

United States Bankruptcy Court Central District of California						Voluntary Petition			
Name of Debtor (If individual, enter Last, First, Middle): Brand Affinity Technologies, Inc., a Delaware corporation						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): EIN: 26-1301442						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City and State): 101 Academy, Suite 101 Irvine, CA <div style="text-align: right;">Zip Code 92617</div>						Street Address of Joint Debtor (No. and Street, City and State): <div style="text-align: right;">Zip Code</div>			
County of Residence or of the Principal Place of Business: Orange						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">Zip Code</div>						Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">Zip Code</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">Zip Code</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 for Recognition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <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). Check if: <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). Check all applicable boxes: <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)				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Brand Affinity Technologies, Inc.
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All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: None	Case Number:	Date Filed:

Location Where Filed: None	Case Number:	Date Filed:
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Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: Not Applicable	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p align="center">Exhibit "A"</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p align="center">Exhibit "B"</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b)</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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?

Yes, and Exhibit "C" is attached and made a part of this petition

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes)

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)

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

Debtor has included in this petition the deposit with the court for any rent that would become due during the 30-day period after the filing of the petition.

Debtor certified that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Brand Affinity Technologies, Inc.	
Signatures			
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of the title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone (if not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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 main proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1515, 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 foregoing main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p><u>Robert E. Opera Bar #101182</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Winthrop Couchot Professional Corporation</u> Firm Name</p> <p>660 Newport Center Drive, Suite 400 Newport Beach, CA 92660 Address</p> <p><u>949-720-4100</u> Telephone Number</p> <p><u>December 15, 2014</u> Date</p> <p><small>* In 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.</small></p>		<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of Bankruptcy Petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers for all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provision 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.</small></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p><u>Mydung Tran</u> Printed Name of Authorized Individual</p> <p><u>Chief Financial Officer</u> Title of Authorized Individual</p> <p><u>December 15, 2014</u> Date</p>			

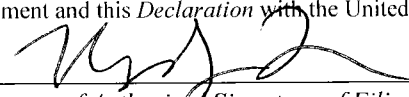
Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Robert E. Opera - State Bar No. 101182 WINTHROP COUCHOT PROFESSIONAL CORPORATION 660 Newport Center Drive, #400 Newport Beach, CA 92660 Telephone: (949) 720-4100/Facsimile: (949)720-4111 <input checked="" type="checkbox"/> <i>Attorney for: Debtor</i>	FOR COURT USE ONLY CASE NO.: CHAPTER: 11 ADV. NO.:
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Brand Affinity Technologies, Inc., Debtor.(s)	CASE NO.: CHAPTER: 11 ADV. NO.:

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

- | | |
|--|----------------------------------|
| <input checked="" type="checkbox"/> Petition, statement of affairs, schedules or lists | Dated Filed: <u>concurrently</u> |
| <input checked="" type="checkbox"/> Amendments to the petition, statement of affairs, schedules or lists | Dated Filed: <u>as necessary</u> |
| <input checked="" type="checkbox"/> Other: _____ | Dated Filed: <u>as necessary</u> |

PART I - DECLARATION OF AUTHORIZED SIGNATORY DEBTOR OR OTHER PARTY

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



Signature of Authorized Signatory of Filing Party

December 15, 2014


 Date

Mydung Tran, Chief Financial Officer


Printed Name and Title of Authorized Signature of Filing Party

PART II - DECLARATION OF ATTORNEY FOR SIGNING PARTY

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



 Robert E. Opera



 Andrew B. Levin

December 15, 2014

December 15, 2014

**RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS OF
BRAND AFFINITY TECHNOLOGIES, INC.**

SECTION 363 SALE OF ASSETS

WHEREAS, the Board of Directors (the “**Board**”) of Brand Affinity Technologies, Inc. (the “**Corporation**”) has deemed it to be advisable and in the best interests of the Corporation and its stockholders to file a petition under Chapter 11 of the Bankruptcy Code and sell substantially all of the Corporation’s assets pursuant to Section 363 of the Bankruptcy Code (the “**Sale**”);

WHEREAS, the Board proposes to enter into an asset purchase agreement (the “**Stalking Horse Bid**”) in substantially the form attached hereto as Exhibit A, by and between the Corporation and Creekside Investment Management, LLC, a California limited liability company (“Creekside”). Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to such terms in the Stalking Horse Bid;

WHEREAS, Creekside, an entity affiliated with Ryan Steelberg, an officer and director of the Corporation and an affiliate of a significant stockholder of the Corporation, has offered to purchase, pursuant to Section 363, substantially all of the Corporation’s assets, as specified in the Stalking Horse Bid, for a purchase price of \$400,000 in cash, plus the assumption of \$852,996 in unsecured debt held primarily by Ryan Steelberg; and

WHEREAS, the Board has determined it to be in the best interests of the Corporation and its stockholders to approve the proposed Sale to Creekside or to the winning bidder in the auction process expected to be conducted in connection with the Sale.

NOW, THEREFORE, BE IT RESOLVED, that each of the following be, and each hereby is, authorized and approved: (i) the filing on or after December 15, 2014 of a Chapter 11 petition for relief in the United States Bankruptcy Court for the Central District of California, Santa Ana Division (the “Filing”), (ii) the retention and compensation of Winthrop Couchot to represent the Corporation with respect to the Filing, subject to the provision of the Bankruptcy Code, (iii) the Sale, (iv) the Sale to Creekside or to the winning bidder in the auction process, (v) the form, terms and provisions of the Stalking Horse Bid, substantially in the forms attached hereto, with such changes thereto as the officers of the Corporation deem necessary or advisable, as evidenced by such officer’s execution thereof, and the execution and delivery of such documents by such officers to be conclusive evidence of approval by this Board of such documents and the transactions contemplated therein as so modified, and (vi) the transactions contemplated by the Sale, and the Stalking Horse Bid, including filing a motion to sell and to assign substantially all of the Corporation’s assets pursuant to Sections 363 and 365 of the Bankruptcy Code.

;

GENERAL AUTHORIZATION TO EFFECTUATE RESOLUTIONS

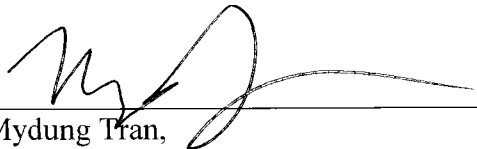
RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf and in the name of the Corporation, to prepare or cause to be

prepared and to execute, deliver, verify, acknowledge, file or record any documents, instruments, certificates, statements, papers, or any amendments thereto, as may be deemed necessary or advisable in order to effectuate the transactions contemplated by the agreements approved herein, and to take such further steps and do all such further acts or things as shall be necessary or desirable to carry out the transactions contemplated by the foregoing resolutions and effect the purposes of the foregoing; and

RESOLVED FURTHER, that the authority and power given hereunder be deemed retroactive and any and all acts authorized hereunder performed prior to the passage of these resolutions, are hereby ratified and approved.

Executed on: December 15, 2014

Signed: _____



Mydung Tran,
Chief Financial Officer
Name and Title

EXHIBIT A
Form of Stalking Horse Bid

Form B4 (Official Form 4)(12/07)

United States Bankruptcy Court Central District of California	
In re : BRAND AFFINITY TECHNOLOGIES, INC. Debtor	Case No. Chapter 11

**Form 4.
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 of 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) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
Professional Photo Storefronts, Inc. Attn: Carlton Osborne 5221 Manila Avenue Oakland, CA 94618	Professional Photo Storefronts, Inc. Attn: Carlton Osborne 5221 Manila Avenue Oakland, CA 94618 E: Mail: carlton.x.osborne@gmail.com Telephone: (510) 919-9111	Contractual Obligation Pursuant to Asset Purchase		955,472.00
MLB.com Attn: Brian Phillips 75 Ninth Ave., 5th Flr. New York, NY 10011	MLB.com Attn: Brian Phillips 75 Ninth Ave., 5th Flr. New York, NY 10011 E: Mail: Brian.Phillips@mlb.com Telephone: (212) 485-3173 Facsimile: (212) 485-8111	Trade Debt		517,327.49
Latham & Watkins, LLP Attn: Cary Hyden 650 Town Center Dr., 20th Flr. Costa Mesa, CA 92626-1925	Latham & Watkins, LLP Attn: Cary Hyden 650 Town Center Dr., 20th Flr. Costa Mesa, CA 92626-1925 E-Mail: cary.hyden@lw.com Telephone: (714) 755-8254 Facsimile: (714) 755-8290	Legal services	Contingent Liability	367,332.18
Barnes & Thornburg LLP Attn: Thomas McWilliams 1000 N. West St., #1500 Wilmington, DE 19801	Barnes & Thornburg LLP Attn: Thomas McWilliams 1000 N. West St., #1500 Wilmington, DE 19801 E-Mail: Thomas.McWilliams@btlaw.com Telephone: (302) 300-3443	Legal services		184,345.74

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
San Francisco Giants Attn: Danny Dann 24 Willie Mays Plaza San Francisco, CA 94107	San Francisco Giants Attn: Danny Dann 24 Willie Mays Plaza San Francisco, CA 94107 E-Mail: ddann@sfgiants.com Telephone: (415) 972-2022	Trade Debt		124,756.10
AEG Live, LLC Attn: General Counsel 5750 Wilshire Blvd., #501 Los Angeles, CA 90036	AEG Live, LLC Attn: General Counsel 5750 Wilshire Blvd., #501 Los Angeles, CA 90036 E-Mail: jlotz@aeglive.com Telephone: (213) 763-7774	Trade Debt		106,247.65
SportsDirect, Inc. Attn: John Morash 211 Horseshoe Lake Drive Halifax, Nova Scotia B3S 0B9 Canada	SportsDirect, Inc. Attn: John Morash 211 Horseshoe Lake Drive Halifax, Nova Scotia B3S 0B9 Canada E-Mail: jmorash@sportsdirectinc.com Telephone: (902) 835-3320; Ext 353 Facsimile: (902) 835-3622	Trade Debt		100,000.00
Boston Celtics Attn: Theodore Dalton 226 Causeway St., 4th Flr. Boston, MA 02114	Boston Celtics Attn: Theodore Dalton 226 Causeway St., 4th Flr. Boston, MA 02114 E-Mail: tdalton@celtics.com Telephone: (617) 854-8003	Trade Debt		84,905.96
FUJIFILM North America Corp. W502044 Attn: Gregg Morrione 200 Summit Lake Drive Valhalla, NY 10595-1356	FUJIFILM North America Corp. W502044 Attn: Gregg Morrione 200 Summit Lake Drive Valhalla, NY 10595-1356 Telephone: (914) 789-8460 Facsimile: (914) 789-8640	Trade Debt		82,502.23
Detroit Tigers Attn: Michael Healy 2100 Woodward Ave. Detroit, MI 48201	Detroit Tigers Attn: Michael Healy 2100 Woodward Ave. Detroit, MI 48201 E-Mail: Mike.Healy@detroitigers.com Telephone: (313) 471-2005	Trade Debt		77,994.75

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
Philadelphia Phillies Attn: Joe Giles Citizens Bank Park One Citizens Bank Way Philadelphia, PA 19148	Philadelphia Phillies Attn: Joe Giles Citizens Bank Park One Citizens Bank Way Philadelphia, PA 19148 E-Mail: jgiles@Phillies.com Telephone: (215) 218-5218 Facsimile: (215) 755-9324	Trade Debt		74,100.77
St. Louis Cardinals Attn: William O. Dewitt, III 700 Clark Street St. Louis, MO 63102	St. Louis Cardinals Attn: William O. Dewitt, III 700 Clark Street St. Louis, MO 63102 E-Mail: wdewitt@cardinals.com Telephone: (314) 345-9345 Facsimile: (314) 345-9881	Trade Debt		68,700.82
Fanfoto LLC Attn: Maria Leal 11901 W. 48th Ave. Wheat Ridge, CO 80033	Fanfoto LLC Attn: Maria Leal 11901 W. 48th Ave. Wheat Ridge, CO 80033 E-Mail: mleal@sharpshooterimaging.com Telephone: (303) 962-2333	Trade Debt		66,208.88
Level 3 Communications LLC Attn: Louella Eustice 100 South Cincinnati Ave., #1200 Tulsa, OK 74103	Level 3 Communications LLC Attn: Louella Eustice 100 South Cincinnati Ave., #1200 Tulsa, OK 74103 E-Mail: Louella.Eustice@Level3.com Telephone: (918) 547-7431	Trade Debt	Disputed	60,469.17
Monumental Sports & Entertainment Attn: Gary Kolker 601 F Street NW Washington, DC 20004	Monumental Sports & Entertainment Attn: Gary Kolker 601 F Street NW Washington, DC 20004 E-Mail: gkolker@monumentalsports.com Telephone: (202) 628-3200 ext 6026	Trade Debt		50,000.00
Harlem Globetrotters Int'l Attn: Michael Syracuse 400 E. Van Buren, #300 Phoenix, AZ 85004	Harlem Globetrotters Int'l Attn: Michael Syracuse 400 E. Van Buren, #300 Phoenix, AZ 85004 E-Mail: syracuse@harlemglobetrotters.com Telephone: (602) 258-000 Facsimile: (602) 258-5925	Trade Debt		44,876.45

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
Angels Baseball LP Attn: Robert Alvarado 2000 Gene Autry Way Anaheim, CA 92806	Angels Baseball LP Attn: Robert Alvarado 2000 Gene Autry Way Anaheim, CA 92806 E-Mail: Robert.Alvarado@angels.com Telephone: (714) 940-2000 Facsimile: (714) 940-2251	Trade Debt		44,025.39
FremantleMedia NA Inc. Attn: Nicholas Dale 4000 W. Alameda Ave., 3rd Flr. Burbank, CA 91505	FremantleMedia NA Inc. Attn: Nicholas Dale 4000 W. Alameda Ave., 3rd Flr. Burbank, CA 91505 E-Mail: Nicholas.Dale@fremantlemedia.com Telephone: (818) 748-1379 Facsimile: (818) 729-8446	Trade Debt		43,292.63
Atlanta National League Baseball Club, Inc. Attn: Derek Schiller Turner Field 755 Hank Aaron Drive Atlanta, GA 30315	Atlanta National League Baseball Club, Inc. Attn: Derek Schiller Turner Field 755 Hank Aaron Drive Atlanta, GA 30315 E-Mail: Derek.Schiller@braves.com Telephone: (404) 614-2177 Facsimile: (404) 614-1329	Trade Debt		38,468.71
Kansas City Royals Attn: Brad Zollars Kauffman Stadium One Royal Way Kansas City, MO 64129	Kansas City Royals Attn: Brad Zollars Kauffman Stadium One Royal Way Kansas City, MO 64129 E-Mail: Brad.Zollars@royals.com Telephone: (816) 504.4159	Trade Debt		35,486.41
Yahchaaroah Lightbourne c/o Robert B. Carey Hagens Berman Sobol Shapiro LLP 11 West Jefferson Street, Suite 1000 Phoenix, Arizona 85003	Yahchaaroah Lightbourne c/o Robert B. Carey Hagens Berman Sobol Shapiro LLP 11 West Jefferson Street, Suite 1000 Phoenix, Arizona 85003 Email: rob@hbsslaw.com Telephone: (602) 840-5900 Facsimile: (602) 840-3012		Disputed; Lawsuit	0.00
CBS Interactive Attn: Patty Hirsch 28 E. 28th St., 10th Flr. New York, NY 10016-7922	CBS Interactive Attn: Patty Hirsch 28 E. 28th St., 10th Flr. New York, NY 10016-7922 E-Mail: PHirsch@cbs.com Telephone: (646) 472-3895 Facsimile: (646) 472-3936		Disputed; Lawsuit	0.00

I, Mydung Tran, the Chief Financial Officer of Brand Affinity Technologies Inc., 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: December 15, 2014



Mydung Tran, Chief Financial Officer
Debtor's Signature and Title

Party Name, Address, and Telephone Number (CA State Bar No. If applicable) Robert E, Opera – State Bar No. 101182 ropera@winthropcouchot.com WINTHROP COUCHOT PROFESSIONAL CORPORATION 660 Newport Center Drive, #400 Newport Beach, CA 92660 (949) 720-4100	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Brand Affinity Technologies, Inc. Debtor.	CHAPTER 11 CASE NUMBER: _____ (No Hearing Required)

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

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):

101 Academy, Suite 101, Irvine, CA 92617
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

101 Academy, Suite 101, Irvine, CA 92617
3. Disclose the current business address(es) for all corporate officers:

101 Academy, Suite 101, Irvine, CA 92617
4. Disclose the current business address(es) where the Debtor's books and records are located:

101 Academy, Suite 101, Irvine, CA 92617

In re Brand Affinity Technologies, Inc. Debtor.	CHAPTER 11 CASE NUMBER
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5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

101 Academy, Suite 101, Irvine, CA 92617

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

Not applicable

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

Mydung Tran – Chief Financial Officer

101 Academy, Suite 101, Irvine, CA 92617

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

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

Executed on the 15th of December 2014 at Newport Beach, California.

Mydung Tran

Type Name of Officer

Chief Financial Officer

Position or Title of Officer



Signature of Declarant

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

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

NONE

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of 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).)

NOT APPLICABLE

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy 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 such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

NONE


4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of 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).)

NOT APPLICABLE

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

Executed at Newport Beach, California

Dated December 15, 2014



Debtor
By: Mydung Tran, CFO