

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court  
Southern District of Florida**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Airplay America, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>76-0797763</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>20781 Salida Terrace Boca Raton, FL</b> <div style="text-align: right; font-size: small;">ZIP Code <b>33433</b></div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Palm Beach</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>777 Atlantic Avenue, 2-C #368 Boca Raton, FL</b> <div style="text-align: right; font-size: small;">ZIP Code <b>33433</b></div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):	

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <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  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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**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**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

**Estimated Assets**

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

**Estimated Liabilities**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Airplay America, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>  (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.		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)    _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):  
**Airplay America, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
 I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
 Signature of Debtor

**X** \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

**X** \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

\_\_\_\_\_  
 Address

**X** \_\_\_\_\_  
 Date

\_\_\_\_\_  
 Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Attorney\***

**X** /s/ Julie E. Hough  
 Signature of Attorney for Debtor(s)

Julie E. Hough 0764981  
 Printed Name of Attorney for Debtor(s)

Hough Kubs & Robson PL  
 Firm Name

2450 Hollywood Boulevard, Suite 706  
Hollywood, FL 33020

\_\_\_\_\_  
 Address

954.239.4760 Fax: 954.239.4761  
 Telephone Number

January 25, 2010  
 Date

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

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

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

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

**X** /s/ Norman B. Ratner  
 Signature of Authorized Individual

Norman B. Ratner  
 Printed Name of Authorized Individual

Managing Member  
 Title of Authorized Individual

January 25, 2010  
 Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Southern District of Florida**

In re Airplay America, LLC

Debtor(s)

Case No.

Chapter 11

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

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Agilysys 28925 Fountain Parkway Solon, OH 44139</b>	<b>Agilysys 28925 Fountain Parkway Solon, OH 44139</b>	<b>Services Rendered</b>		<b>16,755.00</b>
<b>Arbitron</b>	<b>Arbitron c/o Windham Professionals 380 Main Street Salem, NH 03079</b>			<b>20,620.00</b>
<b>David Schwartz 2175 Cooper Street Palo Alto, CA 94301</b>	<b>David Schwartz 2175 Cooper Street Palo Alto, CA 94301</b>	<b>Loan to company</b>		<b>100,000.00</b>
<b>DMI Music 35 West Dayton Street Pasadena, CA 91105</b>	<b>DMI Music 35 West Dayton Street Pasadena, CA 91105</b>	<b>Services Rendered</b>		<b>162,266.00</b>
<b>Dr. Linda Burd Howard 20781 Salida Terrace Boca Raton, FL 33433</b>	<b>Dr. Linda Burd Howard 20781 Salida Terrace Boca Raton, FL 33433</b>	<b>Loan to company</b>		<b>845,338.00</b>
<b>Dr. Robert Diaz 123 Pembroke Drive Palm Beach Gardens, FL 33418</b>	<b>Dr. Robert Diaz 123 Pembroke Drive Palm Beach Gardens, FL 33418</b>			<b>50,000.00</b>
<b>Earl Mayer 5892 Eagles Nest Drive Jupiter, FL 33458</b>	<b>Earl Mayer 5892 Eagles Nest Drive Jupiter, FL 33458</b>			<b>72,694.00</b>
<b>Emanuel Gerard #1 East End Avenue New York, NY 10021</b>	<b>Emanuel Gerard #1 East End Avenue New York, NY 10021</b>	<b>Loan to company</b>	<b>Contingent Unliquidated Disputed</b>	<b>150,000.00</b>
<b>Equus 5801 Clearwater Drive Hopkins, MN 55343</b>	<b>Equus 5801 Clearwater Drive Hopkins, MN 55343</b>	<b>Services Rendered</b>		<b>4,753.00</b>
<b>Herrick, Feinstein LLP C/O Schlesinger &amp; Cotzen, PL Suite 700 Miami, FL 33131</b>	<b>Herrick, Feinstein LLP C/O Schlesinger &amp; Cotzen, PL Suite 700 Miami, FL 33131</b>	<b>Legal fees</b>		<b>19,000.00</b>
<b>Hughes Network Systems, LLC 11717 Exploration Lane Germantown, MD 20876</b>	<b>Hughes Network Systems, LLC 11717 Exploration Lane Germantown, MD 20876</b>	<b>Services Rendered</b>		<b>115,176.00</b>

B4 (Official Form 4) (12/07) - Cont.  
In re **Airplay America, LLC**

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

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

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Kennedy & Santino, PL 1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401	Kennedy & Santino, PL 1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401	Legal Fees	Contingent Unliquidated Disputed	500,000.00
Law Firm of Rush Hicks 49 Music Square West Suite 503 Nashville, TN 37203	Law Firm of Rush Hicks 49 Music Square West Suite 503 Nashville, TN 37203	Legal fees		2,700.00
Lexis Nexis/Mathew Bender PO Box 7247-0178 Philadelphia, PA 10170	Lexis Nexis/Mathew Bender PO Box 7247-0178 Philadelphia, PA 10170	Services Rendered		2,013.00
McGuire Woods, LLP 901 E. Cary Street Richmond, VA 93219	McGuire Woods, LLP 901 E. Cary Street Richmond, VA 93219	Legal fees		17,219.00
NEC Display Solutions of Amer. 500 Park Blvd. Suite 1100 Itasca, IL 60143	NEC Display Solutions of Amer. 500 Park Blvd. Suite 1100 Itasca, IL 60143	Services Rendered		125,000.00
Norman B. Ratner 20781 Salida Terrace Boca Raton, FL 33433	Norman B. Ratner 20781 Salida Terrace Boca Raton, FL 33433	Payment of company legal fees		7,500.00
Seyfarth & Shaw LLP Two Seaport Lane Suite 300 Boston, MA 02210	Seyfarth & Shaw LLP Two Seaport Lane Suite 300 Boston, MA 02210	Legal fees		10,000.00
Ullman & Ullman, PA 150 E. Palmetto Park Road Suite 650 Boca Raton, FL 33432	Ullman & Ullman, PA 150 E. Palmetto Park Road Suite 650 Boca Raton, FL 33432	Legal fees		60,000.00
X2O Media 147 Saint St. West Suite 300 Montreal, Quebec	X2O Media 147 Saint St. West Suite 300 Montreal, Quebec	Services Rendered	Contingent Unliquidated Disputed	525,000.00

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

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 25, 2010Signature /s/ Norman B. Ratner  
Norman B. Ratner  
Managing Member

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.

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**Southern District of Florida**

In re Airplay America, LLC

Debtor

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

Chapter 11

**SUMMARY OF SCHEDULES**

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>321,842.80</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>33,413.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>900.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>5</b>		<b>2,809,593.00</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>16</b>			
Total Assets			<b>321,842.80</b>		
Total Liabilities				<b>2,843,906.00</b>	

**United States Bankruptcy Court  
Southern District of Florida**

In re Airplay America, LLC  
Debtor

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

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

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

In re Airplay America, LLC, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

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

0 continuation sheets attached to the Schedule of Real Property



B6B (Official Form 6B) (12/07)

In re Airplay America, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SunTrust Bank Checking Account #4977	-	5,290.81
3. Security deposits with public utilities, telephone companies, landlords, and others.		Deposit with NEC Financial Services, Inc.	-	100,000.00
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			

Sub-Total > **105,290.81**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

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

In re Airplay America, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Loan Receivable from R. Cartagine	-	61,750.00
		Loan Receivable from Norman Ratner	-	76,459.00
		Loan Receivable from JP Parsons	-	21,000.00
		Loan Receivable from Ispace	-	10,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
			Sub-Total >	<b>169,209.00</b>
			(Total of this page)	

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

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

In re Airplay America, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Pending Lawsuit - Airplay v. Gerard</b>	-	<b>Unknown</b>
		<b>Airplay v. Cartagine et al.</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>All items on attached list</b>	-	<b>47,342.99</b>
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Arbitron Study 0 Public Satisfaction Survey</b>	-	<b>Unknown</b>

Sub-Total >	<b>47,342.99</b>
(Total of this page)	

Total >	<b>321,842.80</b>
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(Report also on Summary of Schedules)

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



777 East Atlantic Avenue  
 C-29 Suite 368  
 Delray Beach, FL 33483  
 p. (561) 273-1175  
 f. (561) 273-1176

**Airplay Contact:**  
 Rob Cartagine  
 p. (561) 964-2698  
 c. (561) 797-6740  
 rob@airplayamerica.com

**Vendor Contact:**  
 Stephen Acquista  
 p. (540) 898-3766  
 c. (540) 287-2362  
 sacquista@needisplay.com

**Notes**  
 Additional Shelves will be kept in stock for future planned surveys.

**Airplay America, LLC | Purchase Order:**

10041

**Issued to:**

NEC Financial Services, Inc.  
 299 Frank W. Burr Blvd, 7th Floor  
 Teaneck, NJ 07665  
 (630) 467-4849  
 ATTN: Jeff Blankensop

**Ship to:**

Agilysys Inc.  
 28599 Fountain Parkway  
 Solon, OH 44138  
 (440) 542-3248  
 ATTN: Airplay PO# 240 130 41

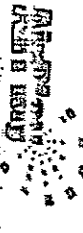
Manufacturer/Description	Part Number	Unit Cost	QTY	Unit Total
NEC 32" Widescreen LCD Monitor	LCD3210-BK	\$1,089.20	9	\$ 9,822.80
NEC 15" LCD Monitor	LCD1570NX	\$ 180.00	10	\$ 1,800.00
Peerless Tilt Universal Wall Mount Black 32" LCD	ST640	\$ 64.80	9	\$ 683.20
Peerless Metal Stud Fastener Kit	AAC415	\$ 4.92	5	\$ 24.60
Extron 75' Plenum Rated VGA Cable	26-439-09	\$ 76.00	4	\$ 300.00
Extron Audio/Video and Distribution System; 1-display configuration:	42-107-03	\$ 735.00	1	\$ 735.00
Extron Audio/Video and Distribution System; 2-display configuration:	42-107-02	\$ 1,115.00	2	\$ 2,230.00
Extron Audio/Video and Distribution System; 5-display configuration:	42-107-01	\$ 1,255.00	2	\$ 2,510.00
TrippLite UPS Smart500 RT1U	smart500rt1u	\$ 147.50	5	\$ 737.50
TrippLite Isobar Surge Suppressor	isobar2-6	\$ 26.34	19	\$ 481.46
X2O Media Content Server - Xpresenter Server License, One Time Charge		\$ 11.10	5	\$ 55.50
X2O Media Media Player - Xpresenter Player License		\$ 348.00	5	\$ 2,740.00
NowMicro Media Player - NowMicro PC	Alplay-1600A	\$ 1,042.00	5	\$ 5,210.00
Lowell Wall Shelf, Lowell Manufacturing Series; FS wall shelf - flat ship	FS18-20	\$ 28.57	25	\$ 714.25
Agilysys Shipping - Agilysys		\$ 352.00	5	\$ 1,760.00
Agilysys Hardware Installation - Agilysys		\$ 1,040.00	5	\$ 5,200.00
Agilysys Site Survey - Agilysys		\$ 238.75	11	\$ 2,736.25
<b>Total: (USD):</b>				<b>\$ 37,440.56</b>

Type	Address	City	State	Zip	Phone
FS 16 Display	5 Austin St.	Charlestown	MA	02129	617-241-9999
FS 6 Display	440 Middlesex Road	Tyngboro	MA	01879	978-649-7717
GC 3 Display	3200 Holcomb Bridge Rd	Norcross	GA	30092	770-402-9262
GC 1 Display	2300 Holcomb Bridge Rd	Roswell	GA	30076	770-402-9262
GC 3 Display	11924 W. Forest Hill Blvd	Wellington	FL	33414	561-204-4705

Rob Cartagine | Project Manager, IT Manager | Airplay America LLC  
 authorized by

6/28/2007  
 date

Exhibit A



777 East Atlantic Avenue  
 C-2 Suite 368  
 Delray Beach, FL 33483  
 P. (561) 273-1175  
 F. (561) 273-1176

**Airplay Contact:**

Rob Cartagine  
 P. (561) 964-2698  
 C. (561) 797-6740  
 Job@airplayamerica.com

**Vendor Contact**

Hyun Won America, Inc.  
 MobilBlu America  
 Aaron Jo  
 7251 Garden Grove Blvd, Suite #1  
 Garden Grove, CA 92841  
 P. (714) 901-4828  
 aic@mobbluamerica.com

**Airplay America, LLC | Purchase Order:**

10042

**Issued to:**

NEC Financial Services, Inc  
 299 Frank W. Burr Blvd, 7th Floor  
 Teaneck, NJ 07665  
 (630) 467-4849  
 ATTN: Jeff Blankensop

**Ship to:**

NOW Micro  
 455 Phalen Boulevard  
 St. Paul, MN 55130  
 651-393-2113  
 ATTN: Pat Finn

**Manufacturer/Description**  
 MobilBlu 1GB MP3 Player B153

**Part Number** DAH1900  
**Unit Cost** \$ 79.00  
**QTY** 5  
**Unit Total** \$ 395.00

Part Number	Unit Cost	QTY	Unit Total
DAH1900	\$ 79.00	5	\$ 395.00
			<b>Total: (USD) \$ 395.00</b>

**Notes**  
 These MP3 players have a different ship to address than the rest of the equipment. They are pre-packed at NowMicro first and then shipped to the staging facility.

Type	Address	City	State	ZIP	Phone
F516 Display	5 Austin St.	Charlestown	MA	02129	617-241-9998
GC 3 Display	1440 Middlesex Road	Tyngsboro	MA	01879	978-649-7717
GC 1 Display	13200 Holston Bridge Rd	Norcross	GA	30092	770-402-9262
GC 3 Display	11924 W. Forest Hill Blvd	Roswell	GA	30078	770-402-9262
		Willington	FL	33414	561-204-4705

Rob Cartagine | Project Manager, IT Manager | Airplay America LLC  
 authorized by \_\_\_\_\_ date 6/28/2007

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

In re Airplay America, LLC  
Debtor

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

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.		<b>6/28/2007</b>						
<b>NEC Financial Services 300 Frank W. Burr Blvd. Teaneck, NJ 07666</b>		<b>Lease Personal Property listed on Exhibit A</b>						
		Value \$ <b>47,342.99</b>					<b>33,413.00</b>	<b>0.00</b>
Account No.								
		Value \$						
Account No.								
		Value \$						
Account No.								
		Value \$						
Subtotal (Total of this page)							<b>33,413.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>33,413.00</b>	<b>0.00</b>

0 continuation sheets attached

In re Airplay America, LLC

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

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$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).

 **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.

1 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re Airplay America, LLC  
Debtor

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

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

**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.  IRS Centralized Insolvency Operations P O Box 21126 Philadelphia, PA 19114		-	Late Fees				900.00	0.00
Account No.  IRS - Plantation 7850 S.W. 6TH Court Plantation, FL 33324		-	For Notification Purposes Only				0.00	0.00
Account No.  State of Florida - Department of Revenue 5050 West Tennessee Street Tallahassee, FL 32399-0100		-	For Notification Purposes Only				0.00	0.00
Account No.  United States Attorney Jeffrey H. Sloman 500 E. Broward Blvd. Fort Lauderdale, FL 33394-3000		-	For Notification Purposes Only				0.00	0.00
Account No.								

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

Subtotal  
(Total of this page) **900.00** **0.00**

Total  
(Report on Summary of Schedules) **900.00** **0.00**



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

In re Airplay America, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.  <b>Agilysys</b> <b>28925 Fountain Parkway</b> <b>Solon, OH 44139</b>							<b>16,755.00</b>
Account No.  <b>Arbitron</b>							<b>20,620.00</b>
Account No.  <b>AT&amp;T</b> <b>PO Box 105024</b> <b>Atlanta, GA 30348</b>							<b>772.00</b>
Account No.  <b>Berger Singerman</b> <b>200 Biscayne Blvd.</b> <b>Suite 1000</b> <b>Miami, FL 33131</b>							<b>Unknown</b>
Subtotal (Total of this page)							<b>38,147.00</b>

4 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Airplay America, LLC Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>David Schwartz</b> <b>2175 Cooper Street</b> <b>Palo Alto, CA 94301</b>		-	<b>Loan to company</b>			<b>100,000.00</b>
Account No.  <b>DMI Music</b> <b>35 West Dayton Street</b> <b>Pasadena, CA 91105</b>		-	<b>Services Rendered</b>			<b>162,266.00</b>
Account No.  <b>Dr. Linda Burd Howard</b> <b>20781 Salida Terrace</b> <b>Boca Raton, FL 33433</b>		-	<b>Loan to company</b>			<b>845,338.00</b>
Account No.  <b>Dr. Robert Diaz</b> <b>123 Pembroke Drive</b> <b>Palm Beach Gardens, FL 33418</b>		-	<b>Loan to company</b>			<b>50,000.00</b>
Account No.  <b>Earl Mayer</b> <b>5892 Eagles Nest Drive</b> <b>Jupiter, FL 33458</b>		-	<b>Loan to company</b>			<b>72,694.00</b>
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>1,230,298.00</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Airplay America, LLC Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>Emanuel Gerard</b> <b>#1 East End Avenue</b> <b>New York, NY 10021</b>	X	-	<b>Loan to company</b>	X	X	X	<b>150,000.00</b>
Account No.  <b>Equus</b> <b>5801 Clearwater Drive</b> <b>Hopkins, MN 55343</b>	-	-	<b>Services Rendered</b>				<b>4,753.00</b>
Account No.  <b>Federal Express</b> <b>3965 Airways Module G</b> <b>Memphis, TN 38116</b>	-	-					<b>787.00</b>
Account No.  <b>Herrick, Feinstein LLP</b> <b>C/O Schlesinger &amp; Cotzen, PL</b> <b>Suite 700</b> <b>Miami, FL 33131</b>	-	-	<b>Legal fees</b>				<b>19,000.00</b>
Account No.  <b>Hughes Network Systems, LLC</b> <b>11717 Exploration Lane</b> <b>Germantown, MD 20876</b>	-	-	<b>Services Rendered</b>				<b>115,176.00</b>
Subtotal (Total of this page)							<b>289,716.00</b>

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

B6F (Official Form 6F) (12/07) - Cont.

In re Airplay America, LLC Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>Kennedy &amp; Santino, PL</b> <b>1675 Palm Beach Lakes Blvd.</b> <b>Suite 700</b> <b>West Palm Beach, FL 33401</b>						<b>X X X</b>	<b>500,000.00</b>
Account No.  <b>Law Firm of Rush Hicks</b> <b>49 Music Square West</b> <b>Suite 503</b> <b>Nashville, TN 37203</b>							<b>2,700.00</b>
Account No.  <b>Lexis Nexis/Mathew Bender</b> <b>PO Box 7247-0178</b> <b>Philadelphia, PA 10170</b>							<b>2,013.00</b>
Account No.  <b>Lovett Bennett Jr., PC</b> <b>21 Courtland Street</b> <b>PO Box 632</b> <b>Statesboro, GA 30459</b>							<b>2,000.00</b>
Account No.  <b>McGuire Woods, LLP</b> <b>901 E. Cary Street</b> <b>Richmond, VA 93219</b>							<b>17,219.00</b>
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>523,932.00</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Airplay America, LLC Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>NEC Display Solutions of Amer.</b> <b>500 Park Blvd.</b> <b>Suite 1100</b> <b>Itasca, IL 60143</b>		-	<b>Services Rendered</b>				<b>125,000.00</b>	
Account No.  <b>Norman B. Ratner</b> <b>20781 Salida Terrace</b> <b>Boca Raton, FL 33433</b>		-	<b>Payment of company legal fees</b>				<b>7,500.00</b>	
Account No.  <b>Seyfarth &amp; Shaw LLP</b> <b>Two Seaport Lane</b> <b>Suite 300</b> <b>Boston, MA 02210</b>		-	<b>Legal fees</b>				<b>10,000.00</b>	
Account No.  <b>Ullman &amp; Ullman, PA</b> <b>150 E. Palmetto Park Road</b> <b>Suite 650</b> <b>Boca Raton, FL 33432</b>		-	<b>Legal fees</b>				<b>60,000.00</b>	
Account No.  <b>X2O Media</b> <b>147 Saint St. West</b> <b>Suite 300</b> <b>Montreal, Quebec</b>		-	<b>Services Rendered</b>	X	X	X	<b>525,000.00</b>	
Sheet no. <u>4</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>727,500.00</b>
							Total (Report on Summary of Schedules)	<b>2,809,593.00</b>

B6G (Official Form 6G) (12/07)

In re Airplay America, LLC, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

B6H (Official Form 6H) (12/07)

In re Airplay America, LLC

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

Debtor

**SCHEDULE H - CODEBTORS**

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Linda Burd Howard</b> <b>20871 Salida Terrace</b> <b>Boca Raton, FL 33433</b>	<b>Emanuel Gerard</b> <b>#1 East End Avenue</b> <b>New York, NY 10021</b>
<b>Norman B. Ratner</b> <b>20871 Salida Terrace</b> <b>Boca Raton, FL 33433</b>	<b>Emanuel Gerard</b> <b>#1 East End Avenue</b> <b>New York, NY 10021</b>

0 continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court  
Southern District of Florida**

In re **Airplay America, LLC**

Debtor(s)

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

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **18** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 25, 2010**

Signature **/s/ Norman B. Ratner**

**Norman B. Ratner**  
**Managing Member**

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



B7 (Official Form 7) (12/07)

**United States Bankruptcy Court  
Southern District of Florida**

In re Airplay America, LLC

Debtor(s)

Case No.

Chapter

11

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any 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**

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$-661,691.00**  
**\$-950,384.36**  
**\$0.00**

SOURCE  
**2008: Debtor Ordinary Business Income/Loss**  
**2009: Debtor Ordinary Business Income/Loss**  
**2010: Debtor Ordinary Business Income/Loss**

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

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

AMOUNT SOURCE

**3. Payments to creditors**

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>Norman B. Ratner 20781 Salida Terrace Boca Raton, FL 33433 Member-Manager, Director</b>	<b>11/2/09, 12/11/09, 12/30/09</b>	<b>\$12,100.00</b>	<b>\$7,500.00</b>

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Emanuel Gerard v. Norman Ratner, Linda Burd Howard, and Airplay America, LLC, Case No. 602016/08</b>	<b>Civil Complaint</b>	<b>Supreme Court of the State of New York, County of New York</b>	<b>Pending</b>
<b>Airplay America, LLC v. Emanuel Gerard, Case No. 09 CIV 9174 (AKH) (AJP)</b>	<b>Civil</b>	<b>United States District Court, Southern District of New York</b>	<b>Pending</b>

CAPTION OF SUIT AND CASE NUMBER <b>Airplay America, LLC v.                  Robert Cartagine, Neal                  Hughes, Steven Mastandrea,                  James Miller, and Chris                  Curry, Case No.                  08-81224-CIV-Zloch/Snow</b>	NATURE OF PROCEEDING <b>Civil</b>	COURT OR AGENCY AND LOCATION <b>United States District Court,                  Southern District of Florida</b>	STATUS OR DISPOSITION <b>Pending</b>
<b>Tipping Point LLC v. Airplay                  America LLC, Case No.                  502008CA020598XXXXMB</b>	<b>Civil</b>	<b>Palm Beach County Circuit                  Court</b>	<b>Pending</b>

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

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

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

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

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

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

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hough Kubs & Robson, PL 2450 Hollywood Boulevard Suite 706 Hollywood, FL 33020	1/15/2010	<b>\$11,039, includes (\$1,039 filing fee); \$5,165 remaining in trust</b>

**10. Other transfers**

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

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

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

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

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

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

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

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

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

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

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

NAME

**17. Environmental Information.**

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

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

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

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

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

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

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

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

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

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

NAME AND ADDRESS <b>Fred Blumer</b> <b>314 Rock Rimmon Rd.</b> <b>Stamford, CT 06903</b>	DATES SERVICES RENDERED <b>8/1/05 - present</b>
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None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

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

NAME	ADDRESS
<b>Dr. Linda Howard</b>	<b>20781 Salida Terrace Boca Raton, FL 33433</b>
<b>Norman Ratner</b>	<b>20781 Salida Terrace Boca Raton, FL 33433</b>

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

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

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

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>See attached Exhibit B</b>		

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

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

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

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

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

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

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

**24. Tax Consolidation Group.**

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**25. Pension Funds.**

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

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

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

Date January 25, 2010Signature /s/ Norman B. Ratner  
**Norman B. Ratner**  
**Managing Member**

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

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



**AirPlay America LLC Unit Holders**

Norman Ratner	28.69%
Earl Mayer	10.52%
Dr. Linda Burd Howard	28.69%
Dr. Robert and Teresa Diaz	8.72%
Stephanie Howard	1.74%
Cynthia Nelson	0.07%
Jodi Albanese	0.07%
Lois Scharps	1.52%
Dennis Ratner	4.67%
Pat Boone	7.10%
Now Micro	0.53%
Emanuel Gerard	3.27%
David Schwartz	3.07%
Tipping Point	1.37%

Exhibit B

**United States Bankruptcy Court**  
**Southern District of Florida**

In re Airplay America, LLC  
Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Cynthia Nelson</b> 460 Jupiter Lane North Palm Beach, FL 33408		.07%	
<b>David Schwartz</b>		3.07%	
<b>Dennis Ratner</b> 7401 Fairfax Road Bethesda, MD 20814		4.67%	
<b>Earl E. Mayer</b> 5892 Eagles Nest Drive Jupiter, FL 33458		10.52%	
<b>Emanuel Gerard</b> #1 East End Ave New York, NY 10021		3.27%	
<b>Jodi Albanese</b> 11 Magnolia Way Haledon, NJ 07508		.07%	
<b>Linda Howard</b> 20781 Salida Terrace Boca Raton, FL 33431		28.69%	
<b>Lois Scharps</b> 21 Robert Drive Huntington, NY 11743		1.52%	
<b>Norman Ratner</b> 20781 Salida Terrace Boca Raton, FL 33431		28.69%	
<b>Now Micro, Inc.</b>		0.53%	
<b>Pat Boone</b> 9220 Sunset Blvd. Suite 310 West Hollywood, CA 90069		7.10%	
<b>Robert and Teresa Diaz</b> 123 Pembroke Drive Palm Beach Gardens, FL 33418		8.72%	

1 continuation sheets attached to List of Equity Security Holders

In re Airplay America, LLC

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

Debtor

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Stephanie Howard</b> <b>2075 N. Vermont Ave</b> <b>#3</b> <b>Los Angeles, CA 90027</b>		<b>1.74%</b>	
<b>The Tipping Point</b> <b>1020 EAST TROPICAL WAY</b> □ □ <b>Plantation, FL 33317</b>		<b>1.37%</b>	

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

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

Date January 25, 2010Signature /s/ Norman B. Ratner

**Norman B. Ratner**  
**Managing Member**

*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  
Southern District of Florida**

In re **Airplay America, LLC**

Debtor(s)

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

Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 25, 2010**

**/s/ Norman B. Ratner**

**Norman B. Ratner/Managing Member**

Signer/Title

Agilysys  
28925 Fountain Parkway  
Solon, OH 44139

Arbitron

AT&T  
PO Box 105024  
Atlanta, GA 30348

Berger Singerman  
200 Biscayne Blvd.  
Suite 1000  
Miami, FL 33131

David Schwartz  
2175 Cooper Street  
Palo Alto, CA 94301

DMI Music  
35 West Dayton Street  
Pasadena, CA 91105

Dr. Linda Burd Howard  
20781 Salida Terrace  
Boca Raton, FL 33433

Dr. Robert Diaz  
123 Pembroke Drive  
Palm Beach Gardens, FL 33418

Earl Mayer  
5892 Eagles Nest Drive  
Jupiter, FL 33458

Emanuel Gerard  
#1 East End Avenue  
New York, NY 10021

Equus  
5801 Clearwater Drive  
Hopkins, MN 55343

Federal Express  
3965 Airways Module G  
Memphis, TN 38116

Herrick, Feinstein LLP  
C/O Schlesinger & Cotzen, PL  
Suite 700  
Miami, FL 33131

Hughes Network Systems, LLC  
11717 Exploration Lane  
Germantown, MD 20876

IRS  
Centralized Insolvency Operations  
P O Box 21126  
Philadelphia, PA 19114

IRS - Plantation  
7850 S.W. 6TH Court  
Plantation, FL 33324

Kennedy & Santino, PL  
1675 Palm Beach Lakes Blvd.  
Suite 700  
West Palm Beach, FL 33401

Law Firm of Rush Hicks  
49 Music Square West  
Suite 503  
Nashville, TN 37203

Lexis Nexis/Mathew Bender  
PO Box 7247-0178  
Philadelphia, PA 10170

Linda Burd Howard  
20871 Salida Terrace  
Boca Raton, FL 33433

Lovett Bennett Jr., PC  
21 Courtland Street  
PO Box 632  
Statesboro, GA 30459

McGuire Woods, LLP  
901 E. Cary Street  
Richmond, VA 93219

NEC Display Solutions of Amer.  
500 Park Blvd.  
Suite 1100  
Itasca, IL 60143

NEC Financial Services  
300 Frank W. Burr Blvd.  
Teaneck, NJ 07666

Norman B. Ratner  
20781 Salida Terrace  
Boca Raton, FL 33433

Norman B. Ratner  
20871 Salida Terrace  
Boca Raton, FL 33433

Seyfarth & Shaw LLP  
Two Seaport Lane  
Suite 300  
Boston, MA 02210

State of Florida - Department of Revenue  
5050 West Tennessee Street□□  
Tallahassee, FL 32399-0100

Ullman & Ullman, PA  
150 E. Palmetto Park Road  
Suite 650  
Boca Raton, FL 33432

United States Attorney  
Jeffrey H. Sloman  
500 E. Broward Blvd.  
Fort Lauderdale, FL 33394-3000

X20 Media  
147 Saint St. West  
Suite 300  
Montreal, Quebec

**United States Bankruptcy Court  
Southern District of Florida**

In re **Airplay America, LLC** Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**DECLARATION UNDER PENALTY OF PERJURY TO ACCOMPANY PETITIONS, SCHEDULES AND STATEMENTS FILED ELECTRONICALLY**

*Note: This declaration must be filed with each electronically filed initial petition or amended petition and must contain the imaged signature of the debtor. This declaration must also be filed with an initial schedule, SFA, Statement of Social Security Number, or Statement of Current Monthly Income (OBF 22) not filed with the initial petition or any amended schedules, SFA, Statement of Social Security Number, and/or Statement of Current Monthly Income (OBF 22) unless these documents contain an imaged signature of the debtor(s).*

**Check all documents that apply to this declaration**

- |   |                                |  |       |
|---|--------------------------------|--|-------|
| <input checked="" type="checkbox"/> Voluntary petition signed by me on                                  | <u><b>January 25, 2010</b></u> | <input type="checkbox"/> Amended voluntary petition signed by me on                                  | _____ |
| <input checked="" type="checkbox"/> Schedules signed by me on   | <u><b>January 25, 2010</b></u> | <input type="checkbox"/> Amended schedules signed by me on   | _____ |
| <input checked="" type="checkbox"/> Statement of Financial Affairs signed by me on                      | <u><b>January 25, 2010</b></u> | <input type="checkbox"/> Amended Statement of Financial Affairs signed by me on                      | _____ |
| <input checked="" type="checkbox"/> Statement of Social Security Number(s) signed by me on              | <u><b>January 25, 2010</b></u> | <input type="checkbox"/> Amended Statement of Social Security Number(s) signed by me on              | _____ |
| <input checked="" type="checkbox"/> Statement of <i>Current Monthly Income (OBF 22)</i> signed by me on | <u><b>January 25, 2010</b></u> | <input type="checkbox"/> Amended Statement of <i>Current Monthly Income (OBF 22)</i> signed by me on | _____ |

I, **Norman B. Ratner**, the undersigned debtor(s) hereby declare under penalty of perjury as follows:

- I have reviewed and signed the original(s) of the document(s) identified above and the information contained in the Verified Document(s) is true and correct to the best of my knowledge and belief.
- I understand that Verified Document(s) filed in electronic form shall be treated for all purposes (both civil and criminal, including penalties of perjury) in the same manner as though signed or subscribed.
- I understand that the Verified Document(s) will be filed by my attorney in electronic form in connection with the above captioned case and that I have received and reviewed copies of the Verified Document(s) I have signed.
- I understand that my attorney is required by the court to retain the original signed Verified Document(s) for five years from date of discharge, dismissal or the conclusion of any pending appeals in this case and provide these documents to the court upon request at any time.

\_\_\_\_\_  
**Signature of Debtor**  
**(If non individual, authorized corporate representative)**

**Norman B. Ratner**  
**Print or Type Name (and title if applicable)**

**Julie E. Hough 0764981**  
**Print or Type Name of Attorney for Debtor**

\_\_\_\_\_  
**Signature of Joint Debtor (if applicable)**

\_\_\_\_\_  
**Print Name**

**954.239.4760**  
**Phone:**