation sheets attached to the Schedule of Personal Property

In re UpFront Productions, Inc., Case No. \_\_\_\_\_  
Debtor

**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
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>Patent on Enterprise Management Software which runs business</b>	-	<b>400,000.00</b>
		<b>Trademarks on "Always Lead" "Hoop Jumping", "UpFront" and "Connects" brands, and affiliated images.</b>	-	<b>Unknown</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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>2006 Sterling Dock Truck, good conditio</b>	-	<b>16,000.00</b>
		<b>761 Kasota Avenue SE Minneapolis MN 55414</b>		
		<b>2003 Ford Cargo Van, good condition</b>	-	<b>3,800.00</b>
		<b>761 Kasota Avenue SE Minneapolis MN 55414</b>		
		<b>2006 Dodge Caravan, good condition</b>	-	<b>5,600.00</b>
		<b>761 Kasota Avenue SE Minneapolis MN 55414</b>		
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>3 Hewlett Packard Office Printers</b>	-	<b>7,000.00</b>
		<b>761 Kasota Avenue SE Minneapolis MN 55414</b>		
Sub-Total >				<b>432,400.00</b>
(Total of this page)				

Sheet 2 of 5 continuation sheets attached to the Schedule of Personal Property

In re UpFront Productions, Inc.

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

Debtor

**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
		<b>Front Office Computer Equipment</b>	-	<b>5,000.00</b>
		<b>14 MacIntosh Computers</b>		
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>15 Workstations</b>	-	<b>3,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Mitsubishi UV Printing Press</b>	-	<b>2,500,000.00</b>
		<b>Model 6C</b>		
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Mitsubishi Conventional Press</b>	-	<b>775,000.00</b>
		<b>6C</b>		
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Ryobi 5C Press</b>	-	<b>475,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Hewlett Packard Indigo Press</b>	-	<b>185,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Kirk Rudy Mailing Machine</b>	-	<b>85,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Buskro Mailing Machine</b>	-	<b>45,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Duplo Booklet Machine</b>	-	<b>60,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Brause Die Cutter</b>	-	<b>150,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
		<b>Stahl Folder</b>	-	<b>37,000.00</b>
		<b>761 Kasota Avenue SE</b>		
		<b>Minneapolis MN 55414</b>		
			Sub-Total >	<b>4,320,000.00</b>
			(Total of this page)	

In re UpFront Productions, Inc.

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON 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
		<b>Stahl Folder #2 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>25,000.00</b>
		<b>Stahl Folder #3 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>75,000.00</b>
		<b>Mueller Martini Sticher 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>75,000.00</b>
		<b>Trend Setter Plate System 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>120,000.00</b>
		<b>Miscellaneous Printing Equipment not otherwise itemized</b>	-	<b>140,000.00</b>
30. Inventory.		<b>Raw Paper 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>50,000.00</b>
		<b>Ink 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>10,000.00</b>
		<b>Printing Plates 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>1,000.00</b>
		<b>Cartons 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>5,000.00</b>
		<b>Chemicals 761 Kasota Avenue SE Minneapolis MN 55414</b>	-	<b>5,000.00</b>
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
			Sub-Total >	<b>506,000.00</b>
			(Total of this page)	

Sheet 4 of 5 continuation sheets attached  
to the Schedule of Personal Property



B6B (Official Form 6B) (12/07) - Cont.

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

**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
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35. Other personal property of any kind    
not already listed. Itemize.

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>5,478,400.00</b>

(Report also on Summary of Schedules)

Sheet 5 of 5 continuation sheets attached  
to the Schedule of Personal Property

B6D (Official Form 6D) (12/07)

In re **UpFront Productions, Inc.**

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

Debtor

**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 a creditor, 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" 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" 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 (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. <b>43658553</b>	X -	<b>March 18, 2013</b>					<b>650,000.00</b>	<b>0.00</b>
<b>Bremer Bank LOC Jay Jensen 445 Minnesota Street Suite 2100 Saint Paul, MN 55101</b>		<b>Blanket UCC Filing All Equipment, Inventory, Recievables used in the business</b>						
		Value \$	<b>6,000,000.00</b>					
Account No. <b>43658553</b>	X -	<b>March 18, 2013</b>					<b>2,324,954.49</b>	<b>0.00</b>
<b>Bremer Bank SBA Loan Jay Jensen 445 Minnesota Street Suite 2100 Saint Paul, MN 55101</b>		<b>Blanket UCC Filing All Equipment, Inventory, Recievables used in the business</b>						
		Value \$	<b>6,000,000.00</b>					
Account No. <b>63919269</b>	-	<b>Jan. 2012</b>					<b>15,022.88</b>	<b>0.00</b>
<b>Indigo America 2 Morrissey Blvd Boston, MA 02125</b>		<b>Purchase Money Security Hewlett Packard Indigo Press 761 Kasota Avenue SE Minneapolis MN 55414</b>						
		Value \$	<b>185,000.00</b>					
Account No.								
		Value \$						
Subtotal (Total of this page)							<b>2,989,977.37</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>2,989,977.37</b>	<b>0.00</b>

0 continuation sheets attached

In re UpFront Productions, Inc.

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

Debtor

## 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 \$12,475\* 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 \$6,150\* 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 \$2,775\* 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).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re UpFront Productions, Inc.  
Debtor

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

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

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
							0.00	
		-					0.00	0.00
Account No.			<b>August 30, 2013</b>					
<b>Anita Hansen 4420 Victoria St N Saint Paul, MN 55126</b>			<b>Unpaid Commissions</b>					
							0.00	
		-					500.00	500.00
Account No.			<b>Unpaid Commissions</b>					
<b>Chris Seeberg 627 3rd Ave NW Saint Paul, MN 55112</b>						X		
							0.00	
		-					500.00	500.00
Account No. <b>xx-xxx9128</b>			<b>Dec 31, 2011</b>					
<b>Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114</b>			<b>Income Taxes Assessed without Audit</b>					
							87,525.00	
		-					100,000.00	12,475.00
Account No.			<b>September 6, 2013</b>					
<b>Mark Toskey 16548 Ashby Lane Eden Prairie, MN 55346</b>			<b>Unpaid Commissions</b>					
							0.00	
		-					900.00	900.00
Subtotal							<b>101,900.00</b>	<b>87,525.00</b>
(Total of this page)							<b>101,900.00</b>	<b>14,375.00</b>

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re UpFront Productions, Inc.  
Debtor

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

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

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.  <b>Peter Josephs</b> <b>10734 Regent Court</b> <b>Brooklyn Park</b> <b>Minneapolis, MN 55443</b>								0.00
			<b>August 30, 2013</b>  <b>Unpaid Wages</b>				<b>1,500.00</b>	<b>1,500.00</b>
Account No.  <b>Robert Rudnik</b> <b>5701 Square Lane</b> <b>Saint Paul, MN 55112</b>								0.00
			<b>August 30, 2013</b>  <b>Unpaid Wages</b>				<b>922.56</b>	<b>922.56</b>
Account No.  <b>Troy Pegors</b> <b>22085 Guarani St. NW</b> <b>Oak Grove</b> <b>Anoka, MN 55303</b>								1,000.00
			<b>August 30, 2013</b>  <b>Unpaid Wages</b>		X		<b>1,000.00</b>	<b>0.00</b>
Account No.								
Account No.								
Subtotal								<b>1,000.00</b>
(Total of this page)							<b>3,422.56</b>	<b>2,422.56</b>
Total								<b>88,525.00</b>
(Report on Summary of Schedules)							<b>105,322.56</b>	<b>16,797.56</b>

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
 Debtor

**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 (See instructions above.)	C O D E B T O R  H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>Ace Mailing</b> <b>1600 NE Marshall Street</b> <b>Minneapolis, MN 55413</b>	-					<b>1,699.62</b>
Account No.  <b>AMG Laminating</b> <b>635 Prior Avenue</b> <b>Suite 6</b> <b>Saint Paul, MN 55104</b>	-					<b>2,078.87</b>
Account No.  <b>Anchor Paper Co.</b> <b>480 Broadway</b> <b>Saint Paul, MN 55101</b>	-					<b>215,804.48</b>
Account No.  <b>AP Graph</b> <b>9605 Girard Avenue South</b> <b>Minneapolis, MN 55431</b>	-					<b>25,800.92</b>
Subtotal (Total of this page)						<b>245,383.89</b>

4 continuation sheets attached

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. <b>xxxx-xxxx-xxxx-3472</b>  <b>Bank Of America, N.A.</b> <b>4161 Piedmont Pkwy</b> <b>Greensboro, NC 27410</b>	-		<b>April - June 2013</b> <b>Credit card purchases</b> <b>Business Promotion</b>				<b>34,000.00</b>	
Account No.  <b>Bindery Plus</b> <b>3779 Lexington Ave N</b> <b>Saint Paul, MN 55126</b>	-		<b>June to October 2013</b> <b>Trade Debt</b>				<b>13,279.28</b>	
Account No. <b>xxxxxxxxxxxx6668</b>  <b>Capital One Bank (USA), N.A.</b> <b>P.O. Box 5235</b> <b>Carol Stream, IL 60197-5235</b>	-		<b>April - June 2013</b> <b>Credit card purchases</b> <b>Business Promotion</b>				<b>130,000.00</b>	
Account No.  <b>CJ Duffey Paper</b> <b>528 Washington Avenue N</b> <b>Minneapolis, MN 55401</b>	-		<b>June to October 2013</b> <b>Trade Debt</b>				<b>14,444.70</b>	
Account No.  <b>Cole Papers</b> <b>PO Box 2967</b> <b>Fargo, ND 58108</b>	-		<b>June to October 2013</b> <b>Trade Debt</b>				<b>6,961.86</b>	
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>198,685.84</b>

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>DSL Worldwide</b> 333 S. 7th St. Suite 2110 Minneapolis, MN 55402	-		June to October 2013 Trade Debt			4,998.28
Account No.  <b>Embossing Plus</b> 1809 E Hennepin Ave Minneapolis, MN 55413	-		June to October 2013 Trade Debt			1,620.00
Account No. xxxxx0396  <b>Federal Express</b> 3875 Airways, Module H3 Dept. 4634 Memphis, TN 38116	-		June to October 2013 Trade Debt			2,243.47
Account No.  <b>Fora Financial Business Loans</b> 242 W 36th St. 14th Fl New York, NY 10018	-		July 7, 2013 Business Loan			70,000.00
Account No.  <b>Larkin Industries</b> 2020 Energy Park Drive Saint Paul, MN 55108	-		June to October 2013 Trade Debt			28,806.65
Subtotal (Total of this page)						<b>107,668.40</b>

Sheet no. 2 of 4 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims



In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Mallard Ink</b> <b>2800 Anthony Lane South</b> <b>Minneapolis, MN 55418</b>	-		June to October 2013 Trade Debt			5,710.50	
Account No.  <b>Midwest Editions</b> <b>1060 33rd Ave SE</b> <b>Minneapolis, MN 55414</b>	-		June to October 2013 Trade Debt			1,671.94	
Account No.  <b>ML Systems</b> <b>1860 Renaissance Blvd.</b> <b>Milwaukee, WI 53202</b>	-		June to October 2013 Trade Debt			5,234.23	
Account No.  <b>Pitman / AGFA</b> <b>611 River Drive</b> <b>Center 3</b> <b>North Bergen, NJ 07047</b>	-		June to October 2013 Trade debt			4,916.48	
Account No.  <b>Preferred Ink</b> <b>380 Oak Grove Parkway</b> <b>Suite 400</b> <b>Saint Paul, MN 55127</b>	-		June to October 2013 Trade debt			2,933.25	
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>20,466.40</b>

In re UpFront Productions, Inc. Case No. \_\_\_\_\_  
Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Security Bindery</b> <b>616 Industrial Blvd. NE</b> <b>Minneapolis, MN 55413</b>	-		<b>June to October 2013</b> <b>Trade Debt</b>			<b>4,313.24</b>
Account No.  <b>Signature Concepts</b> <b>4777 Shady Oak Rd</b> <b>Hopkins, MN 55343</b>	-		<b>June 2013 to October 2013</b> <b>Trade Debt</b>			<b>3,570.52</b>
Account No. <b>xx5681</b>  <b>Uline Supplies</b> <b>2200 South Lakeside Dr</b> <b>Waukegan, IL 60085</b>	-		<b>June to October 2013</b> <b>Trade Debt</b>			<b>4,463.77</b>
Account No. <b>xxxx-xxxx-xxxx-4365</b>  <b>Wells Fargo Business Direct</b> <b>PO Box 348750</b> <b>Sacramento, CA 95834</b>	-		<b>July 2011</b> <b>Credit Card Charges</b> <b>Business Promotion</b>			<b>34,000.00</b>
Account No.  <b>Wilcox Paper</b> <b>11160 Jefferson Hwy N</b> <b>Champlin, MN 55316</b>	-		<b>June to October 2013</b> <b>Trade debt</b>			<b>4,458.53</b>
Subtotal (Total of this page)						<b>50,806.06</b>
Total (Report on Summary of Schedules)						<b>623,010.59</b>

Sheet no. 4 of 4 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re UpFront Productions, Inc.

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

Debtor

### 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.
<b>CK Lee</b> <b>2807 3rd St.</b> <b>Unit 2</b> <b>Santa Monica, CA 90405</b>	<b>Residential / Office Lease, Debtor is Tenant,</b> <b>\$5,500 per month, Term ends June 2014.</b>
<b>CSM</b> <b>500 Washington Ave</b> <b>3rd Fl.</b> <b>Minneapolis, MN 55405</b>	<b>Commercial Real Estate Lease, Debtor is the</b> <b>Tenant</b> <b>761 Kasota Avenue SE Minneapolis MN 55414,</b> <b>\$34,000 per month, Term ends Feb. 2016</b>
<b>Indigo America</b> <b>2 Morrissey Blvd</b> <b>Boston, MA 02125</b>	<b>Equipment Lease on Indigo Printer, \$3,755 per</b> <b>month, Term ends Feb. 2017</b> <b>\$1.00 buyout clause.</b>

In re UpFront Productions, Inc.

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

Debtor

**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 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
<p><b>Tricia Hamrin</b>  <b>2807 3rd Street</b>  <b>Unit 2</b>  <b>Santa Monica, CA 90405</b></p>	<p><b>Bremer Bank SBA Loan</b>  <b>Jay Jensen</b>  <b>445 Minnesota Street</b>  <b>Suite 2100</b>  <b>Saint Paul, MN 55101</b></p>
<p><b>Tricia Hamrin</b>  <b>2807 3rd Street</b>  <b>Unit 2</b>  <b>Santa Monica, CA 90405</b></p>	<p><b>Bremer Bank LOC</b>  <b>Jay Jensen</b>  <b>445 Minnesota Street</b>  <b>Suite 2100</b>  <b>Saint Paul, MN 55101</b></p>

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.

Debtor(s)

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

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President / CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date October 17, 2013

Signature /s/ Tricia Hamrin

**Tricia Hamrin**

**President / CEO**

*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.

B7 (Official Form 7) (04/13)

**United States Bankruptcy Court  
Central District of California**

In re UpFront Productions, Inc.

Debtor(s)

Case No.

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

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

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

AMOUNT	SOURCE
<b>\$3,700,000.00</b>	<b>2013 YTD: Debtor Gross Revenues</b>
<b>\$6,000,000.00</b>	<b>2012: Debtor Gross Revenues</b>
<b>\$5,942,000.00</b>	<b>2011: Debtor Gross Revenues</b>

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

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

AMOUNT	SOURCE
--------	--------

B7 (Official Form 7) (04/13)

2

**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

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

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
<b>Bremer Bank LOC Jay Jensen 445 Minnesota Street Suite 2100 Saint Paul, MN 55101</b>	<b>October 9 - 10, 2013</b>	<b>Creditor collected Accounts Receivables directly from the Debtor's customers in an unknown amount.</b>

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
<b>Toys for Tots</b>	<b>None</b>	<b>Dec. 2012</b>	<b>\$500.00</b>

**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Law Office of Todd J. Cleary 10720 McCune Avenue Los Angeles, CA 90034</b>	<b>October 17, 2013 David Harvilicz</b>	<b>\$10,000.00</b>

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

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

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

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

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NAME AND ADDRESS OF CREDITOR <b>Bremer Bank LOC Jay Jensen 445 Minnesota Street Suite 2100 Saint Paul, MN 55101</b>	DATE OF SETOFF <b>September 12, 2013</b>	AMOUNT OF SETOFF <b>\$33,295.16</b>
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**14. Property held for another person**

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

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

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

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

NAME

**17. Environmental Information.**

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

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

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

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

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

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

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

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NAME AND ADDRESS OF GOVERNMENTAL UNIT DOCKET NUMBER STATUS OR DISPOSITION

**18. Nature, location and name of business**

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
UpFront Productions, Inc.	41-17991285	2807 3rd St., #2 Santa Monica, CA 90405	Printing	Dec. 1994 to present

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

NAME ADDRESS

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

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

**19. Books, records and financial statements**

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Ross Geveuer 761 Kasota Avenue SE Minneapolis, MN 55414	Aug 12, 2013 to present.
Rachel Finch 761 Kasota Avenue SE Minneapolis, MN 55414	March 2011 to August 15, 2013

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

NAME ADDRESS DATES SERVICES RENDERED

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

NAME

**Tricia Hamrin**

ADDRESS

**2807 3rd Street  
Unit 2  
Santa Monica, CA 90405**

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

NAME AND ADDRESS

**Bremer Bank  
Jay Jensen  
445 Minnesota Street  
Suite 2100  
Saint Paul, MN 55101**

DATE ISSUED

**Issued Monthly**

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**20. Inventories**

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

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

- None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

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**21 . Current Partners, Officers, Directors and Shareholders**

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

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

**Tricia Hamrin  
2807 3rd Street  
Unit 2  
Santa Monica, CA 90405**

TITLE

**President and CEO, Director**

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

**100% ownership  
Sub Chapter S Corp.**

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

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

NAME

ADDRESS

DATE OF WITHDRAWAL

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Chris Hamrin</b> <b>10904 Mississippi Dr</b> <b>Champlin, MN 55316</b>	<b>President</b>	<b>August 30, 2013</b>

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

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
<b>T Rowe Price, Simple IRA</b>	<b>41-1799128</b>

\*\*\*\*\*

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

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

Date <u><b>October 17, 2013</b></u>	Signature <u><b>/s/ Tricia Hamrin</b></u> <b>Tricia Hamrin</b> <b>President / CEO</b>
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[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re  <b>UpFront Productions, Inc.</b>   <div style="text-align: right;">Debtor.</div>	Case No.:   <div style="text-align: center;"><b>DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</b></div>

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>10,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>10,000.00</u>
Balance Due.....	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor      Other (specify): **David Harvilicz**

3. The source of compensation to be paid to me is:

Debtor      Other (specify):

4.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services  
**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions, motions to strip off lien's (Lam Motions), Motions to Strip Liens pursuant to 11 USC 506, adversary proceedings to strip off junior liens, or any other adversary proceeding.**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

**October 17, 2013**

*Date*

**/s/ Todd J. Cleary**

**Todd J. Cleary 144358**

*Signature of Attorney*

**Law Office of Todd J. Cleary**

*Name of Law Firm*

**10720 McCune Avenue**

**Los Angeles, CA 90034**

**310-559-8118 Fax: 310-559-0345**

**MASTER MAILING LIST**  
**Verification Pursuant to Local Bankruptcy Rule 1007-2(d)**

Name Todd J. Cleary 144358  
Address 10720 McCune Avenue Los Angeles, CA 90034  
Telephone 310-559-8118 Fax: 310-559-0345

- Attorney for Debtor(s)  
 Debtor in Pro Per

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
List all names including trade names used by Debtor(s) within last 8 years: <b>UpFront Productions, Inc.</b>	Case No.:
	Chapter: <b>11</b>

**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 5 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: October 17, 2013

/s/ Tricia Hamrin  
Tricia Hamrin/President / CEO  
Signer/Title

Date: October 17, 2013

/s/ Todd J. Cleary  
Signature of Attorney  
Todd J. Cleary 144358  
Law Office of Todd J. Cleary  
10720 McCune Avenue  
Los Angeles, CA 90034  
310-559-8118 Fax: 310-559-0345



UpFront Productions, Inc.  
2807 3rd Street  
Unit 2  
Santa Monica, CA 90405

Todd J. Cleary  
Law Office of Todd J. Cleary  
10720 McCune Avenue  
Los Angeles, CA 90034

Ace Mailing  
1600 NE Marshall Street  
Minneapolis, MN 55413

AMG Laminating  
635 Prior Avenue  
Suite 6  
Saint Paul, MN 55104

Anchor Paper Co.  
480 Broadway  
Saint Paul, MN 55101

Anita Hansen  
4420 Victoria St N  
Saint Paul, MN 55126

AP Graph  
9605 Girard Avenue South  
Minneapolis, MN 55431

Bank Of America, N.A.  
4161 Piedmont Pkwy  
Greensboro, NC 27410

Bindery Plus  
3779 Lexington Ave N  
Saint Paul, MN 55126

Bremer Bank LOC  
Jay Jensen  
445 Minnesota Street  
Suite 2100  
Saint Paul, MN 55101

Bremer Bank SBA Loan  
Jay Jensen  
445 Minnesota Street  
Suite 2100  
Saint Paul, MN 55101

Capital One Bank (USA), N.A.  
P.O. Box 5235  
Carol Stream, IL 60197-5235

Chris Seeberg  
627 3rd Ave NW  
Saint Paul, MN 55112

CJ Duffey Paper  
528 Washington Avenue N  
Minneapolis, MN 55401

CK Lee  
2807 3rd St.  
Unit 2  
Santa Monica, CA 90405

Cole Papers  
PO Box 2967  
Fargo, ND 58108

CSM  
500 Washington Ave  
3rd Fl.  
Minneapolis, MN 55405

DSL Worldwide  
333 S. 7th St.  
Suite 2110  
Minneapolis, MN 55402

Embossing Plus  
1809 E Hennepin Ave  
Minneapolis, MN 55413

Federal Express  
3875 Airways, Module H3 Dept. 4634  
Memphis, TN 38116

Fora Financial Business Loans  
242 W 36th St.  
14th Fl  
New York, NY 10018

Indigo America  
2 Morrissey Blvd  
Boston, MA 02125

Internal Revenue Service  
P.O. Box 21126  
Philadelphia, PA 19114

Larkin Industries  
2020 Energy Park Drive  
Saint Paul, MN 55108

Mallard Ink  
2800 Anthony Lane South  
Minneapolis, MN 55418

Mark Toskey  
16548 Ashby Lane  
Eden Prairie, MN 55346

Midwest Editions  
1060 33rd Ave SE  
Minneapolis, MN 55414

ML Systems  
1860 Renaissance Blvd.  
Milwaukee, WI 53202

Peter Josephs  
10734 Regent Court  
Brooklyn Park  
Minneapolis, MN 55443

Pitman / AGFA  
611 River Drive  
Center 3  
North Bergen, NJ 07047

Preferred Ink  
380 Oak Grove Parkway  
Suite 400  
Saint Paul, MN 55127

Robert Rudnik  
5701 Square Lane  
Saint Paul, MN 55112

Security Bindery  
616 Industrial Blvd. NE  
Minneapolis, MN 55413

Signature Concepts  
4777 Shady Oak Rd  
Hopkins, MN 55343

Tricia Hamrin  
2807 3rd Street  
Unit 2  
Santa Monica, CA 90405

Troy Pegors  
22085 Guarani St. NW  
Oak Grove  
Anoka, MN 55303

Uline Supplies  
2200 South Lakeside Dr  
Waukegan, IL 60085

Wells Fargo Business Direct  
PO Box 348750  
Sacramento, CA 95834

Wilcox Paper  
11160 Jefferson Hwy N  
Champlin, MN 55316

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address <b>Todd J. Cleary</b> <b>10720 McCune Avenue</b> <b>Los Angeles, CA 90034</b> <b>310-559-8118 Fax: 310-559-0345</b> California State Bar Number: <b>144358</b> <b>cleary1@pacbell.net</b>	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT</b> <b>CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: <b>UpFront Productions, Inc.</b>	CASE NO.: ADVERSARY NO.: CHAPTER: 11
Debtor(s),  Plaintiff(s),  Defendant(s).	<b>CORPORATE OWNERSHIP STATEMENT</b> <b>PURSUANT TO FRBP 1007(a)(1)</b> <b>and 7007.1, and LBR 1007-4</b>
	[No hearing]

*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, **Todd J. Cleary 144358**, 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:  
See Addendum
- b.  There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

**October 17, 2013**

Date

By: /s/ Todd J. Cleary

Signature of Debtor, or attorney for Debtor

Name: Todd J. Cleary 144358

Printed name of Debtor, or attorney for Debtor

**Addendum to Corporate Ownership Statement Pursuant to  
F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

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:

Tricia Hamrin  
2807 3rd St., #2  
Santa Monica, CA 90405

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