

**United States Bankruptcy Court
District of Delaware**

Voluntary Petition


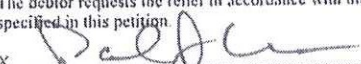
Name of Debtor (if individual, enter Last, First, Middle): Haight's Cross Communications, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 13-4087398	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. & Street, City, State): 10 New King Street, Suite 102 White Plains, NY	Street Address of Joint Debtor (No. & Street, City, State): N/A
County of Residence or of the Principal Place of Business: Westchester	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A	Mailing Address of Joint Debtor (if different from street address): N/A
Location of Principal Assets of Business Debtor (if different from street address above): N/A	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over-100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Haight's Cross Communications, Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See attached Schedule A	Case Number: Pending	Date Filed: January 11, 2010	
District: District of Delaware District of Delaware	Relationship: Affiliates	Judge: Pending	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) Date		
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Hights Cross Communications, Inc.
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of 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. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the 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>Daniel J. DeFranceschi (DE No. 2732) Richards, Layton & Finger, P.A. One Rodney Square 920 North King St. Wilmington, DE 19801 Tel: (302) 651-7700 Fax: (302) 651-7701</p> <p>January 11, 2010</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 _____</p> <p>_____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers 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</p> <p>Paul J. Crecca Printed Name of Authorized Individual</p> <p>President and Chief Executive Officer Title of Authorized Individual</p> <p>January 11, 2010 Date</p>	

Schedule A

Name of Entity	Employer Identification Number
SNEP, LLC (f/k/a SUNDANCE/NEWBRIDGE EDUCATIONAL PUBLISHING, LLC)	13-4011159
TRIUMPH LEARNING, LLC	13-4087400
HAIGHTS CROSS OPERATING COMPANY	13-4087416
RECORDED BOOKS, LLC	13-4077163

**CERTIFICATE OF RESOLUTIONS OF THE BOARD OF DIRECTORS OF
HAIGHTS CROSS COMMUNICATIONS, INC., A DELAWARE CORPORATION,
AUTHORIZING FILING OF A PETITION UNDER CHAPTER 11 OF THE
BANKRUPTCY CODE**

I, Paul J. Crecca, do hereby certify:

1. That I am the duly authorized President and Chief Executive Officer of Hights Cross Communications, Inc., a Delaware corporation.

2. That at a special meeting of the Board of Directors of the Hights Cross Communications, Inc. duly held on January 8, 2010, the following resolutions were duly adopted in accordance with the requirements of the General Corporation Law of Delaware, and the same remain in full force and effect, without modifications as of the date hereof:

WHEREAS: In the judgment of the Board of Directors (the "Board") of Hights Cross Communications, Inc., a company organized under the laws of Delaware (individually, the "Company", and together with its U.S. subsidiaries, the "Debtors"), it is desirable and in the best interests of the Company to file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as may be amended from time to time, the "Bankruptcy Code"), and the Board wishes to approve such action.

NOW, THEREFORE, BE IT:

RESOLVED: That, in the judgment of the Board, it is desirable and in the best interests of the Company that the Company shall be, and the Company hereby is, authorized to file the Petition in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and thereby commence chapter 11 proceedings for the Company (the "Chapter 11 Case"); and be it further

RESOLVED: That the President and Chief Executive Officer and the Chief Financial Officer of the Company (each an "Authorized Officer," and together the "Authorized Officers"), shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and cause to be filed the Petition, in such form and at such time as the Authorized Officer executing said Petition shall determine, including all related schedules, statements, lists and other motions, papers or ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petition, and to take any and all actions that they deem necessary or proper to obtain appropriate relief including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it further

RESOLVED: That the filing of the Petition shall effectuate a financial reorganization of the Debtors (the "Reorganization") upon the terms set forth in the Debtors' Joint Prepackaged Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan") and in the related Disclosure Statement, dated December 4, 2009 (the "Disclosure Statement"), which have been approved by all of the lenders under the Debtors' Credit Agreement, dated August 15, 2008, as amended, and the requisite holders of the Debtors' 11-3/4% Senior Notes due 2011 and 12-1/2% Senior Discount Notes due 2011; and be it further

RESOLVED: That the Authorized Officers or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Debtors to execute and approve the filing of all schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors and other professionals, including, without limitation, Richards, Layton & Finger, P.A. ("Richards Layton"), as general bankruptcy counsel, Brown Rudnick LLP ("Brown Rudnick"), as special counsel, and Houlihan Lokey Howard & Zukin Capital, Inc. ("Houlihan Lokey"), as financial advisors to the Company, subject to the approval of the Bankruptcy Court, and to take and perform any and all such further acts and deeds that any Authorized Officer deems necessary and proper in connection with the Debtors' Chapter 11 Cases, with a view to the successful prosecution of the Reorganization; and be it further

RESOLVED: That the Authorized Officers be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to employ and retain such further legal, financial and bankruptcy services firms (together with Brown Rudnick, Richards Layton and Houlihan Lokey, the "Professionals") as may be deemed necessary or appropriate by the Authorized Officers, or any of them so acting; and be it further

RESOLVED: That the Authorized Officers be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and cause to be filed requests for first-day relief from the Bankruptcy Court, that such Authorized Officer may deem necessary, proper, or desirable in connection with the Petition, with a view to the successful prosecution thereunder; and be it further

RESOLVED: That the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, (i) to take or cause to be taken any and all actions, (ii) to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (iii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iv) to negotiate, enter into, execute, deliver and perform

all other documents, agreements, certificates or instruments as may be necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, and the execution and delivery thereof by such Authorized Officer to be conclusive evidence of such approval; and be it further

RESOLVED: That the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to cause the Company and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such Authorized Officer shall be necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Cases and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and be it further

RESOLVED: That all acts lawfully done or actions lawfully taken by any Authorized Officer or any of the Professionals to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case or in connection with such proceedings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and be it further

RESOLVED: That any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved; and be it further

RESOLVED: That the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and be it further

RESOLVED: That the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered to cause resolutions similar to the foregoing to be approved for each of the Company's U.S. subsidiaries.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of January, 2010.

HAIGHTS CROSS COMMUNICATIONS, INC.,
a Delaware corporation

By: 

Name: Paul J. Crecca

Title: President and Chief Executive Officer

1719330 v1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
HAIGHTS CROSS)	Case No. 10-_____ ()
COMMUNICATIONS, Inc.,)	
a Delaware corporation,)	
)	
Debtor.)	
)	
Tax I.D. No. 13-4087398)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the “Debtors”)¹ each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. The Debtors have filed a consolidated list of the 30 largest unsecured creditors of the Debtors (the “Top 30 List”) in lieu of a separate list for each Debtor. The Top 30 List is based on the Debtors’ books and records and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission of liability by, nor is it binding on the Debtors.

[Creditor Listing Begins on Next Page]

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Haight Cross Communications, Inc. (7398), Haight Cross Operating Company (7416), Triumph Learning, LLC (7400), Recorded Books, LLC (7163) and SNEP, LLC (f/k/a Sundance/Newbridge Educational Publishing, LLC) (1159). The address for each of the Debtors solely for purposes of notices and communications is 10 New King Street, Suite 102, White Plains, NY 10604.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Simon & Schuster Inc.	Simon & Schuster Audio, Inc. Subsidiary Rights Cheltenham GL52 2HJ United Kingdom Phone: (800) 223-2348 Fax: (212) 698-7336	Trade Payable		\$799,821.52
EAE Inc	Attn: Jerry Kaplan 8 Schindler Court Chicago, IL 60693 Email: Jerrykap@aol.com Phone: (973) 701-7532 Fax: (973) 701-0167	Trade Payable		\$558,623.74
OCLC Net Library	Attn: Legal Department PO Box 951467 Pasadena, CA 91110 Email: Oclc@oclc.org Phone: (614) 764-6000 Fax: (614)764-6096	Trade Payable		\$557,923.10
Culver Digital Distribution Inc.	6025 West Slauson Avenue Natick, MA 01760	Trade Payable		\$300,000.00
Cigna HealthCare	5089 Collection Center Drive Sanibel, FL 33957 Phone: (704) 679-9109 Fax: (704) 672-0110	Trade Payable		\$250,000.00
HarperCollins Children's Books	HarperChildrens Royalties Dept Attn: Linda Griffin Goldens Bridge, NY 10526 Phone: (800) 331-3761/(212) 207-7000 Fax: (212) 261-6603	Trade Payable		\$239,436.00
Trilogy Enterprise Systems	Aries House 43 Selkirk Street Woodstock, IL 60098 Phone: (0124) 222-2132 Fax: (0124) 223-5103	Trade Payable		\$200,000.00
Follett Digital Resources Inc.	C/O Bank of America 14371 Collection Center Drive Philadelphia, PA 19170-0001 Phone: (781) 306-0500 Ext. 0227 Fax: (781) 306-9859	Trade Payable		\$185,032.00

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Cinram Manufacturing Inc.	PO Box 31001-0905 Chicago, IL 60693	Trade Payable		\$177,774.54
Chrysalis Publishing group	34 Main Street New York, NY 10005 Phone: (508) 647-3730 Fax: (508) 653-3448	Trade Payable		\$165,086.00
Janet Allen	PO Box 1287 Newburyport, MA 01950	Trade Payable		\$162,801.00
at-HOME-atWORK, inc.	37 Fairmount Road Cincinnati, OH 45202 Phone: (212) 725-0357	Trade Payable		\$161,846.00
D.B. Hess	1530 McConnell Road Sunnyside, NY 11104-0558 Phone: (815) 338-6900 Fax: (815) 206-2301	Trade Payable		\$138,980.46
United Parcel Service	PO Box 7247-0244 CHICAGO, IL 60675-5174 Fax: (704) 867-0446	Trade Payable		\$125,478.46
Penguin USA	C/O Bank of America PO Box 4247 New York, NY 10001 Phone: (212) 366-2000 Fax: (212) 366-2867	Trade Payable		\$112,231.00
CB Richard Ellis, Inc.	Attn: Richard Levine 140 Broadway, 8th Floor Newark, NJ 07101-1270 Phone: (212) 366-2000 Fax: (212) 366-2867	Trade Payable		\$100,000.00
Bradford & Bigelow	3 Perkins Way Independence, MO 64050 Phone: (978) 904-3100 Fax: (978) 462-4907	Trade Payable		\$96,621.87
Public Library of Cincinnati	Attn: Sally Kramer 800 Vine Street Cincinnati, OH 45202 Phone: (978) 904-3100 Fax: (978) 462-4907	Trade Payable		\$95,128.47
Jabberwocky Literary Agency	PO Box 4558 Blaine, MN 55434 Phone: (718) 392-5985 Fax: (718) 392-5985	Trade Payable		\$93,567.00

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Market Data Retrieval	PO Box 75174 New York, NY 10022 Phone: (800) 333-8802 Fax: (201) 605-6950	Trade Payable		\$88,286.84
Scovil Chichak Galen	276 Fifth Avenue, Suite 708 Auburn, MA 01501-0406 Phone: (212) 679-8686 Fax: (212) 679-6710	Trade Payable		\$82,343.00
American Express	PO Box 1270 Bloomington, MN 55438 Phone: (212) 640-2000 Fax: (212) 640-0131	Trade Payable		\$78,468.34
Mid Continent Public Library	Attn: Steve Potter 15616 E 24 Highway Pittsburg, PA 15250-7084 Email: Spotter@mcpl.lib.mo.us Phone: (816) 521-7298 Fax: (816) 521-7253	Trade Payable		\$77,501.73
Kensington Publishing Corp.	119 West 40th Street, 22nd Floor New York, NY 10003 Phone: (212) 407-1500 Fax: (212) 935-0699	Trade Payable		\$76,181.00
Sunrise Packaging	9937 Goodhue Street Blaine, MN 55434 Phone: (763) 785-2505 Fax: (763) 785-2210	Trade Payable		\$69,779.08
Georges Borchardt, Inc.	136 East 57th Street New York, NY 10022 Phone: (212) 753-5785 Fax: (212) 838-6518	Trade Payable		\$66,666.00
Worcester Envelope Company	22 Millbury Street Auburn, MA 01501-0406 Phone: (508) 832-5394 Fax: (508) 832-3796	Trade Payable		\$65,435.00
Bethany House Publishers	11400 Hampshire Avenue South Bloomington, MN 55438 Phone: (800) 877-2665 Fax: (616) 676-9573	Trade Payable		\$65,337.00
Adecco Employment Services	PO Box 371084 Pittsburg, PA 15250-7084 Phone: (212) 391-7000 Fax: (212) 391-7956	Trade Payable		\$62,388.11

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Curtis Brown Ltd.	Ten Astor Place New York, NY 10003 Phone: (212) 473-5400 Fax: (212) 598-0917	Trade Payable		\$61,791.00


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
HAIGHTS CROSS) Case No. 10- _____ ()
COMMUNICATIONS, Inc.,)
a Delaware corporation,)
)
Debtor.)
)
Tax I.D. No. 13-4087398)

**DECLARATION CONCERNING CONSOLIDATED LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Paul J. Crecca, President and Chief Executive Officer of Hights Cross Communications, Inc., declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that the information contained therein is true and correct to the best of my information and belief.

Dated: January 11, 2010



Name: Paul J. Crecca
Title: President and Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
HAIGHTS CROSS)	Case No. 10-_____ ()
COMMUNICATIONS, Inc.,)	
a Delaware corporation,)	
)	
Debtor.)	
)	
Tax I.D. No. 13-4087398)	

LIST OF EQUITY SECURITY HOLDERS

The Equity Security Holders of the Debtor in the above-captioned case are:

<u>Name</u>	<u>Address</u>	<u>Equity Holdings</u>
Bigbell & Co.	DTCC/New York Window 55 Water Street New York, NY 10041 Attn: Robert Mendez Reference Account # BA69	2.76%
Buckle Down Publishing	Attn: Douglas Paul, Profiles Corporation 3106 Rochester Ave. Iowa City, IA 52245	1.31%
Deephaven Distressed Opportunities Trading Ltd.	Deephaven Capital Management, LLC 130 Cheshire Lane, Suite 102 Minnetonka, MN 55305	6.04%
Eugene Davis	5 Canoe Brook Drive Livingston, NJ 07039	0.12%
Fiddles & Co.	c/o State Street Corporation DTCC/New York Window 55 Water Street New York, NY 10041 Attn: Robert Mendez Reference Account #BA76	0.27%
FSC Corp.	Gary M. Tsuyuki Managing Director Global Strategic Capital Bank of America, 15 th Floor 600 Montgomery Street San Francisco, CA 94111	0.42%

Glenview Capital Management, LLC	Glenview Capital Management, LLC 767 Fifth Avenue New York, NY 10153	0.08%
Glenview Capital Master Fund, Ltd.	Glenview Capital Management, LLC 767 Fifth Avenue New York, NY 10153	7.42%
Glenview Capital Partners, L.P.	Glenview Capital Management, LLC 767 Fifth Avenue New York, NY 10153	1.69%
Glenview Institutional Partners, L.P.	Glenview Capital Management, LLC 767 Fifth Avenue New York, NY 10153	4.08%
Goldman Sachs & Co.	85 Broad Street New York, NY 10004	0.86%
John A. McKenna, Jr.	52 Partridge Road Stamford, CT 06903	0.08%
Lehman Brothers Inc.	745 Fifth Avenue, 17 th Floor New York, NY 10019	3.71%
Lydian Global Opportunities Master Fund Ltd.	Third Floor Bishop's Square Redmond's Hill Dublin Ireland L2	1.51%
M/C Investors LLC	Christopher S. Gaffney Managing Partner Great Hill Partners, LLC One Liberty Square Boston, MA 02109	0.59%
Manateeboat & Co.	Manateeboat & Co. c/o State Street Bank & Trust Box 5756 Boston, MA 02206	0.16%
Marrow & Co.	Marrow & Co. c/o State Street Bank & Trust Box 5756 Boston, MA 02206	16.37%
McMorgan High Yield Fund, to be issued in the name of its bank nominee Hare & Co.	Hare & Co. c/o MacKay Shields Attn: Nunzia Mazzoccoli 9 West 57 th Street, 33 rd Floor New York, NY 10019	0.35%
Meadmarker & Co.	Meadmarker & Co. c/o State Street Bank & Trust Box 5756 Boston, MA 02206	4.11%

Media/Communications Partners III Limited Partnership	Christopher S. Gaffney Managing Partner Great Hill Partners, LLC One Liberty Square Boston, MA 02109	11.25%
Monarch Debt Recovery Master Fund Ltd.	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022	15.66%
Monarch Income Fund LP	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022	1.08%
Monarch Income Master Fund Ltd.	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022	1.08%
Monarch Opportunities Fund LP	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022	1.08%
Monarch Opportunities Master Fund Ltd.	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022	2.40%
New York Life Insurance & Annuity Corporation	John Cibbarelli New York Life Investment Management LLC 51 Madison Avenue, 2 nd Floor New York, NY 10010	2.58%
New York Life Insurance Company	John Cibbarelli New York Life Investment Management LLC 51 Madison Avenue, 2 nd Floor New York, NY 10010	5.23%
New York Life Pooled Separate Account 40-002, to be issued in the name of its bank nominee Hare & Co.	Hare & Co. c/o MacKay Shields Attn: Nunzia Mazzoccoli 9 West 57 th Street, 33 rd Floor New York, NY 10019	0.22%
Northern California Sheet Metal Workers Pension Trust Fund, to be issued in the name of its bank nominee Hare & Co.	Hare & Co. c/o MacKay Shields Attn: Nunzia Mazzoccoli 9 West 57 th Street, 33 rd Floor New York, NY 10019	0.26%
Paul J. Crecca	c/o Hights Cross Communications, Inc. 10 New King Street White Plains, NY 10604	0.75%
Peter J. Quandt	77 Hights Cross Road Chappaqua, NY 10514	3.05%
SOLA Ltd.	Solus Alternative Asset Management 430 Park Avenue New York, NY 10022	3.45%

IN THE UNITED STATES BANKRUPTCY COURT
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a Delaware corporation,)
)
Debtor.)
)
Tax I.D. No. 13-4087398)

**DECLARATION CONCERNING THE DEBTOR'S LIST
OF EQUITY SECURITY HOLDERS**

I, Paul J. Crecca, President and Chief Executive Officer of Hights Cross Communications, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: January 11, 2010



Name: Paul J. Crecca
Title: President and Chief Executive Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
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HAIGHTS CROSS)
COMMUNICATIONS, Inc.,) Case No. 10-_____ ()
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a Delaware corporation,)
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Tax I.D. No. 13-4087398)

CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, on behalf of Haight Cross Communications, Inc. (the "Debtor"), the undersigned certifies that Marrow & Co., Media/Communications Partners III Limited Partnership and Monarch Debt Recovery Master Fund Ltd. each directly or indirectly owns 10% or more of the Debtor's equity interest.

Dated: January 11, 2010



Name: Paul J. Crecca
Title: President and Chief Executive Officer