

United States Bankruptcy Court
District of Colorado

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): MStar PTC, LLC
Name of Joint Debtor (Spouse) (Last, First, Middle): NA
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Mstar Networks, Mstar Metro
All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): NA
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): Mstar PTC 27-0212154 Mstar Networks 26-2973918
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): NA
Street Address of Debtor (No. and Street, City, and State): 7108 S. Alton Way Bldg M Centennial, CO
Street Address of Joint Debtor (No. and Street, City, and State): NA
County of Residence or of the Principal Place of Business: Arapahoe
County of Residence or of the Principal Place of Business: NA
Mailing Address of Debtor (if different from street address): 9674 E. Arapahoe Road PMB 202 Greenwood, Village
Mailing Address of Joint Debtor (if different from street address): NA

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Nature of Business (Check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
Nature of Debts (Check one box.)

Filing Fee (Check one box.)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors
Estimated Assets

Estimated Liabilities

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): MStar PTC, LLC
--	---

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: NA	Case Number:	Date Filed:
Location Where Filed: NA	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: NA	Case Number:	Date Filed:
District: District of Colorado	Relationship:	Judge:

<p style="text-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 style="text-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>
--	--

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.)

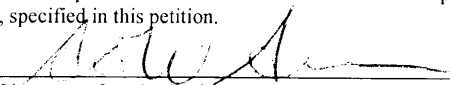
(Name of landlord that obtained judgment)

(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 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.

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

B 1 (Official Form) 1 (1/08)		Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): MStar PTC, LLC	
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.</p> <p>[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.</p> <p>[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 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 Number (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 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. § 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.</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>_____ Printed Name of Attorney for Debtor(s)</p> <p>_____ Firm Name</p> <p>_____ Address</p> <p>_____ Telephone Number</p> <p>_____ Date</p> <p><small>*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.</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 _____ 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 of 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 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.</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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual Scot Susmann Printed Name of Authorized Individual Vice President Title of Authorized Individual 09-03-2010 Date</p>		

ORGANIZATIONAL RESOLUTION

The undersigned hereby certifies that at a meeting duly called and held of the members of Mstar PTC, LLC, the following Resolution was adopted:

The members of the company are hereby authorized and directed to file a voluntary petition under Chapter 11 of the United States Bankruptcy Code, to hire and engage the law firm of Appel & Lucas, P.C. as bankruptcy counsel and to take such actions in connection with the Chapter 11 case as may be necessary or proper.

Dated: September 3, 2010

Mstar PTC, LLC

By: 

Scot S. Susmann

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

IN RE:)	
)	
MStar PTC, LLC)	CASE NO. 10-_____
)	CHAPTER: 11
DEBTOR)	

**CORPORATE OWNERSHIP STATEMENT
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-4**

The Debtor, MStar PTC, LLC, pursuant to FED. R. BANKR. P. 1007(a)(1) and 7007.1 and L.B.R. 1007-4 and L.B.R. 7007.1-1 states as follows:

[] There are no corporations that directly or indirectly own 10% or more of any class of the debtor's equity interest.

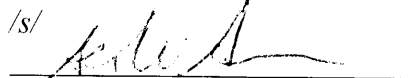
[X] The following corporations directly or indirectly own 10% or more of a class of the debtor's equity interest:

1. J&S Converged Holdings, LLC
2. SDM Investments, LLC
3. HJES Investments, LLC

Dated: September 3, 2010

Mstar PTC, LLC

/s/



By: Scot Susmann

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

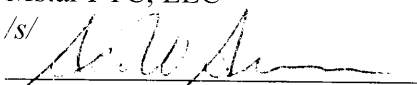
IN RE:)
)
 MStar PTC, LLC) CASE NO. 10-_____
) CHAPTER: 11
 DEBTOR.)

**LIST OF EQUITY SECURITY HOLDERS
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-4**

MStar PTC, LLC (a Delaware limited liability company), named as the Debtor in this case, for its List of Equity Security Holders, pursuant to Fed.R.Bankr.P. 1007(a)(3), submits as follows:

SECURITY HOLDER	Class or Type of Interest	Ownership Percentage
PTC Investments No. 2, LLC	Sole Member	100.00%
Total		100.00%

Dated: September 3, 2010

Mstar PTC, LLC
 /s/ 
 By: Scot Susmann

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: MStar PTC, LLC
Debtor.**

**Case Number: 10-_____
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 and Fed. R. Bankr. P. 1007(m).

	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address including zip code of employee, agent, or department of creditor familiar with the claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if partially secured also state value of security)
1	Todd F. Maynes P.C. Kirkland & Ellis LLP 300 N LaSalle Chicago IL 60654	Todd Maynes Same Address 312-862-2485	Loan		\$ 3,801,142.45
2	DynamicCity, LLC 4112 N Cove Dr Provo UT 84604-4966	Corey Turner Same Address 801-443-6530	Trade Debt		\$ 42,000.00
3	Center 7 357 S 670 W Ste 100 Lindon UT 84042	Jeff Swain Same Address 801-822-5330	Trade Debt		\$ 41,876.10
4	Turner Network Sales, Inc. PO Box 532450 Charlotte NC 28290-2450	Kathy Edwards Same Address 404-827-5775	Trade Debt		\$ 40,580.63
5	Discovery Communications One Discovery Place Sivler Springs, MD 20910	Nathan Pfefferkorn Same Address 240-662-2195	Trade Debt		\$ 37,789.50

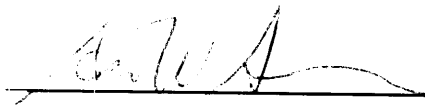
6	IBM Corporation PO Box 534151 Atlanta GA 3353-4151	Helen Hang Same Address 888-245-5572 x 40398	Trade Debt		\$ 33,871.61
7	MW Sports Network, LLC P.O. Box 785366 Philadelphia PA 19178-5366	Gregory Scannapieco Same Address 215-286-5797	Trade Debt		\$ 29,880.71
8	Avail Media 11190 Sunrise Valley Drive Suite 301 Reston VA 20191	Stanley Konar Same Address 818-526-5226	Trade Debt		\$ 27,135.00
9	Jim Marshall 7108 S. Alton Way Building M Centennial CO 80111	Jim Marshall Same Address 303-793-9991	Loan		\$ 25,000.00
10	Veracity Communications 379 N. University Avenue Suite 301 Provo, UT 84601	Drew Peterson Same Address 801-437-7869	Trade Debt		\$ 23,178.99
11	inContact Payment 7730 Union Park Ave Suite 500 Midvale, UT 84047	Michael Kemper Same Address 888-559-6453	Trade Debt		\$ 23,009.59
12	FSN Rocky Mountain Liberty FSNRM 15154 Collections Center Dr Chicago IL 60693	Kristin Castillo Same Address 310-369-1110	Trade Debt		\$ 22,561.92
13	Sherman & Howard LLC 633 Seventeen Street Suite 3000 Denver CO 80202	Greg Ramos Same Address 303-297-2900	Legal Fees		\$ 16,450.82
14	Lifetime TV-Affiliate PO Box 7247-6603 Philadelphia PA 19170-6603	Jay Jackson Same Address 212-424-7329	Trade Debt		\$ 15,609.88

15	Newport Television License 460 Nichols Road Ste 250 Kansas City MO 64112	Annisa Wright Same Address 816-751-8225	Trade Debt		\$ 13,986.21
16	Outblaze PO Box 534151 Atlanta GA 3353-4151	Helen Hang Same Address 888-245-5572 x 40398	Trade Debt		\$ 9,299.53
17	Hasler Financial Services, Inc. 478 Wheelers Farms Road Milford, CT 06461	Angela Harp Same Address 203-301-3621	Equipment Lease		\$ 8,138.88
18	Arrowstar Construction, Inc. Arrowstar Property Mgmt 727 N 1550 E Ste 400 Orem UT 84097	Dan Ross 801-437-4567	Office Rental		\$ 7,038.90
19	ServerPlus P.O. Box 970842 Orem UT 84097	Layne Sisk Same Address 801-426-8283	Trade Debt		\$ 6,849.00
20	Travel Media, Inc. PO Box 79903 Baltimore, MD 21279-0903		Programming		\$ 6,039.84

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

I, Scot Susmann, the Vice President of MStar PTC, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of creditors holding the 20 largest unsecured claims and that it is true and correct to the best of my information and belief.

Date: September 3, 2010.

Signature: 

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

In re: Mstar PTC, LLC
Debtor

Case No. _____
(if known)

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 and 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 owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and

insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

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.)

None

AMOUNT	SOURCE	
\$2,292,453	Subscriber Revenue	05-01-09 to 12-31-09
\$1,992,148	Subscriber Revenue & Mgmt Fee	01-01-10 to 07-31-10

2. Income other than from employment or operation of business

State the amount of income received by the debtor other than from employment, trade, profession, 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.)

None

3. Payments to creditors

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.)

 X 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 \$5,475. 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.)*

SEE ATTACHED SOFA SCHEDULE 3B

*c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)*

SEE ATTACHED SOFA SCHEDULE 3C

4. Suits and administrative proceedings, executions, garnishments and attachments

- 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.)

 X 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.)

 X None

5. Repossessions, foreclosures and returns

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.)

 X None

6. Assignments and receiverships

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.)

 X 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.)

 X None

7. Gifts

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.)

None

8. Losses

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.)

None

9. Payments related to debt counseling or bankruptcy

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
D. White Law, P.C. 1355 S. Colorado Blvd Suite 600 Denver, CO 80222	August 26, 2010	\$15,000.00

10. Other transfers

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint

petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

None

11. Closed financial accounts

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.)

Wells Fargo	Checking Account #2702
PO Box 5058	Closed August, 2010
MAC: P6053-021	(\$249) Balance
Portland, OR 97208-5058	

12. Safe deposit boxes

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.)

None

13. Setoffs

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.)

X None

14. Property held for another person

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

X None

15. Prior address of debtor

If 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
188 Inverness Drive West Suite 302 Englewood, CO 80112	Mstar PTC, LLC Mstarnetworks, LLC Mstarmetro, LLC	June 2009
727 N 1500 E #350 Orem, UT 84097	Mstarnetworks, LLC Mstarmetro, LLC	May 2009

16. Spouses and Former Spouses

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.

X None

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.

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:

 X 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.

 X 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.

 X None

18 . Nature, location and name of business

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.

X None

NAME	LAST FOUR DIGITS OF SOCIAL-SECURTY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	----------------------------

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.

X None

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

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.

 None

NAME AND ADDRESS

DATES SERVICES RENDERED

Cathy Wagner
3230 S. Holly Place
Denver, CO 80222

May 2009 to Present

b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

 X 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.

 X 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.

 None

NAME AND ADDRESS

DATE ISSUED

Agility Lease Fund-II, LLC
101 E. Gurley Street
#202
Prescott, AZ, 86301

Monthly August 2009 to July 2010

20. Inventories

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.

 X None

DATE OF INVENTORY

INVENTORY SUPERVISOR

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

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

 X None

DATE OF INVENTORY

NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

 None

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
PTC Investments No. 2, LLC 7108 S. Alton Way Bldg M Centennial, CO 80111	Sole Member	100%

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.

 X None

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	--

22 . Former partners, officers, directors and shareholders

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.

X None

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

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.

X None

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

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.

X None

24. Tax Consolidation Group.

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.

 X None

NAME OF PARENT CORPORATION

TAXPAYER-IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

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.

 X None

NAME OF PENSION FUND

TAXPAYER-IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed by an individual or individual and spouse]

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.

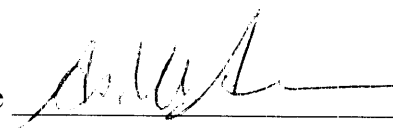
Date _____ Signature of Debtor _____

Date _____ Signature of Joint Debtor (if any) _____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing 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: September 3, 2010

Signature  _____

Print Name and Title Scot Susmann, Vice President

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

6 continuation sheets attached

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

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

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

debtor or accepting any fee from the debtor, as required by that section.

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

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

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

Address

Signature of Bankruptcy Petition Preparer

Date

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

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

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

Mstar PTC, LLC
Mstarnetworks, LLC
SOFA SCHEDULE 3B

Type	Date	Num	Name	Amount
Bill Pmt -Check	06/01/2010	3187	Burnham, Kade	198.10
Bill Pmt -Check	06/01/2010	3188	Grover, Seth B.	103.95
Bill Pmt -Check	06/01/2010	3189	Laitinen, Raimo	600.00
Bill Pmt -Check	06/01/2010	3190	Larkin, Brendan	450.00
Bill Pmt -Check	06/01/2010	3191	Stewart, David	500.00
Bill Pmt -Check	06/01/2010	pd online	UPS - do not pay - online payment	62.17
Bill Pmt -Check	06/01/2010	3213	Todd Maynes	1,027.01
Bill Pmt -Check	06/01/2010	3214	Todd Maynes	10,390.34
Bill Pmt -Check	06/01/2010	ACH	Agility Lease Fund-II, LLC	52,449.55
Bill Pmt -Check	06/01/2010	wire transf	ServerPlus	1,440.00
General Journal	06/01/2010	X1160	AmEx Fee	4.95
Bill Pmt -Check	06/02/2010	Wire Transf	Utopia	10,668.81
General Journal	06/02/2010	X1160	Discover Card Fee	137.31
Bill Pmt -Check	06/03/2010	3192	*FSN Rocky Mountain	10,187.26
Bill Pmt -Check	06/03/2010	3192	*ESPN	12,289.44
General Journal	06/03/2010	X1160	Credit Card Fee	2,062.38
Bill Pmt -Check	06/04/2010	3193	Utopia	63,111.27
Transfer	06/04/2010		Funds Transfer	3,000.00
Bill Pmt -Check	06/07/2010	3194	STB Funding, LLC	14,968.73
General Journal	06/07/2010	X1160	AmEx Fee	784.90
Bill Pmt -Check	06/09/2010	3196	Utopia	63,111.26
Bill Pmt -Check	06/09/2010	3197	Utopia	20.00
Bill Pmt -Check	06/09/2010	Wire Transf	Veracity Communications	10,000.00
General Journal	06/11/2010	X1126	Teamworks Payroll	7,971.40
Bill Pmt -Check	06/11/2010	3198	IBM Corporation	3,730.56
Bill Pmt -Check	06/11/2010	3199	Keith Crow	1,245.54
Bill Pmt -Check	06/11/2010	3200	Ortega, Edgar -	230.00
Bill Pmt -Check	06/11/2010	3201	UPS Store - Midvale	58.34
Bill Pmt -Check	06/11/2010	3202	UPS Store - Murray, SLC #3033	180.49
Bill Pmt -Check	06/11/2010	3203	UPS Store - Orem	297.15
Bill Pmt -Check	06/11/2010	3204	UPS Store - Spanish Fork #4272	178.81
Bill Pmt -Check	06/11/2010	3205	Wentzlaff, Mark	202.10
General Journal	06/11/2010	X1160	Credit Card Fee	38.50
Bill Pmt -Check	06/14/2010	3206	Guerra, Francisco	430.20
Bill Pmt -Check	06/14/2010	3207	Larson, Brett	500.00
Bill Pmt -Check	06/14/2010	3208	Stewart, David	500.00
Bill Pmt -Check	06/14/2010	3209	Larkin, Brendan	450.00
Bill Pmt -Check	06/14/2010	pd online	UPS - do not pay - online payment	23.87
General Journal	06/14/2010	X1128	Prime Time Communications	67,000.00
General Journal	06/15/2010	X1160	Bank Service Charges	2,380.82

Mstar PTC, LLC
Mstarnetworks, LLC
SOFA SCHEDULE 3B

Type	Date	Num	Name	Amount
Bill Pmt -Check	06/15/2010	ACH	Agility Lease Fund-II, LLC	11,748.48
General Journal	06/16/2010	X1152	Prime Time Communications	8,000.00
Bill Pmt -Check	06/18/2010	3210	Dental Select	54.90
Bill Pmt -Check	06/18/2010	3211	Grover, Seth B.	437.45
General Journal	06/18/2010	X1128	Prime Time Communications	15,000.00
Bill Pmt -Check	06/18/2010	ACH	Veracity Communications	20,000.00
Bill Pmt -Check	06/18/2010	auto w/d	Hartford, The	140.11
Bill Pmt -Check	06/18/2010	ach	Agility Lease Fund-II, LLC	2,549.24
General Journal	06/21/2010	X1128	Sherman & Howesrd	10,000.00
Bill Pmt -Check	06/22/2010	3212	Alviso, Patricia	14.27
Bill Pmt -Check	06/23/2010	wire transf	ServerPlus	8,704.85
General Journal	06/25/2010	X1126	Teamworks Payroll	9,168.87
Bill Pmt -Check	06/25/2010	Wire Transf	Center 7	35,003.05
Bill Pmt -Check	06/28/2010	Phone Pay	United Health Care	1,821.22
Bill Pmt -Check	06/29/2010	3215	*Comcast Media Center	390.00
Bill Pmt -Check	06/29/2010	3216	*FSN Rocky Mountain	12,971.76
Bill Pmt -Check	06/29/2010	3217	American Family Insurance	165.53
Bill Pmt -Check	06/29/2010	3218	Ayre Woods, LLC	630.00
Bill Pmt -Check	06/29/2010	3219	Great Lakes Data Systems	4,666.05
Bill Pmt -Check	06/29/2010	3220	Marsh, Tehmi -	150.99
Bill Pmt -Check	06/29/2010	3222	UPS Store- N Ogden #3790	67.63
Bill Pmt -Check	06/29/2010	3223	UPS Store - Murray, SLC #3033	226.61
Bill Pmt -Check	06/29/2010	3224	UPS Store - Orem	278.80
Bill Pmt -Check	06/29/2010	3225	UPS Store - Taylorsville	25.38
Bill Pmt -Check	06/30/2010	pd online	UPS - do not pay - online payment	11.72
Bill Pmt -Check	06/30/2010	3228	Utopia	137,302.41
Bill Pmt -Check	06/30/2010	3229	Utopia	10,688.81
Bill Pmt -Check	06/30/2010	3230	Verizon Wireless	1,395.57
Bill Pmt -Check	06/30/2010	Wire Transf	*Fox Soccer Channel	257.50
Bill Pmt -Check	06/30/2010	Wire Transf	*National Geographic	1,327.35
Bill Pmt -Check	06/30/2010	Wire Transf	*National Geographic Channel HD	91.32
Bill Pmt -Check	06/30/2010	3241	Veracity Communications	37.64
General Journal	06/30/2010	X1162	Prime Time Communications	63,000.00
Bill Pmt -Check	07/01/2010	3231	Grover, Seth B.	185.55
Bill Pmt -Check	07/01/2010	3232	Larkin, Brendan	450.00
Bill Pmt -Check	07/01/2010	3233	Stewart, David	500.00
General Journal	07/01/2010	X1128	Prime Time Communications	20,000.00
Bill Pmt -Check	07/01/2010	ACH	Agility Lease Fund-II, LLC	59,004.73
General Journal	07/01/2010	X1160	AmEx Fee	4.95
Bill Pmt -Check	07/02/2010	pd online	UPS - do not pay - online payment	34.76
General Journal	07/02/2010	X1160	Discover Card Fee	131.47

Mstar PTC, LLC
Mstarnetworks, LLC
SOFA SCHEDULE 3B

Type	Date	Num	Name	Amount
Bill Pmt -Check	07/06/2010	ACH	Veracity Communications	10,000.00
General Journal	07/06/2010	X1161	Prime Time Communications	25,000.00
General Journal	07/06/2010	X1161	Prime Time Communications	20,000.00
General Journal	07/06/2010	X1160	AmEx Fee	1,485.74
General Journal	07/06/2010	X1160	Credit Card Fee	3,518.39
Bill Pmt -Check	07/07/2010	3234	Todd Maynes	10,961.61
General Journal	07/09/2010	X1161	Teamworks Payroll	8,422.33
Bill Pmt -Check	07/09/2010	Wire Trans	STB Funding, LLC	14,968.73
Bill Pmt -Check	07/10/2010	pd online	UPS - do not pay - online payment	10.85
General Journal	07/14/2010	X1160	Bankcard Fee	38.50
General Journal	07/14/2010	X1150	Prime Time Communications	50,000.00
Bill Pmt -Check	07/15/2010	3235	Carrie Christensen	350.00
Bill Pmt -Check	07/15/2010	3236	Larkin, Brendan	450.00
Bill Pmt -Check	07/15/2010	3237	Dean, Cody	150.00
General Journal	07/15/2010	X1160	Bank Service Charges	2,607.29
Bill Pmt -Check	07/16/2010	3238	Hafer, Michael	2,800.00
General Journal	07/19/2010	X1161	Teamworks Payroll	1,381.49
Bill Pmt -Check	07/19/2010	auto w/d	Hartford, The	140.11
Bill Pmt -Check	07/20/2010	3239	Guerra, Francisco	220.00
Bill Pmt -Check	07/20/2010	3240	Ortega, Edgar -	219.58
General Journal	07/21/2010	X1128	Sherman & Howard	10,000.00
Bill Pmt -Check	07/22/2010	3242	Aaron, Scott	63.95
Bill Pmt -Check	07/22/2010	3243	Adams, John Chris	204.02
Bill Pmt -Check	07/22/2010	3244	Baker, Barbara	24.75
Bill Pmt -Check	07/22/2010	3245	Bakken, Michael	33.33
Bill Pmt -Check	07/22/2010	3246	Bennett, Dean & Gayle	62.04
Bill Pmt -Check	07/22/2010	3247	Bybee, Todd	16.21
Bill Pmt -Check	07/22/2010	3248	Dental Select	54.90
Bill Pmt -Check	07/22/2010	3249	Kardos, Dave	559.17
Bill Pmt -Check	07/22/2010	3250	Keith Crow	1,245.54
Bill Pmt -Check	07/22/2010	3251	Kemple, Shawn	67.04
Bill Pmt -Check	07/22/2010	3252	Keyes, Sterling	12.63
Bill Pmt -Check	07/22/2010	3253	Peterson, Joseph	80.56
Bill Pmt -Check	07/22/2010	3254	Reeves, Scott	25.43
Bill Pmt -Check	07/22/2010	3255	Reynolds, Keith & Joyce	67.59
Bill Pmt -Check	07/22/2010	3256	Savage, Nathan	18.48
Bill Pmt -Check	07/22/2010	3257	Savage, Nathan 1	33.52
Bill Pmt -Check	07/22/2010	3258	Strong, Rodney	33.16
Bill Pmt -Check	07/22/2010	3259	Turner, Jason	6.29
Bill Pmt -Check	07/22/2010	3260	United Health Care	1,417.84
Bill Pmt -Check	07/22/2010	3261	Weir, Harold & Roxanne	62.79

Mstar PTC, LLC
Mstarnetworks, LLC
SOFA SCHEDULE 3B

Type	Date	Num	Name	Amount
Bill Pmt -Check	07/22/2010	3262	Wentzlaff, Mark	101.66
General Journal	07/23/2010	X1161	Teamworks Payroll	7,495.08
Bill Pmt -Check	07/23/2010	Wire Transf	ServerPlus	5,000.00
Bill Pmt -Check	07/26/2010	ACH	Veracity Communications	10,000.00
Bill Pmt -Check	07/26/2010	pd online	UPS - do not pay - online payment	10.85
General Journal	07/26/2010	X1152	Prime Time Communications	60,000.00
Bill Pmt -Check	07/26/2010	PhonePay	United Health Care	902.60
General Journal	07/26/2010	X1152	Prime Time Communications	45,000.00
Bill Pmt -Check	07/27/2010	3264	Brown, Dave	1,500.00
Bill Pmt -Check	07/27/2010	3265	Waibel, Ray	1,500.00
General Journal	07/28/2010	X1160	GLDS Customers	5,816.04
Bill Pmt -Check	07/29/2010	3266	*FSN Rocky Mountain	10,205.92
Bill Pmt -Check	07/29/2010	3267	Ayre Woods, LLC	315.00
Bill Pmt -Check	07/29/2010	3268	Center 7	28,500.00
Bill Pmt -Check	07/29/2010	3269	Great Lakes Data Systems	4,816.47
Bill Pmt -Check	07/29/2010	3270	Guerra, Francisco	270.36
Bill Pmt -Check	07/29/2010	3271	Hafer, Michael	2,800.00
Bill Pmt -Check	07/29/2010	3272	UPS Store- N Ogden #3790	184.39
Bill Pmt -Check	07/29/2010	3273	UPS Store - Midvale	157.62
Bill Pmt -Check	07/29/2010	3274	UPS Store - Murray, SLC #3033	383.94
Bill Pmt -Check	07/29/2010	3275	UPS Store - Orem	547.22
Bill Pmt -Check	07/29/2010	3276	UPS Store - Spanish Fork #4272	21.72
Bill Pmt -Check	07/29/2010	3277	UPS Store - Taylorsville	74.98
Bill Pmt -Check	07/29/2010	3278	Wagner, Gabriel	100.00
Bill Pmt -Check	07/29/2010	Wire Transf	Cisco	5,172.73
Bill Pmt -Check	07/29/2010	Wire Transf	ServerPlus	5,565.00
Bill Pmt -Check	07/30/2010	wire transf	Kardos, Dave	900.00
Bill Pmt -Check	07/30/2010	Wire transf	Level 3	10,000.00
Bill Pmt -Check	07/30/2010	3281	Avail Media	27,351.00
Bill Pmt -Check	07/30/2010	ACH	Veracity Communications	16,064.17
Bill Pmt -Check	07/30/2010	3282	Utopia	15,688.81
Bill Pmt -Check	08/02/2010	ACH	Agility Lease Fund-II, LLC	64,125.01
Bill Pmt -Check	08/03/2010	3284	Carrie Christensen	550.00
Bill Pmt -Check	08/03/2010	3286	Larkin, Brendan	400.00
Bill Pmt -Check	08/05/2010	3287	Maricopa Broadband	3,788.72
General Journal	08/06/2010	X1161	Teamworks Payroll	8,194.45
General Journal	08/06/2010	X1129	Maricopa Broadband	2,747.78
Bill Pmt -Check	08/10/2010	Wire Transf	Veracity Communicatiois	10,000.00
Bill Pmt -Check	08/10/2010	3288	Utopia	121,629.62
Bill Pmt -Check	08/10/2010	Wire Transf	STB Funding, LLC	2,732.67
Bill Pmt -Check	08/11/2010	pd online	Verizon Wireless	521.13

Mstar PTC, LLC
Mstarnetworks, LLC
SOFA SCHEDULE 3B

Type	Date	Num	Name	Amount
Bill Pmt -Check	08/12/2010	3289	Grover, Seth B.	120.00
Bill Pmt -Check	08/12/2010	3290	Larkin, Brendan	450.00
General Journal	08/13/2010	X1128	Prime Time Communications	29,000.00
General Journal	08/13/2010	X1129	Maricopa Broadband	8,321.82
General Journal	08/13/2010	X1130	Prime Time Communications	25,000.00
Bill Pmt -Check	08/16/2010	3291	*Discovery Communications, Inc.	5,500.00
General Journal	08/18/2010	x334	Prime Time Communications	16,000.00
Bill Pmt -Check	08/19/2010	auto w/d	Hartford, The	140.11
Bill Pmt -Check	08/23/2010	pd online	UPS - do not pay - online payment	22.84
General Journal	08/23/2010	X1129	Maricopa Broadband	5,030.18
Bill Pmt -Check	08/26/2010	3292	American Family Insurance	258.62
Bill Pmt -Check	08/26/2010	3293	Ayre Woods, LLC	300.00
Bill Pmt -Check	08/26/2010	3294	Bass, Kent	125.53
Bill Pmt -Check	08/26/2010	3295	Cottam, Spencer	92.19
Bill Pmt -Check	08/26/2010	3296	Dental Select	54.90
Bill Pmt -Check	08/26/2010	3297	Great Lakes Data Systems	9,508.05
Bill Pmt -Check	08/26/2010	3298	Guerra, Francisco	350.00
Bill Pmt -Check	08/26/2010	3300	Kardos, Dave	220.00
Bill Pmt -Check	08/26/2010	3301	Marsh, Tehmi -	150.99
Bill Pmt -Check	08/26/2010	3302	Nelson, Karole	24.95
Bill Pmt -Check	08/26/2010	3303	Ortega, Edgar -	290.00
Bill Pmt -Check	08/26/2010	3304	Ostrander, Lynn	98.17
Bill Pmt -Check	08/26/2010	3305	Penrod, Keller	49.90
Bill Pmt -Check	08/26/2010	3306	Peterson, Gina	30.20
Bill Pmt -Check	08/26/2010	3307	Thatcher, Patricia	18.45
Bill Pmt -Check	08/26/2010	3308	United Health Care	1,049.65
Bill Pmt -Check	08/26/2010	3309	Whiting, Michael	1.40
Bill Pmt -Check	08/26/2010	Wire Transf	D. White Law, P.C	15,000.00
General Journal	08/26/2010	X1134	Prime Time Communications	50,000.00
Bill Pmt -Check	08/02/2010	ACH	Agility Lease Fund-II, LLC	64,125.01

Mstar PTC, LLC

Mstarnetworks, LLC

SOFA Exhibit 3C

Disbursements to Insiders

Nam	Type	Date	Num	Amount	Purpose
Marshall, Jim	Bill Pmt -Check	09/21/2009	1736	76.74	Expense Reimbursement
Marshall, Jim	Bill Pmt -Check	01/18/2010	3026	1,231.14	Expense Reimbursement
Susmann, Scot	Bill Pmt -Check	02/09/2010	3052	2,646.33	Expense Reimbursement
Susmann, Scot	Bill Pmt -Check	03/15/2010	3096	4,762.22	Expense Reimbursement
Susmann, Scot	Bill Pmt -Check	04/12/2010	3124	2,000.00	Expense Reimbursement
Todd Maynes	Bill Pmt -Check	09/08/2009	1718	17,352.32	Loan Payment
Todd Maynes	Bill Pmt -Check	10/06/2009	1806	15,000.00	Loan Payment
Todd Maynes	Bill Pmt -Check	12/01/2009	1874	1,400.00	Expense Reimbursement
Todd Maynes	Bill Pmt -Check	04/06/2010	3122	1,245.54	Expense Reimbursement
Todd Maynes	Bill Pmt -Check	04/12/2010	3125	7,500.00	Loan Payment
Todd Maynes	Bill Pmt -Check	04/28/2010	3148	7,500.00	Loan Payment
Todd Maynes	Bill Pmt -Check	05/19/2010	3164	1,245.54	Loan Payment
Todd Maynes	Bill Pmt -Check	05/19/2010	3165	821.62	Loan Payment
Todd Maynes	Bill Pmt -Check	05/19/2010	3166	557.81	Loan Payment
Todd Maynes	Bill Pmt -Check	06/01/2010	3213	1,027.01	Expense Reimbursement
Todd Maynes	Bill Pmt -Check	06/01/2010	3214	10,390.34	Loan Payment
Todd Maynes	Bill Pmt -Check	07/07/2010	3234	10,961.61	Loan Payment

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

SUMMARY OF SCHEDULES

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

Name of Schedule	Attached (Y/N)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	Yes	1	\$ -		
B - Personal Property	Yes	1	\$ 3,403,808.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		\$ 2,780,788.41	
E - Creditors Holding Unsecured Priority Claims	Yes			\$ 72,918.07	
F - Creditors Holding Unsecured NonPriority Claims	Yes			\$ 728.00	
G - Executory Contracts and Unexpired Leases	Yes				
H - Codebtors	Yes	1			
I - Current Income of Ind. Debtors	No				
J - Current Expenditures of Ind. Debtors	No				
TOTAL		4	\$ 3,403,808.00	\$ 2,854,434.48	

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

SCHEDULE A - REAL PROPERTY

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

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

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

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

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	Husband, wife, joint or community	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

	TOTAL		\$ -	

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

SCHEDULE B - PERSONAL PROPERTY

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

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

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

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT MARKET 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 account, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations or credit unions, brokerage houses, or cooperatives.		BBVA Compass Bank Checking Accounts 8100 E. Arapahoe Road 3rd Floor Centennial, CO 80112		\$ 500.00
3 Security deposits with public utilities, telephone companies, landlords and others		Veracity Agility Lease Fund Level 3		\$ 25,000.00 \$ 79,210.00 \$ 10,000.00
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		
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.	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 non-negotiable instruments.	X		
16	Accounts receivable.		Current Subscribers	\$ 77,070.00
			ResortInternet	\$ 20,000.00
17	Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18	Other liquidated debts owing 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		
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.			
23	Licenses, franchises, and other general intangibles. Give particulars.		Broadsoft Licenses	\$ 325,000.00
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.		Subscriber Base	\$ 1,500,000.00
25	Automobiles, trucks, trailers and other vehicles and accessories.			\$ 500.00
26	Boats, motors and accessories.	X		
27	Aircraft and accessories.	X		
28	Office equipment, furnishings and supplies			\$ 1,500.00
29	Machinery, fixtures, equipment and supplies used in business.		Ellacoya Equipment	\$ -
			Headend Equipment	\$ 546,726.00
			Set Top Boxes	\$ 818,302.00
30	Inventory.	X		
31	Animals.	X		
32	Crops - growing or harvested. Give particulars.	X		
33	Farming equipment and implements.	X		
34	Farm supplies, chemicals and feed.	X		
35	Other personal property of any kind not listed. Itemize.	X		
			TOTAL	\$ 3,403,808.00

__ continuation sheets attached

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

Case Number: 10-_____
Chapter 11

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER	Co-Debtor	Husband, wife, joint or community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	contingent	unliquidated	disputed	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301	X		Equipment Leases for Set Top Boxes November ,2009				\$ 1,324,204.27	Unknown
Acct No. 22-128			Value: \$ Unknown					
STB Funding, LLC 7108 S. Alton Way BLDG M Centennial, CO 80112			Purchase of Set Top Boxes May, 2009				\$ 427,479.53	Unknown
Acct No.			Value: \$ Unknown					
Utopia 2175 South Redwood Road West Valley City, UT 84119			Trade Expenses Subscriber List				\$ 1,029,104.61	Unknown
Acct No.			Value: \$ Unknown					

Acct No.			Value: \$				
Acct No.			Value: \$				
Acct No.			Value: \$				
Acct No.			Value: \$				
Acct No.			Value: \$				
			TOTAL			\$ 2,780,788.41	\$ -

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

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 \$10,950* 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).

UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO

In Re: Mstar PTC, LLC
Debtor.

Case Number: 10-_____
Chapter 11

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* 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 \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

___ continuation sheets attached

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10-_____
Chapter 11**

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (continued)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	ULIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY
Utah State Tax Commission Municipal Telecommunications Tax 210 North 1950 West Salt Lake City, UT 84134			07-31-2008 to 8- 31-2008				\$ 68,829.03	\$ 68,829.03	\$ -
Utah County Treasurer Personal Property Division 100 E Center St Suite 1200 Provo, UT 84606			2008				\$ 3,612.04	\$ 3,612.04	\$ -
Delaware Secretary of State PO Box 11728 Newark, NJ 07101			March 2010				\$ 477.00	\$ 477.00	\$ -
SUBTOTALS							\$ 72,918.07	\$ 72,918.07	\$ -

							TOTAL	\$ 72,918.07	
--	--	--	--	--	--	--	--------------	---------------------	--

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 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.

Name of creditor and complete mailing address including zip code	Co-Debtor	Husband, wife, joint or community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	contingent	unliquidated	disputed	Amount of claim
Altitude Sports & Entertainment 1000 Chopper Circle Denver, CO 80204			Programming 12/09				\$ 5,428.03
Arrowstar Construction, Inc. Arrowstar Property Management 727 N 1550 E Ste 400 Orem, UT 84097			Former Office Rent 06/08				\$ 7,038.90
Avail Media 11190 Sunrise Valley Drive Suite 301 Reston, VA 20191			Circuits 04/10				\$ 27,135.00
BBC America PO Box 79869 Baltimore, MD 21279-0869			Programming 7/08				\$ 745.07

Big O Tires 1195 S State Orem, UT 84097			Auto Maintenance 09/09				\$ 723.45
Blackburn & Stoll, LLC Attorneys at Law 257 E 200 S Ste 800 Salt Lake City, UT 84111			Legal Fees 04/10				\$ 1,153.00
Brent Kleinman 1237 E 140 S Street Lindon, UT 84042			Customer Refund 5/10/2010				\$ 191.84
Business Wire, Inc Department 34182 PO Box 39000 San Francisco, CA 94139		San	Marketing 07/09				\$ 250.00
Center 7 S 670 W Ste 100 Lindon, UT 84042	357		Circuit Costs 04/10				\$ 41,876.10
Cintas Document Management PO Box 633842 Cincinnati, OH 45263			Office Supplies 03/09				\$ 397.00
Cleggs Car Care 20 S Geneva Road Orem, UT 84058			Auto Maintenance 08/10				\$ 1,426.39
Corporation Service Company PO Box 13397 Philadelphia, PA 19101-3397			Legal Fees 07/09				\$ 956.14
Dibble Electric 869 East 4500 South #261 Salt Lake City, UT 84107			Maintenance 09/09				\$ 2,750.00
Discovery Communications, Inc. PO Box 79400 Baltimore, MD 21279-0400			Programming 06/08				\$ 37,789.50

DynamicCity, LLC 4112 N Cove Dr Provo, UT 84604-4966			Circuit Costs 2009			\$ 42,000.00
ESPN c/o Bank of America Lockbox Svs 13067 Collections Center Drive Chicago, IL 60693			Programming 02/09			\$ 166.86
FedEx National LTL PO Box 95001 Lakeland, FL 33804-5001			Freight 09/09			\$ 1,047.00
Four Points Media Group 299 South Main Street Ste 150 Salt Lake City, UT 84111			Programming 09/09			\$ 3,962.06
Fox Soccer Channel File #56193 Los Angeles, CA 90074-6193			Programming 08/10			\$ 50.00
FSN Rocky Mountain Liberty FSNRM 15154 Collections Center Drive Chicago, IL 60693			Programming 03/09			\$ 22,561.92
Galavision Network Cable PO Box 216 Teaneck, NJ 07666			Programming 02/09			\$ 3,892.67
Hasler Financial Services, Inc. PO Box 45850 San Francisco, CA 94145-0850			Equipment Lease 12/09			\$ 8,138.88
High Plains Broadcasting 460 Nichols Road Ste 250 Kansas City, MO 64112			Programming 03/09			\$ 768.58
IBM Corporation PO Box 534151 Atlanta, GA 3353-4151			Equipment Lease 05/10			\$ 33,871.61

Ikon Financial Services PO Box 650073 Dallas, TX 75265-0073			Equipment Lease 10/09				\$ 1,412.28
inContact Payment Center #5450 PO Box 410468 Salt Lake City, UT 84141			Answering Service 2009				\$ 23,009.59
Integra Telecom PO Box 3034 OR 97208-3034	Portland,		Circuit Costs 10/09				\$ 121.91
Jiffy Lube Sound Billing Box 620130 53562-0130	c/o P.O. Middleton, WI		Auto Maintenance 05/09				\$ 150.29
Jim Marshall 7108 S. Alton Way Building M Centennial, CO 80111			Loan 02/10				\$ 25,000.00
Keith Crow N. LaSalle Floor 60654	300 30th Chicago, IL		Loan 05/10				\$ 1,245.54
KJZZ-TV 5181 Amelia Earhart Dr Salt Lake City, UT 84116			Programming 06/10				\$ 514.67
KSL-TV Broadcast House Attn: President PO Box 1160 Salt Lake City, UT 84110-1160			Programming 03/09				\$ 2,307.60
KSTU Fox13 TV Attn: Jennifer Nash W Amelia Earhart Dr Salt Lake City, UT 84116	5020		Programming 04/10				\$ 1,373.13
KUCW 12 CW Plains Broadcasting Nichols Road, Suite 250 Kansas City, MO 64112	High 460		Programming 09/09				\$ 253.43

Lifetime TV-Affiliate PO Box 7247-6603 Philadelphia, PA 19170-6603			Programming 02/10				\$ 15,609.88
Lunsford & Peck, LLC 384 S State Street UT 84058	Orem,		Legal Fees 04/09				\$ 25.00
Matthew Schwen 1745 W 150 N Provo, UT 84601			Marketing 03/09				\$ 3,000.00
Mountain West Telecom 17 East Vine Street Murray, UT 84107			Circuit Costs 03/09				\$ 4,168.35
Muzak, LLC Box 71070 Charolotte, NC 28272-1070	PO		Programming 04/09				\$ 159.38
MW Sports Network, LLC P.O. Box 785366 Philadelphia, PA 19178-5366			Programming 03/09				\$ 29,880.71
National Geographic File #56931 Los Angeles, CA 90074-6931			Programming 08/10				\$ 257.76
National Geographic Channel HD File #56931 Angeles, CA 90074-6931	Los		Programming 08/10				\$ 18.98
Newport Television License LLC 460 Nichols Road Ste 250 Kansas City, MO 64112			Programming 05/09				\$ 13,986.21
Outblaze Box 534151 GA 33503-4151	PO Atlanta,		02/10				\$ 9,299.53

Qwest P.O. Box 29039 Phoenix, AZ 85038-9039			Circuit Costs 08/09				\$ 346.26
Ross-Castle Gate Properties, LC Canyon River Partnership, LLC 727 N 1550 E Ste 400 Orem, UT 84097			Office Rent 05/09				\$ 4,694.43
ServerPlus P.O. Box 970842 Orem, UT 84097			Answering Service 08/10				\$ 6,849.00
Sherman & Howard LLC 633 Seventeen Street Suite 3000 Denver, CO 80202			Legal 09/09				\$ 16,450.82
Superior Water And Air, Inc. 3536 S 1950 W Lake City, UT 84119		Salt	Maintenance 09/09				\$ 659.90
The UPS Store West Center UT 84057-4605	51	Orem,	Postage 08/10				\$ 784.26
The UPS Store 1905 W 4700 S Taylorsville, UT 84118			Postage 08/10				\$ 59.87
The UPS Store #1620 1338 South Foothill Drive Salt Lake City, UT 84108			Postage 03/09				\$ 65.00
The UPS Store #3790 2637 N Washington Blvd North Ogden, UT 84414			Postage 07/10				\$ 102.76
Todd F. Maynes P.C. Kirkland & Ellis LLP 300 N LaSalle Chicago, IL 60654			Promissory Note 03/10				\$ 3,801,142.45

Tower Distribution Company WGN American Programming 5980 Collection Center Drive Chicago, IL 60693			Programming 12/09				\$ 2,671.07
Trans Union, LLC Box 99506 Chicago, IL 60693-9506	PO		Dues and Subs 05/09				\$ 65.00
Travel Media, Inc. Box 79903 Baltimore, MD 21279-0903	PO		Programming 02/09				\$ 6,039.84
Turner Network Sales, Inc. PO Box 532450 Charlotte, NC 28290-2450			Programming 09/09				\$ 40,580.63
UPS Lockbox 577 Stream, IL 60132-0577		Carol	Postage 08/10				\$ 298.12
Veracity Communications PO Box 1009 Provo, UT 84603-1009			Circuit Costs 07/10				\$ 23,178.99
Verizon Wireless Box 9622 Hills, CA 91346-9622	P.O. Mission		Cellular Phones 04/10				\$ 586.98
Wills Canyon Stop 1565 E 800 N Orem, UT 84097			Fuel 08/09				\$ 728.00

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

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.
Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301	Equipment Leases
Altitude Sports & Entertainment Chopper Circle 80204 1000 Denver, CO	Programming
American Family Insurance American Parkway WI 53777-0001 6000 Madison,	Property and Casualty Insurance
Arrowstar Construction, Inc. Property Management E Ste 400 Arrowstar 727 N 1550 Orem, UT 84097	Office Rental
Avail Media 11190 Sunrise Valley Drive Suite 301 Reston, VA 20191	Programming and Transport

<p>Ayre Woods, LLC 5300 S.</p> <p style="text-align: right;">491 W. Murray, UT 84123</p>	Office Rental
<p>BBC America PO Box 79869 MD 21279-0869</p> <p style="text-align: right;">Baltimore,</p>	Programming
<p>Bravo Company Bank of America Lockbox 403296 Atlanta, GA 30384-3296</p>	Programming
<p>CBS College Sports Network Accounts Receivable 13728 07188-0728</p> <p style="text-align: right;">Attn: PO Box Newark, NJ</p>	Programming
<p>CBS Television Stations Box 30774 York, NY 10087-0774</p> <p style="text-align: right;">PO New</p>	Programming
<p>Center 7 S 670 W Ste 100 UT 84042</p> <p style="text-align: right;">357 Lindon,</p>	Circuits
<p>Chiller Bank of America Lockbox 404955 Atlanta, GA 30384-4955</p>	Programming
<p>CNBC Inc. Bank of America Lockbox 402315 Atlanta, GA 30384-2315</p>	Programming
<p>Comcast Media Center 13431 Collections Center Drive Chicago, IL 60693</p>	Programming

Community Television of Utah Amelia Earhart Dr UT 84116	5020 W Salt Lake City,	Programming
Dental Select Box 29661-2035 Phoenix, AZ 85038-9661	P.O.	Employee Benefits - Health Insurance
Discovery Communications, Inc. PO Box 79400 Baltimore, MD 21279-0400		Programming
DynamicCity, LLC Cove Dr 84604-4966	4112 N Provo, UT	Circuits
E! Entertainment Television File 749009 Los Angles, CA 90074-9009		Programming
ESPN Bank of America Lockbox Services 13067 Collections Center Drive IL 60693	c/o Chicago,	Programming
Food HD 602018 28260-2018	P.O. Box Charlotte, NC	Programming
Four Points Media Group South Main Street Ste 150 Lake City, UT 84111	299 Salt	Programming
Fox College Sports #55652 CA 30074-5652	File Los Angeles,	Programming

Fox Movie Channel #55841 Angeles, CA 90074-5841	File Los	Programming
Fox Reality 55652 Angles, CA 90074-5652	File Los	Programming
Fox Soccer Channel File 56193 Los Angeles, CA 90074-6193		Programming
Fox Sports enEspañol #56189 Angeles, CA 90074-6189	File Los	Programming
Fox Sports Net Prime Ticket File #55652 Los Angeles, CA 90074-5652		Programming
Fox Sports Net West File #55652 Los Angeles, CA 90074-5652		Programming
FSN Rocky Mountain FSNRM Collections Center Drive 60693	Liberty 15154 Chicago, IL	Programming
Fuel File #55652 Los Angeles, CA 90074-5652		Programming
FX Networks LLC File 56932 Los Angeles, CA 90074-6932		Programming

Galavision Network Cable Box 216 NJ 07666	PO Teaneck,	Programming
Golf Channel PO Box 281401 Atlanta, GA 30384-1401		Programming
Great Lakes Data Systems Seippel Blvd Box 295 WI 53916	306 PO Beaver Dam,	Customer Billing System
Hasler Financial Services, Inc PO Box 45850 San Francisco, CA 94145-0850	.	Office Equipment Lease
HGTV P.O. Box 602028 28260-2018	Charlotte, NC	Programming
High Plains Broadcasting 460 Nichols Road Ste 250 Kansas City, MO 64112		Programming
Home Box Office 1100 Avenue of the Americas York, NY 10036	New	Programming
HSN One HSN Drive St. Petersburg, FL 33729		Programming
IBM Corporation Box 534151 Atlanta, GA 3353-4151	PO	E-Mail

<p>Ikon Financial Services 650073 0073</p> <p style="text-align: right;">PO Box Dallas, TX 75265-</p>	<p>Copier/Printer</p>
<p>Ikon Office Solutions 660342 75266-0342</p> <p style="text-align: right;">P.O. Box Dallas, TX</p>	<p>Copier/Printer</p>
<p>In Demand General Post Office PO Box #30869 York, NY 10087-0869</p> <p style="text-align: right;">New</p>	<p>Programming</p>
<p>inContact Center #5450 410468 84141</p> <p style="text-align: right;">Payment PO Box Salt Lake City, UT</p>	<p>Call Center Software Services</p>
<p>Integra Telecom Box 3034 97208-3034</p> <p style="text-align: right;">PO Portland, OR</p>	<p>Telephone Circuits</p>
<p>Keith Crow LaSalle Chicago, IL 60654</p> <p style="text-align: right;">300 N. 30th Floor</p>	<p>Promissory Note</p>
<p>KJZZ-TV 5181 Amelia Earhart Dr Lake City, UT 84116</p> <p style="text-align: right;">Salt</p>	<p>Programming</p>
<p>KMGH-TV ATTN: Mickey Petty 123 Speer Blvd Denver, CO 80203</p>	<p>Programming</p>
<p>KSL-TV Broadcast House PO Box 1160 Salt Lake City, UT 84110-1160</p>	<p>Programming</p>

<p>KSTU Fox13 TV Attn: Jennifer Nash W Amelia Earhart Dr UT 84116</p> <p style="text-align: right;">5020 Salt Lake City,</p>	<p>Programming</p>
<p>KUCW 12 High Plains Broadcasting Nichols Road, Suite 250 City, MO 64112</p> <p style="text-align: right;">CW 460 Kansas</p>	<p>Programming</p>
<p>Level 3 Eldorado Blvd CO 80021</p> <p style="text-align: right;">1025 Broomfield,</p>	<p>Data and Voice Circuits</p>
<p>Liberty FSN Rocky Mountain 15154 Collections Center Drive Chicago, IL 60693</p>	<p>Programming</p>
<p>Lifetime TV-Affiliate Box 7247-6603 PA 19170-6603</p> <p style="text-align: right;">PO Philadelphia,</p>	<p>Programming</p>
<p>Maricopa Broadband Arapahoe Road, PMB 130 Greenwood Village, CO 80112</p> <p style="text-align: right;">9674 E.</p>	<p>Management Services</p>
<p>Motorola Sequence Drive Diego, CA 92121</p> <p style="text-align: right;">6450 San</p>	<p>Programming</p>
<p>Mountain West Telecom Vine Street</p> <p style="text-align: right;">17 East Murray, UT 84107</p>	<p>Telephone System Maintenance</p>
<p>MSNBC Inc. Bank of America Lockbox 402222 Atlanta, GA 30384-2222</p>	<p>Programming</p>

MTV Networks Affiliate Sales and Marketing PO Box 70619 Chicago, IL 60673-0619		Programming
mun2 Bank of America Lockbox 404374 Atlanta, GA 30384-4374		Programming
MW Sports Network LLC The Mtn One Comcast Center 28th Floor Philadelphia, PA 19103-2838		Programming
National Cable Television Cooperative PO Box 414826 Kansas, MO 64141		Programming
National Geographic File 56931 Angeles, CA 90074-6931	Los	Programming
National Geographic Channel HD #56931 CA 90074-6931	File Los Angeles,	Programming
Newport Television License LLC Nichols Road Ste 250 MO 64112	460 Kansas City,	Programming
NFL Network PO Box 27837 New York, NY 10087-7837		Programming
NGT McKenzie, Becker & Stevens Inc. Street	c/o 8 Holley Lakeville, CT 06039	VOIP Services
Outblaze 1106-1108 Cyberport Road	Unit Cyberport2, 100 Hong Kong	E-Mail Service
Prime Time Communications, LLC 7108 S. Alton Way Building M Centennial, CO 80112		Management Services
Qwest Box 29039 AZ 85038-9039	P.O. Phoenix,	Telephone Service
Ross-Castle Gate Properties, LC River Partnership, LLC Ste 400	Canyon 727 N 1550 E Orem, UT 84097	Office Rental

Sci Fi Bank of America Lockbox 404948 Atlanta, GA 30384-4948		Programming
Scripps Networks Denise Payne 50970 37950	Attn: P.O. Box Knoxville, TN	Programming
ServerPlus 970842 84097	P.O. Box Orem, UT	Answering Service
Showtime Networks Inc. Box 13495 NJ 07188-0495	PO Newark,	Programming
Showtime Networks, Inc. Box 13495 07188-0495	PO Newark, NJ	Programming
Sleuth Bank of America Lockbox 404937 Atlanta, GA 30384-4937		Programming
Speed Channel File 56734 Los Angeles, CA 90074-6734		Programming
STB Funding, LLC 7108 S Alton, Suite M CO 80111	Centennial,	Promissory Note
Style File 749009 Los Angeles, CA 90074-9009		Programming
Sundance Acct 78701145 PO Box13763 Newark, NJ 07188-0763		Programming
The Hartford 2907 Hartford, CT 06104-2907	PO Box	Property and Casualty Insurance
The UPS Store 1905 W 4700 S Taylorsville, UT 84118		Post Office Box - Return Subscriber Equipment
The UPS Store North 800 East Spanish Fork, UT 84660	654	Post Office Box - Return Subscriber Equipment
The UPS Store West Center 84057-4605	51 Orem, UT	Post Office Box - Return Subscriber Equipment
The UPS Store #1620 South Foothill Drive Salt Lake City, UT 84108	1338	Post Office Box - Return Subscriber Equipment
The UPS Store #3790 Washington Blvd North 84414	2637 N Ogden, UT	Post Office Box - Return Subscriber Equipment
Todd F. Maynes P.C. Ellis LLP LaSalle	Kirkland & 300 N Chicago, IL 60654	Promissory Note

Tower Distribution Co WGN Superstation Programming 5980 Collection Center Drive Chicago, IL 60693		Programming
Travel Media, Inc PO Box 79903 Baltimore, MD 21279-0903		Programming
Travel Media, Inc. 79903 0903	PO Box Baltimore, MD 21279-	Programming
Travelers Insurance Remittance Center Hartford, CT 06183	CL	Property and Casualty Insurance
Tribune Media Services, Inc. PO Box 1104 Albany, NY 12201		Programming
Turner Network Sales PO Box 532450 Atlanta, GA 30353-2450		Programming
United Health Care 10151 60055-0151	Dept CH Palatine, IL	Employee Benefits - Health Insurance
UPS 577 60132-0577	Lockbox Carol Stream, IL	Post Office Box - Return Subscriber Equipment
UPS Store S. 900 Murray, UT 84117	5442 East	Post Office Box - Return Subscriber Equipment
UPS Store 1300 84047	6905 South East Midvale, UT	Post Office Box - Return Subscriber Equipment
USA Network Bank of America Lockbox 404955 Atlanta, GA 30384-4955		Programming
Utopia South Redwood Road Valley City, UT 84119	2175 West	Network Services Provider
Veracity Communications Box 1009 UT 84603-1009	PO Provo,	VOIP Services
Verizon Wireless P.O. Box 9622 Mission Hills, CA 91346-9622		Cell Phones
Versus File 749052 Los Angeles, CA 90074-9052		Programming
WLOX c/o Raycom Media 201 Monroe Street 20th Floor Montgomery, AL 36104		Programming
WXXV-TV PO Box MS 39505	Gulfport,	Programming

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLORADO**

**In Re: Mstar PTC, LLC
Debtor.**

**Case Number: 10- _____
Chapter 11**

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name.
See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
HJES Investments, LLC 7108 S. Alton Way Building M Centennial, CO 80111	Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301
SDM Investments, LLC 7108 S. Alton Way Building M Centennial, CO 80111	Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301
J&S Converged Holdings, LLC 3801 E. Orchard Road Centennial, CO 80121	Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301
James E. Marshall 7108 S. Alton Way Building M Centennial, CO 80112	Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301
Prime Time Communications, LLC 7108 S. Alton Way Building M Centennial, CO 80111	Agility Lease Fund-II, LLC 101 E. Gurley Street #202 Prescott, AZ 86301

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

IN RE:)
)
MStar PTC, LLC) CASE NO. 10-_____
) CHAPTER: 11
DEBTOR.)

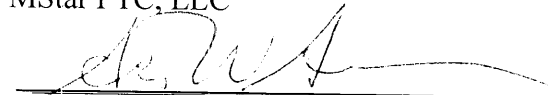
DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, Sue Susan the Vice President [title] of MStar PTC, LLC, named as debtor
in this case, declare under penalty of perjury that I have read the foregoing summary and
schedules, consisting of 62 sheets, and that they are true and correct to the best of my
knowledge, information, and belief.

Dated: Sept 3, 2010.

MStar PTC, LLC



By: Sue Susan

Its: VICE PRESIDENT

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
District of Colorado**

IN RE MSTAR PTC, LLC

CASE NO. _____

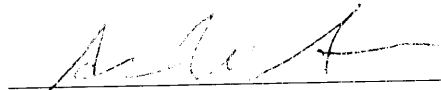
DEBTOR.

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor, MStar PTC, LLC (a Delaware limited liability company), hereby verifies under penalty of perjury that the Creditor Matrix (list of creditors) electronically filed with the Court is true and correct to the best of my knowledge.

Date: Sept 3 2010


Debtor
By: [Handwritten Signature]
Title: Vice President