

B1 (Official Form 1) (4/10)

United States Bankruptcy Court Southern District of Georgia		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Video Warehouse, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all): 58-2140032		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):	
Street Address of Debtor (No. & Street, City, and State): 217 South Madison Avenue Douglas, GA		Street Address of Joint Debtor (No. & Street, City, and State):	
		ZIP CODE	ZIP CODE
County of Residence or of the Principal Place of Business: Coffee		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
		ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):			
ZIP CODE			
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (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.) <hr/>		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	
		Tax-Exempt Entity (Check box, if applicable)	
		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	
		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)	
		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	
		<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Nature of Debts (Check one box)			
<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
Filing Fee (Check one box)			
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.			
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			
Chapter 11 Debtors			
Check one box:			
<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).			
Check if:			
<input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes			
<input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
THIS SPACE IS FOR COURT USE ONLY			
Estimated Number of Creditors			
<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>			
1- 50- 100- 200- 1,000- 5,001- 10,001- 25,001- 50,001- Over 49 99 199 999 5,000 10,000 25,000 50,000 100,000 100,000			
Estimated Assets			
<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>			
\$0 to \$50,001 to \$100,001 to \$500,000 to \$1,000,001 to \$10,000,001 to \$50,000,001 to \$100,000,001 to \$500,000,001 to \$1 billion More than \$1 billion \$50,000 \$100,000 \$500,000 \$1 million \$10 million \$50 million \$100 million \$500 million \$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 \$50,001 to \$100,001 to \$500,000 to \$1,000,001 to \$10,000,001 to \$50,000,001 to \$100,000,001 to \$500,000,001 to \$1 billion More than \$1 billion \$50,000 \$100,000 \$500,000 \$1 million \$10 million \$50 million \$100 million \$500 million \$1 billion			

B1 (Official Form 1) (4/10)

FORM B1, Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Video Warehouse, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: NONE	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: NONE	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Not Applicable Signature of Attorney for Debtor(s) _____ Date _____	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (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)).			

B1 (Official Form 1) (4/10)

FORM B1, Page 3

Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s):
Video Warehouse, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

 Not Applicable

Signature of Debtor

 Not Applicable

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 § 1515 of title 11 are attached.

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

 Not Applicable

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

Signature of Attorney for Debtor(s)

JAMES L. DRAKE, JR. Bar No. 229250

Printed Name of Attorney for Debtor(s) / Bar No.

JAMES L. DRAKE, JR., P.C.

Firm Name

POST OFFICE BOX 9945 SAVANNAH, GEORGIA 31412

Address

(912) 790-1533**(912) 790-1534**

Telephone Number

1/25/2011

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

 s/ Gerald H. Pryor

Signature of Authorized Individual

Gerald H. Pryor

Printed Name of Authorized Individual

President and CEO

Title of Authorized Individual

1/25/2011

Date

Signature of Non-Attorney 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.

 Not Applicable

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

 Not Applicable

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 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.

United States Bankruptcy Court
Southern District of Georgia

In re:

Case No.

Chapter 11

Video Warehouse, Inc.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Gerald H. Pryor, declare under penalty of perjury that I am the President and CEO of Video Warehouse, Inc., a Georgia Corporation and that on June 2009 the following resolution was duly adopted by the Gerald H. Pryor, President and CEO of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Gerald H. Pryor, President and CEO of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that Gerald H. Pryor, President and CEO of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that Gerald H. Pryor, President and CEO of this Corporation, is authorized and directed to employ JAMES L. DRAKE, JR., attorney and the law firm of JAMES L. DRAKE, JR., P.C. to represent the Corporation in such bankruptcy case."

Executed on: 1/25/2011

Signed: s/ Gerald H. Pryor
Gerald H. Pryor

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Georgia

In re Video Warehouse, Inc.

Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
Adams, Brown, Beran & Ball, CPA's Bank of America Building 2006 Broadway, Suite 2A PO Drawer J Great Bend, KS 67530				\$5,626.48
Felicia Newsome c/o J. Ronald Mullins, Jr. P.O. Box 1199 Columbus, GA 31902		Judgment Civ. Action	DISPUTED	\$1,250,000.00
Video Warehouse Douglas, Inc. 215 S Madison Avenue Douglas, GA 31533		Account Payable		\$5,171.73
Video Warehouse LaGrange, Inc. 104 N Morgan Street LaGrange, GA 30240		Account Payable		\$5,014.90
Video Warehouse Tifton, Inc. 206 Magnolia Drive Tifton, GA 31794		Account Payable		\$4,643.09
Video Warehouse Valdosta #2, Inc. 3272 Inner Perimeter Road Valdosta, GA 31602		Account Payable		\$4,469.15

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

In re Video Warehouse, Inc., Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
Video Warehouse Thomasville, Inc. 1402 E Jackson Thomasville, GA 31792		Account Payable		\$4,425.38
Video Warehouse Waycross, Inc. 507 TeBeau Street Waycross, GA 31501		Account Payable		\$4,162.68
Video Warehouse Columbus #3, Inc. 4531 Peak Industrial Drive Columbus, GA 31909		Account Payable		\$4,145.54
Video Warehouse Warner Robins #2, Inc. 1005 Russell Pkwy Warner Robins, GA 31088		Account Payable		\$4,045.56
Video Warehouse Moultrie, Inc. 201 10th Street Moultrie, GA 31768		Account Payable		\$3,906.87
Video Warehouse Warner Robins #1, Inc. 1846 Watson Blvd Warner Robins, GA 31093		Account Payable		\$3,676.45

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

In re Video Warehouse, Inc., Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
Video Warehouse Albany #2, Inc. 2814 Old Dawson Road Albany, GA 31707		Account Payable		\$3,663.97
Video Warehouse Hinesville, Inc. 435 E. G. Miles Pkwy Hinesville, GA 31313		Account Payable		\$3,308.13
Video Warehouse Dothan #2, Inc. 1207 Ross Clark Circle Dothan, AL 36301		Account Payable		\$3,265.55
Video Warehouse Albany #1, Inc. 2211 Slaphey Blvd Albany, GA 31701		Account Payable		\$3,035.02
Video Warehouse Americus, Inc. 103 N Prince Street Americus, GA 31709		Account Payable		\$3,033.77
Video Warehouse Macon Eisenhower, Inc. 1433 Eisenhower Pkwy, Suite P Macon, GA 31206		Account Payable		\$2,979.50

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

In re Video Warehouse, Inc. Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
Video Warehouse Jesup, Inc. 348 S First Street Jesup, GA 31545		Account Payable		\$2,892.04
Video Warehouse Dublin, Inc 1807 Rice Avenue Eastman, GA 31023				\$2,829.63
Video Warehouse Cornelia, Inc. 322 Merchants Way Cornelia, GA 30531				\$2,794.64

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

I, Gerald H. Pryor, President and CEO of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 1/25/2011Signature: s/ Gerald H. PryorGerald H. Pryor ,President and CEO

(Print Name and Title)

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.

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

In re: Video Warehouse, Inc.

Debtor

Case No. _____
(If known)**SCHEDULE A - REAL PROPERTY**

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE			\$ 0.00	\$ 0.00
Total >			\$ 0.00	

(Report also on Summary of Schedules.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	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				30.47
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.		Douglas National Bank (General Account) ****1254		3,398.91
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.		Douglas National Bank (Payroll Account) ****2716		0.00
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.		Money Network (Payroll Service-Pay Cards)		1,500.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		City of Douglas		225.00
Security deposits with public utilities, telephone companies, landlords, and others.		City of Douglas		200.00
Security deposits with public utilities, telephone companies, landlords, and others.		City of Douglas		225.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	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
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 to Gerald H. Pryor (10/26/2010)		66,036.14
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.		Georgia Department of Labor: Overpayment of Unemployment Taxes - Credit is being applied as taxes are due.		2,094.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1999 Chevy Van		2,500.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2000 Pacific Montana Mini Van		3,000.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2001 Isuzu Truck		10,000.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Chevy Van with trailer		5,000.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Express Cargo Van		8,000.00

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	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
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 Isuzu Truck		11,000.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2005 Chevy Express Cargo Van		10,000.00
Automobiles, trucks, trailers, and other vehicles and accessories.		2005 Honda Accord		4,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Please see attached Exhibit A		29,865.00
29. Machinery, fixtures, equipment and supplies used in business.	X			
30. Inventory.		Please see attached Exhibit B		46,931.60
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Judgment: \$12,536.35 Video Warehouse, Inc., Plaintiff, vs. Donna & Billy Jarvis, Defendants, Case No. 2008-140 in Magistrate Court for the County of Brooks, State of Georgia. (Debtor has deemed uncollectible)		0.00
Other personal property of any kind not already listed. Itemize.		Office Supplies (Paper, pens, etc.)		2,000.00

2 continuation sheets attached

Total ➤

\$ 206,006.12

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

EXHIBIT “A”
To Schedule B
Video Warehouse, Inc.

Office Furniture & Equipment

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Extended	
			Value	Value
3	Backup Batteries - 450v	Jamie	10	30
1	Binder - Docubind	Ginny	10	10
1	Binder - GBC Proclick Binder	Ginny	10	10
1	Blower	Janice	25	25
1	Bookcase - 3 Shelf wooden	Sandy	30	30
1	Bookcase - 3 Shelf wooden	Victoria	30	30
1	Bookcase - 3 Shelf wooden	Rachael	30	30
2	Bookcase - 3 Shelf wooden	Abby	30	60
1	Bookcase - 4 shelf	Outside Warehouse	30	30
1	Bookcase - 4 Shelf wooden	Shane	40	40
3	Buffing Machines Ven Mill	Inside Warehouse	100	300
1	Cabinet - 2 door	Heather E	100	100
1	Cabinet - 2 door	Ginny	100	100
2	Cabinets - Closet	Jamie	100	200
4	Cabinets - Overhead	Jamie	100	400
1	Calculator - Cannon P200 DH	Pam Lott	20	20
1	Calculator - Canon MP31DH	Rachael	20	20
1	Calculator - Casio	Ila	20	20
1	Calculator - Casio	Crystal H	20	20
1	Calculator - Casio FR-2650TM	Annette	20	20
2	Calculator - Sharp	New Arrivals	20	40
1	Calculator - Sharp Compet	Ginny	20	20
1	Calculator - Sharp Compet QS 2760A	Shane	20	20
1	Calculator - Sharp Compet QS2770H	Pam Jenkins	20	20
1	Calculator - Sharp CompetQS-2770A	Ila	20	20
1	Calculator - Sharp EL 2630P	Heather E	20	20
1	Calculator - Sharp EL01630G	Heather	20	20
1	Calculator - Sharp EL-1611P	Victoria	20	20
1	Calculator - Sharp EL1801C	Gerald	20	20
1	Calculator - Sharp EL2360P	Christy	20	20
1	Calculator - Sharp EL-2630P	Sandy	20	20
1	Calculator - Sharp QS 2760H	Abby	20	20
1	Calculator - Victor 1220-2	Sylvia	20	20
1	Camera - digital	Jarratt Pryor	10	10
1	Camera - digital Vivitar	Clarice	25	25
1	Cell Phone	Janice	15	15
1	Cell Phone	Clarice	15	15
1	Cell Phone - Alltel Motorola	Rosalind	15	15
1	Cell Phone - Alltel Razor	Aaron Cornett	15	15
1	Cell Phone - Motorola	Brenda Pryor	15	15
1	Cell Phone - Motorola	Eddie Chaney	15	15
1	Cell Phone - Motorola	Casey	15	15
1	Cell Phone - Motorola	Pam Spano	15	15
1	Cell Phone - Motorola	Cynthia Beck	15	15
1	Cell Phone - Motorola	Katrina	15	15
1	Cell Phone - Motorola (R8C)	Ginny	15	15
1	Cell Phone - Motorola Krzr	Jamie	15	15
1	Cell Phone - Motorola Razor	Melanie	15	15
1	Cell Phone - Motorola Razor	Roy Manos	15	15
1	Cell Phone - Palm Treo 755P	Victoria	50	50

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
1	Cell Phone - TREO	Jarratt Pryor	50	50
1	Chair	Pam Jenkins	25	25
1	Chair	Mike Davis	25	25
1	Chair	Jamie	25	25
1	Chair	Ila	25	25
1	Chair	Christy	25	25
1	Chair	Shane	25	25
1	Chair	Pam Lott	25	25
1	Chair	Rachael	25	25
1	Chair	Gerald	25	25
1	Chair	Maritza	25	25
3	Chair	Ginny	25	75
3	Chair	Tiffany	25	75
5	Chair	Outside Warehouse	25	125
9	Chair	Inside Warehouse	25	225
1	Chair - cloth	Rachael	25	25
2	Chair - Covered	Gerald	25	50
1	Chair - desk	Abby	25	25
1	Chair - desk	Sylvia	25	25
1	Chair - leather	Abby	25	25
1	Chair - leather	Pam Lott	25	25
2	Chair - Metal folding	Mike Davis	25	50
1	Chair - office	Sylvia	25	25
1	Coin Counter - Mechanical	Melanie	25	25
1	Coin Counter - Mechanical	Rosalind	25	25
1	Computer	Mike Davis	150	150
1	Computer	Ila	150	150
1	Computer - backup - not used	New Arrivals	150	150
1	Computer - Dell	Jamie	150	150
1	Computer - Dell	Christy	150	150
1	Computer - Generic	Jamie	150	150
1	Computer - Generic AMD Athlon	Josh	150	150
1	Computer - Generic Pentium	Josh	150	150
1	Computer - Laptop	Janice	150	150
1	Computer - Laptop - Dell	Pam Spano	150	150
1	Computer - Laptop - Dell	Cynthia Beck	150	150
1	Computer - Laptop - Dell	Clarice	150	150
1	Computer - Laptop - HP	Katrina	150	150
1	Computer - Laptop Dell	Maritza	150	150
1	Computer - Laptop Dell	Rosalind	150	150
1	Computer - Laptop Dell 1500 Vostro	Jamie	150	150
1	Computer - Laptop Dell Inspiron	Melanie	150	150
1	Computer - Laptop Dell Inspiron	Aaron Cornett	150	150
1	Computer - Laptop Dell Latitude	Roy Manos	150	150
1	Computer - Laptop HP	Brenda Pryor	150	150
1	Computer - Laptop Toshiba	Jarratt Pryor	150	150
1	Computer - Laptop Toshiba	Casey	150	150
1	Computer - Laptop Toshiba	Victoria	150	150
1	Computer & Monitor	Sandy	150	150
1	Computer & Monitor	Heather	150	150

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
1	Computer & Monitor	Abby	150	150
1	Computer & Monitor	Pam Lott	150	150
1	Computer & Monitor	Inside Warehouse	150	150
1	Computer & Monitor	Outside Warehouse	150	150
1	Computer & Monitor - Dell	Annette	150	150
1	Computer & Monitor - Dell	Shane	150	150
1	Computer & Monitor - Dell	Victoria	150	150
1	Computer & Monitor - Dell	Rachael	150	150
1	Computer & Monitor - Dell	Heather E	150	150
1	Computer & Monitor - Dell	Crystal H	150	150
1	Computer & Monitor - Dell - Security Monitor	Sylvia	150	150
1	Computer & Monitor - HP	Ginny	150	150
1	Computer & Monitor - NEC	Gerald	150	150
1	Computer & Monitor - Optiplex	Sylvia	150	150
1	Computer & Monitor - Relisys	Tiffany	150	150
2	Computer & Monitor - Relisys & Ben Q	New Arrivals	150	300
1	Computer Monitor - HP LP2065	Pam Jenkins	100	100
2	Computer Servers - Accounting	Shane	500	1,000
1	Credenza	Rachael	150	150
1	Credenza	Tiffany	150	150
1	Credenza - with 2 matching 4 shelf units	Pam Jenkins	250	250
1	Credenza - with 2 matching 4 shelf units	Sandy	250	250
1	Credenza - with 2 matching 4 shelf units	Heather	250	250
1	Credenza - large door with shelves	Gerald	400	400
1	Credenza - wooden	Maritza	150	150
1	Credenza - wooden	Heather E	150	150
3	Cubicle Walls	Jamie	25	75
3	Deep Cleaning Machines RTI (1 works)	Inside Warehouse	25	75
1	Deep Disc Cleaning Machine RTI50ct	Inside Warehouse	25	25
1	Desk	Jamie	150	150
1	Desk	Tiffany	150	150
1	Desk	Sandy	150	150
2	Desk - C shaped	Jamie	150	300
1	Desk - L shape wooden	Christy	150	150
1	Desk - L shape wooden	Heather E	150	150
1	Desk - metal	Outside Warehouse	25	25
1	Desk - Metal	Inside Warehouse	25	25
1	Desk - Metal L-shape	Pam Lott	25	25
1	Desk - student desk	Ila	50	50
1	Desk - u-shaped wood	Gerald	400	400
1	Desk - u-shaped wood	Ginny	200	200
1	Desk - u-shaped wood	Sylvia	200	200
1	Desk - Wood	Annette	150	150
1	Desk - Wood	Victoria	150	150
1	Desk - Wood & Metal (w/broken legs)	New Arrivals	150	150
1	Desk - wooden	Rachael	150	150
1	Desk - wooden	Maritza	150	150
1	Desk - wooden	Crystal H	150	150
2	Desk - Wooden	Mike Davis	150	300
1	Desk - Wooden 7 drawers	Shane	150	150

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
1	Desk - Wooden 7 drawers	Abby	150	150
1	Desk - Wooden L-Shape	Pam Jenkins	150	150
1	Desk- L Shape Metal	New Arrivals	150	150
2	Disk Storage 2 drawer	Outside Warehouse	25	50
1	Docking Station - Dell	Pam Jenkins	75	75
1	DVD Player - Magnavox	Ginny	25	25
1	DVD Playor Sony	Inside Warehouse	25	25
1	External drive 80gig	Mike Davis	25	25
1	Fans - Industrial on Wheels	Outside Warehouse	25	25
2	Fans - Industrial Stand	Outside Warehouse	25	50
1	Fax - Canon	Roy Manos	25	25
1	Fax Machine - Canon	Katrina	25	25
1	Fax Machine - Imaginistics	New Arrivals	25	25
1	Fax Machine - Sharp FO-5700	Pam Lott	25	25
1	Fax Machine - UJIZB	Tiffany	400	400
1	Fax Phone - Canon B95	Rachael	25	25
1	Faxphone Canon B95	Casey	25	25
1	Faxphone Canon B95	Jamie	25	25
1	Filing Cabinet - 2 drawer	Inside Warehouse	25	25
1	Filing Cabinet - 2 drawer	Christy	25	25
1	Filing Cabinet - 2 drawer lateral	Pam Jenkins	50	50
1	Filing Cabinet - 2 drawer lateral	Sandy	50	50
1	Filing Cabinet - 2 drawer lateral	Shane	50	50
1	Filing Cabinet - 2 drawer lateral	Victoria	50	50
1	Filing Cabinet - 2 drawer lateral	Rachael	50	50
1	Filing Cabinet - 2 drawer lateral	Maritza	50	50
1	Filing Cabinet - 2 drawer lateral	New Arrivals	50	50
1	Filing Cabinet - 2 drawer lateral	Sylvia	50	50
2	Filing Cabinet - 2 drawer lateral	Abby	50	100
2	Filing Cabinet - 2 drawer lateral	Pam Lott	50	100
1	Filing Cabinet - 2 drawer vertical	Rachael	25	25
1	Filing Cabinet - 2 drawer vertical	New Arrivals	25	25
5	Filing Cabinet - 2 drawer wooden	Crystal H	25	125
1	Filing Cabinet - 2 drawers	Tiffany	25	25
2	Filing Cabinet - 2 drawers	Jamie	25	50
2	Filing Cabinet - 2 drawers oblong	Outside Warehouse	50	100
1	Filing Cabinet - 3 drawers oblong	Outside Warehouse	50	50
1	Filing Cabinet - 4 drawer	Sandy	50	50
1	Filing Cabinet - 4 drawer	Inside Warehouse	50	50
2	Filing Cabinet - 4 drawer	Christy	50	100
1	Filing Cabinet - 4 drawer HON	Jarratt Pryor	50	50
1	Filing Cabinet - 4 drawer lateral	Pam Jenkins	75	75
1	Filing Cabinet - 4 drawer lateral	Sandy	75	75
1	Filing Cabinet - 4 drawer lateral	Victoria	75	75
1	Filing Cabinet - 4 drawer lateral	Crystal H	75	75
1	Filing Cabinet - 4 drawer lateral	Heather E	75	75
2	Filing Cabinet - 4 drawer lateral	Shane	75	150
2	Filing Cabinet - 4 drawer lateral	Rachael	75	150
3	Filing Cabinet - 4 drawer lateral	Christy	75	225
1	Filing Cabinet - 4 drawer lateral file	Heather	75	75

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Extended	
			Value	Value
1	Filing Cabinet - 4 drawer lateral file	Pam Lott	75	75
1	Filing Cabinet - 4 drawer vertical file	Gerald	75	75
2	Filing Cabinet - 4 drawers	Jamie	50	100
7	Filing Cabinet - 4 drawers	Outside Warehouse	50	350
6	Filing cabinet - 5 drawer	Outside Warehouse	60	360
1	Filing Cabinet - 5 drawer lateral	Sandy	100	100
1	Filing Cabinet - 5 drawer lateral	Heather	100	100
1	Filing Cabinet - 5 drawer lateral	Shane	100	100
1	Filing Cabinet - 5 drawers oblong	Outside Warehouse	100	100
3	Filing Cabinet - Lateral	Ginny	50	150
5	Filing Cabinet - Lateral files	Ginny	50	250
1	Filing Cabinet - Sentry Fireproof 2 drawer lateral	Gerald	100	100
2	Filing Cabinet - Vertical	Ginny	25	50
2	Fire Extinguishers	Inside Warehouse	20	40
1	Firewall - SonicWall	Jamie	300	300
1	Generator - Gas Powered Sears	Inside Warehouse	200	200
3	Hand Trucks	Outside Warehouse	25	75
2	Hand Trucks - 2 Metal Movie	Outside Warehouse	25	50
2	Hand Trucks - Metal flatbed	Outside Warehouse	25	50
4	Hand Trucks - Metal flatbed	Outside Warehouse	25	100
11	Hand Trucks - Wooden Handmade	Outside Warehouse	20	220
6	Heat Guns	Inside Warehouse	10	60
1	Keyboard - Dell	Christy	10	10
1	Keyboard/Mouse - wireless	Josh	15	15
1	Keyboard/Mouse Dell	Josh	15	15
1	Label Maker - Brother	Inside Warehouse	10	10
1	Ladder - 15' Aluminum	Jarratt Pryor	100	100
1	Ladder - 6 Ft Step	Tracey	50	50
1	Ladder - 7 ft foldup	Jamie	50	50
1	Ladder - Extension Metal	Outside Warehouse	100	100
1	Ladder - Multipurpose	Jamie	50	50
1	Laminator - large GBC	Ginny	50	50
1	Laminator - small IBICO	Ginny	50	50
1	Microwave - Sharp	Inside Warehouse	25	25
1	Modem - 52X Max	Tiffany	25	25
1	Monitor	Jamie	25	25
2	Monitor	Jamie	25	50
1	Monitor - 19" Dell Flat Panel	Josh	25	25
1	Monitor - 19" Flat Panel	Mike Davis	25	25
1	Monitor - Acer	Christy	25	25
1	Monitor - Acer	Ila	25	25
1	Monitor - Dell 17" Flat	Josh	25	25
1	Monitor & keyboard	Shane	35	35
3	Network - 24port switches	Jamie	100	300
2	Occasional Tables	Tiffany	20	40
1	Paper Bin	Ginny	10	10
3	Paper Cutters	Ginny	10	30
1	Paper Shredder	Ila	20	20
1	Paper Shredder	Maritza	20	20
1	Paper Shredder	Jamie	20	20

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
1	Paper Shredder - Champion WQ818	Pam Lott	20	20
1	Paper Shredder - Fellows 58-97CS	Pam Jenkins	20	20
1	Paper Shredder - GBC Master 4220S	Inside Warehouse	20	20
1	Paper Shredder - Universal	Gerald	20	20
1	Paper Shredder Fellowes W11C	Christy	20	20
1	Postage Meter & Scale	Tiffany	25	25
1	Printer - Brother P Touch label	New Arrivals	50	50
1	Printer - HP 5500N Color	Ginny	200	200
1	Printer - HP DeskJet 6940	Victoria	40	40
1	Printer - HP DeskJet 6940	Maritza	40	40
1	Printer - HP Laser Jet 1022	Sylvia	40	40
2	Printer - HP Laser Jet 1022	Christy	40	80
1	Printer - HP Laser Jet 1200	Inside Warehouse	40	40
1	Printer - HP Laser Jet 1300	Pam Lott	40	40
1	Printer - HP Laser P1005	Tiffany	40	40
1	Printer - HP LaserJet 1012	Ila	40	40
1	Printer - HP LaserJet 1020	Abby	40	40
1	Printer - HP LaserJet 1020	New Arrivals	40	40
1	Printer - HP LaserJet 1022	Pam Jenkins	40	40
1	Printer - HP LaserJet 1160	Gerald	40	40
1	Printer - HP LaserJet 1300	Sandy	40	40
1	Printer - HP LaserJet 1300	Rachael	40	40
1	Printer - HP LaserJet 1320	Annette	40	40
1	Printer - HP LaserJet 2200D	Shane	40	40
1	Printer - HP LaserJet P1505	Heather E	40	40
1	Printer - HP Officejet 5510V	Crystal H	40	40
1	Printer - HP Scan Jet 8200	Ginny	40	40
1	Printer - HP1320 LaserJet	Jamie	40	40
2	Printer - Okidata	Jamie	40	80
1	Printer - Sato Label & Rewinder	New Arrivals	50	50
1	Printer/Copier Dell Photo 966	Josh	40	40
1	Printer/Scanner - HP PCS	Jamie	40	40
1	Printer/Scanner - Imagistics	Mike Davis	100	100
1	Printer/Scanner - Photo 966	Mike Davis	40	40
1	Rolling File Cart	Ila	10	10
1	Rolling File Cart	Pam Lott	10	10
1	Rolling File Cart	Victoria	10	10
2	Rolling File Cart	Tiffany	10	20
1	Safe - Sentry Fireproof	Gerald	50	50
1	Scale - UPS Weigh	Ginny	15	15
1	Scanner - Scanjet 3300C	Maritza	25	25
1	Scanner - Visioneer 1Touch 8650	Sylvia	25	25
2	Servers - Dell Poweredge	Jamie	400	800
6	Servers - Generic	Jamie	200	1,200
6	Shelf Unit 5 Shelves Metal	Mike Davis	25	150
1	Shelf Unit 6 shelves wooden	Pam Jenkins	50	50
18	Shelves - 3' Steel & Wood	Lease Space	10	180
26	Shelves - 4' Steel & Wood	Lease Space	10	260
7	Shelves - 5 Shelves x 7 Feet	Jamie	10	70
17	Shelves - Metal with 6 shelves per	File Room	10	170

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
2	Shelves - Paper Holder	Ginny	10	20
6	Shelves - Plastic Check with 12 shelves each	File Room	10	60
2	Shrink Wrap Machines	Outside Warehouse	100	200
1	Sorter - File	New Arrivals	10	10
1	Sorter - Horizontal	Ginny	10	10
1	Sorter - Mail	Tiffany	10	10
1	Sorter - Vertical	Ginny	10	10
1	Step Stool - metal	File Room	10	10
1	Step Stool - metal 2 steps	Inside Warehouse	10	10
3	Storage/File Cabinet	Ginny	25	75
1	Table	Ila	15	15
1	Table	New Arrivals	15	15
1	Table - 2 shelves	Ila	15	15
2	Table - Large, Handmade Wooden	Inside Warehouse	15	30
1	Table - L-shaped	Shane	15	15
1	Table - Metal	Inside Warehouse	15	15
1	Table - small with drawers	Ginny	15	15
5	Tables - plastic	Outside Warehouse	15	75
2	Tables - workstation	Outside Warehouse	15	30
1	Telephon	Sylvia	25	25
1	Telephone	Inside Warehouse	25	25
1	Telephone - Meridian	Mike Davis	25	25
1	Telephone - Meridian	Josh	25	25
1	Telephone - Meridian	Ila	25	25
1	Telephone - Meridian	Annette	25	25
1	Telephone - Meridian	Heather E	25	25
1	Telephone - Nortel	Pam Jenkins	25	25
1	Telephone - Nortel	Sandy	25	25
1	Telephone - Nortel	Shane	25	25

Video Warehouse, Inc.
Furniture, Fixtures and Equipment

Qty	Item	User	Value	Extended Value
1	Telephone - Nortel	Abby	25	25
1	Telephone - Nortel	Pam Lott	25	25
1	Telephone - Nortel	Victoria	25	25
1	Telephone - Nortel	Rachael	25	25
1	Telephone - Nortel	Gerald	25	25
1	Telephone - Nortel	Crystal H	25	25
1	Telephone - Nortel	New Arrivals	25	25
2	Telephone - Nortel	Ginny	25	50
1	Telephone - Nortel	Christy	25	25
1	Telephone - Nortel M7310	Jamie	25	25
1	Tool - Air Line 50' Yellow	Tracey	20	20
1	Tool - Bosch Saws All	Tracey	20	20
1	Tool - Compact Miter Saw 10" Hitachi	Tracey	20	20
1	Tool - Concrete Rake	Tracey	10	10
1	Tool - Drill - 14v	Jamie	10	10
1	Tool - Drill - 18v	Jamie	10	10
1	Tool - Drill - Cordless - Black & Decker	Mike Davis	10	10
1	Tool - Drill - Cordless - Ryobi	Jarratt Pryor	10	10
1	Tool - Drill Hitachi	Tracey	10	10
1	Tool - Drop Cord 100Ft Yello	Tracey	10	10
1	Tool - Drop Cord 50 Ft Yellow/Green	Tracey	10	10
1	Tool - Electrical Tester	Jamie	10	10
1	Tool - Furniture Dolly	Tracey	10	10
1	Tool - Hole Digger	Tracey	5	5
1	Tool - Jigsaw Black & Decker	Tracey	10	10
1	Tool - Kobalt Bottle Dock	Tracey	10	10
1	Tool - Level 4'	Tracey	5	5
1	Tool - Misc	Jamie	5	5
1	Tool - Nail Gun Bostich F28	Tracey	10	10
1	Tool - Nail Gun Remington 22 Cal	Tracey	10	10
1	Tool - Network Cable Tester	Jamie	5	5
1	Tool - Paint Gun Kobalt	Tracey	10	10
1	Tool - Post Hole Digger	Jarratt Pryor	5	5
1	Tool - Shovel Fiberglass Flat	Tracey	5	5
1	Tool - Shovel Wooden Handled Pointed	Tracey	5	5
1	Tool - Skill Saw	Tracey	10	10
3	Tool - Sledge Hammer	Tracey	5	15
2	Tool - Staple Gun	Tracey	10	20
1	Tool - Tamping	Jarratt Pryor	10	10
1	Tool - Torch - BernzOmatic	Tracey	10	10
2	Tool - Yard Rakes	Tracey	5	10
1	Tool Box	Janice	5	5
1	Tools - General Hand Tools	Clarice	10	10
1	TV - Orion 13"	Inside Warehouse	25	25
1	TV - Orion 27" Colour	Ginny	50	50
1	VHS & DVD Player Combo V Sonic	Inside Warehouse	10	10
2	VHS Rewinder	Inside Warehouse	10	20
1	Water Chiller Machine Innowave	Inside Warehouse	25	25

29,865

EXHIBIT "B"
To Schedule B
Video Warehouse, Inc.

Inventory

Item ID	Description	Last Unit Cost	Qty on Hand	Total Cost
1 TB HARD DR. GREEN	1 TB HARD DR. (CAVIAR GREEN)	\$94.87	2.00	\$189.73
1 TB HARD DRIVE	1 TB HARD DRIVE	\$175.47	4.00	\$701.88
1 TB USB HARD DRIVE	1TB USB HARD DRIVE	\$0.00	0.00	\$0.00
160 GB EXTERNAL HD	160 GB EXTERNAL HD	\$130.00	0.00	\$0.00
160 GB INTERAL HD	160 GB INTERAL HD	\$40.00	2.00	\$80.00
17" FLAT PANEL MON.	17" FLAT PANEL MONITORS	\$147.38	14.00	\$2063.35
2 GB HP USB DRIVE	2 GB HP USB DRIVE	\$8.76	8.00	\$70.11
4 PORT HUBS	4 PORT HUBS	\$9.00	43.00	\$387.00
8 CAMERA SURV. CARD	8 CAMERA SURVEILLANCE CARD	\$598.00	1.00	\$598.00
8 GB FLASH DRIVE	8 GB FLASH DRIVE	\$17.33	0.00	\$0.00
80 GB HARD DRIVE	80 GB HARD DRIVE	\$40.00	41.00	\$1640.00
817-5 CART	817-5 CART	\$115.00	10.00	\$1150.00
APC SPARE BATTERY	APC SPARE BATTERY	\$126.00	3.00	\$378.00
BACKUP BATTERY 1500	BACKUP BATTERY 1500	\$231.35	13.00	\$3007.49
BCI-21 CART	BCI-21 CART	\$9.00	58.00	\$522.00
Blk Box Phone Cable	Box Phone Cable	\$49.21	2.00	\$98.42
C7115X CART	C7115X CART	\$69.89	6.00	\$419.34
CANON BX3 CART	CANON BX3 CART	\$37.01	32.00	\$1184.36
CASH DRAWER	CASH DRAWER	\$119.45	1.00	\$119.45
CB540A	HP Black Cart.	\$70.65	4.00	\$282.61
CB541A	HP Cyan Cart. (1215)	\$144.81	2.00	\$289.61
CB542A	HP Yellow Cart (1215)	\$144.81	2.00	\$289.61
CB543A	HP MAGENTA CARTRIDGE	\$144.81	1.00	\$144.81
CC376A#ABA	CP1215 Color Laser Jet	\$358.00	0.00	\$0.00
CE505A	CE505A HP 05A TONER CART	\$83.55	3.00	\$250.65
DELL COMPUTER	DELL COMPUTER	\$857.13	1.00	\$857.13
DLINK GB SWITCH	DLINK GB SWITCH	\$59.19	45.00	\$2663.66
DVD INSERTS	DVD INSERTS (MARKETING)	\$0.05	35668.00	\$1863.99
DVD PLAYER-PIONEER	DVD PLAYER-PIONEER	\$372.00	0.00	\$0.00
GB NETWORK CARDS	GIGABIT NETWORK CARDS	\$19.90	15.00	\$298.53
HAND SCANNER STAND	HAND SCANNER STAND	\$20.00	15.00	\$300.00
HAND SCANNERS	HAND SCANNERS	\$111.33	37.00	\$4119.03
HP 1040 FAX MACHINE	HP 1040 FAX MACHINE	\$80.00	0.00	\$0.00
HP 2140 - Fax/Copier	HP 2140 - Fax/Copier	\$111.54	1.00	\$111.54
HP 43A Magenta Color	HP 43A Magenta Color Laser	\$77.03	1.00	\$77.03
HP-12A CART	HP-12A CART	\$69.42	11.00	\$763.62
HP-12A MICR CART	HP-12A MICR CART	\$155.38	0.00	\$0.00
HP-13X CART	HP-13X CART	\$94.52	2.00	\$189.05
HP-15 CART	HP-15 CART	\$30.92	4.00	\$123.68
HP-15A CART	HP-15A CART	\$61.49	1.00	\$61.49
HP-20 CART	HP-20 CART	\$32.74	39.00	\$1277.00
HP-35A CART	HP-35A CART	\$57.78	2.00	\$115.56
HP-36A CART	HP-36A CART	\$61.36	14.00	\$859.04
HP-45 CART	HP-45 CART	\$32.69	5.00	\$163.43
HP-49A CART	HP-49A CART	\$65.19	5.00	\$325.95
HP-53X CART	HP-53X CART	\$138.00	4.00	\$552.00
HP-56 CART	HP-56 CART	\$19.70	10.00	\$197.03
HP-57 CART	HP-57 CART	\$32.00	16.00	\$512.00
HP-60 CART	HP-60 PRINTER CARTRIDGE	\$20.97	12.00	\$251.66
HP-701 CART	HP-701 CART	\$30.66	0.00	\$0.00
HP-78 CART	HP-78 CART	\$33.00	3.00	\$99.00
HP-92A CART	HP-92A CART	\$50.00	4.00	\$200.00
HP-92A CART (MICRO)	HP-92A CART (MICRO)	\$95.00	3.00	\$285.00

HP-96 CART	HP-96 CART	\$30.00	3.00	\$90.00
HP-96A CART	HP-96A CART	\$92.00	6.00	\$552.00
HP-97 CART	HP-97 CART	\$33.00	2.00	\$66.00
ICN2S40NSC35I	ELE BALLAST F40T12	\$15.25	20.00	\$305.08
ICN3P32SC35I	3/LAMP 32 T8 Ballast	\$16.23	10.00	\$162.27
ICN4P32SC35I	Electronic Ballast 4/bulb	\$18.19	0.00	\$0.00
IN COUNTER SCANNER	IN COUNTER SCANNER METROLOGIC	\$457.00	3.00	\$1371.00
INVENTORY SCANNER	INVENTORY SCANNER (PERCON)	\$1500.00	4.00	\$6000.00
IOP2P59SC35I	F96T8 Lamp Electronci 120V	\$27.00	9.00	\$243.03
KEYBOARD (USB)	KEYBOARD (USB)	\$9.60	31.00	\$297.54
KVM SWITCH	KVM SWITCH	\$36.38	3.00	\$109.14
LaCIE HARD DISK 1 TB	LaCIE HARD DISK 1 TB	\$109.47	4.00	\$437.89
MODEM (US ROBOTICS)	MODEM (US ROBOTICS)	\$88.00	21.00	\$1848.00
MOUSE (USB)	MOUSE (USB)	\$6.41	26.00	\$166.64
NETGEAR 24 PORT SWT	NETGEAR 24 PORT SWITCH	\$350.00	2.00	\$700.00
NexStar 3 USB	NexStar 3 USB Hi-Speed 300	\$64.37	3.00	\$193.11
OKIDATA 320 PRINTER	OKIDATA 320 PRINTER	\$372.11	1.00	\$372.11
OKIDATA PRINthead	OKIDATA PRINthead	\$86.31	2.00	\$172.61
Power Adapter	Power Adapter	\$2.78	18.00	\$50.09
Power Convert Cable	Power Converter Cable	\$3.55	16.00	\$56.83
Power Supply (400 w)	Power Supply (400 Watt)	\$50.32	2.00	\$100.65
PRINTER RIBBONS	PRINTER RIBBONS	\$2.49	66.00	\$164.22
RELB2S40SC35I	F40T12 120V 2/Bulb 4' Ballast	\$13.38	2.00	\$26.75
SPEAKERS	SPEAKERS	\$5.00	0.00	\$0.00
STORE SAFES	STORE SAFES	\$340.76	6.00	\$2044.55
SURGE PROTECTOR	SURGE PROTECTOR	\$6.00	20.00	\$120.00
TMAX MANGER PRO	TMAX MANGER PRO	\$560.95	1.00	\$560.95
TN360	Brother TN360 Toner Cart	\$58.32	6.00	\$349.89
Yellow Label	Yellow Label	\$19.87	12.00	\$238.43

\$46931.60

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

In re Video Warehouse, Inc.

Debtor

Case No.

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
NONE			VALUE					

0 continuation sheets
attachedSubtotal >
(Total of this page)

\$ 0.00	\$ 0.00
\$ 0.00	\$ 0.00

Total >
(Use only on last page)(Report also on Summary of (If applicable, report
also on Statistical
Summary of Certain
Liabilities and
Related Data.)

B6E (Official Form 6E) (4/10)

In re Video Warehouse, Inc.

Debtor

Case No.

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS 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 \$11,725* 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 \$5,775* 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 \$2,600* 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 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) – Cont.

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.									\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotals ➤
(Totals of this page)Total ➤
(Use only on last page of the completed
Schedule E. Report also on the Summary of
Schedules.)Total ➤
(Use only on last page of the completed
Schedule E. If applicable, report also on the
Statistical Summary of Certain Liabilities
and Related Data.)

\$ 0.00	\$ 0.00	\$ 0.00
\$ 0.00		
\$ 0.00	\$ 0.00	\$ 0.00

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS 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.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						5,626.48
Adams, Brown, Beran & Ball, CPA's Bank of America Building 2006 Broadway, Suite 2A PO Drawer J Great Bend, KS 67530		Accounting Services				
ACCOUNT NO.				X		1,250,000.00
Felicia Newsome c/o J. Ronald Mullins, Jr. P.O. Box 1199 Columbus, GA 31902		JUDGEMENT Felicia Newsome, as Surviving Spouse and Administrator of the Estate of David Lee Dozier, and as Next Friend of Delisha Newsome, Darius Dozier, and Kendrick Dozier, Surviving Minor Children of David Lee Dozier, Plaintiff, v. VIDEO WAREHOUSE, INC. AND DAVID GLENN LEE, Defendants				
Timothy O'Brien, Attorney Levin, Papantonio, Thomas, Mitchel, Echsner & Proctor, PA PO Box 12308 Pensacola, FL 32591		Superior Court of Dooly County Civil Action No. 06DV-0209				
ACCOUNT NO.						2,313.96
Video Warehouse Aiken, Inc. 1163 York Street, Suite 100 Aiken, SC 29801		Account Payable				
ACCOUNT NO.						3,035.02
Video Warehouse Albany #1, Inc. 2211 Slappey Blvd Albany, GA 31701		Account Payable				

14 Continuation sheets attached

Subtotal >	\$ 1,260,975.46
Total >	\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODETOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							3,663.97
Video Warehouse Albany #2, Inc. 2814 Old Dawson Road Albany, GA 31707			Account Payable				
ACCOUNT NO.							2,464.83
Video Warehouse Albany #3, Inc. 2106 East Oglethorpe Blvd Albany, GA 31705			Account Payable				
ACCOUNT NO.							3,033.77
Video Warehouse Americus, Inc. 103 N Prince Street Americus, GA 31709			Account Payable				
ACCOUNT NO.							1,718.31
Video Warehouse Andalusia, Inc. 1102 Dr. Martin Luther King Exp Andalusia, AL 36420			Account Payable				
ACCOUNT NO.							978.13
Video Warehouse Anniston, Inc. 2113 Quintard Avenue Anniston, AL 36201			Account Payable				

Sheet no. 1 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 11,859.01

Total >

\$	
\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							218.22
Video Warehouse Athens, Inc. 1550 Lexington Road Athens, GA 30605			Account Payable				
ACCOUNT NO.							1,510.19
Video Warehouse Auburn, Inc. 130 West Longleaf Drive Auburn, AL 36830			Account Payable				
ACCOUNT NO.							1,483.34
Video Warehouse Augusta Leg, Inc. 1504 N Leg Road Augusta, GA 30909			Account Payable				
ACCOUNT NO.							978.74
Video Warehouse Augusta TOB, Inc. 3806 Woodlake Drive Hephzibah, GA 30815			Account Payable				
ACCOUNT NO.							1,877.93
Video Warehouse Bainbridge, Inc. 903 E Shotwell Street Bainbridge, GA 39819			Account Payable				

Sheet no. 2 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 6,068.42

Total >

\$	6,068.42
\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							1,258.59
Video Warehouse Bremen, Inc. 503 Alabama Avenue Bremen, GA 30110			Account Payable				
ACCOUNT NO.							2,249.66
Video Warehouse Brewton, Inc. 329 St. Joseph Avenue Brewton, AL 36426			Account Payable				
ACCOUNT NO.							2,455.96
Video Warehouse Brunswick, Inc. 4429 New Jesup Hwy, Ste. 105 Brunswick, GA 31520			Account Payable				
ACCOUNT NO.							1,963.83
Video Warehouse Cairo, Inc. 601 Hwy 84 East Cairo, GA 31728			Account Payable				
ACCOUNT NO.							1,301.13
Video Warehouse Carrollton, Inc. 911 South Park Street Carrollton, GA 30117			Account Payable				

Sheet no. 3 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 9,229.17

Total >

\$	
\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							ACCOUNT NO.
Video Warehouse Cleveland, Inc. 641 S. Main Street Cleveland, GA 30528			Account Payable				2,116.46
Video Warehouse Columbus #2, Inc. 1554 S Lumpkin Road Columbus, GA 31903			Account Payable				2,080.05
Video Warehouse Columbus #3, Inc. 4531 Peak Industrial Drive Columbus, GA 31909			Account Payable				4,145.54
Video Warehouse Columbus Wynn, Inc. 1606 Wynnton Road Columbus, GA 31901			Account Payable				1,069.50
Video Warehouse Commerce, Inc. 2319 North Elm Street Commerce, GA 30529			Account Payable				1,986.66

Sheet no. 4 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **11,398.21**
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							ACCOUNT NO.
Video Warehouse Conyers, Inc. 1370 GA Hwy 138 N Conyers, GA 30013			Account Payable				559.52
Video Warehouse Cornelia, Inc. 322 Merchants Way Cornelia, GA 30531			Account Payable				2,794.64
Video Warehouse Covington, Inc. 13015 Browns Bridge Rd, Ste 610 Covington, GA 30016			Account Payable				1,004.69
Video Warehouse Dothan #2, Inc. 1207 Ross Clark Circle Dothan, AL 36301			Account Payable				3,265.55
Video Warehouse Dothan South, Inc. 3255 S. Oates Street, Ste 9 Dothan, AL 36301			Account Payable				2,048.05

Sheet no. 5 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 9,672.45
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							5,171.73
Video Warehouse Douglas, Inc. 215 S Madison Avenue Douglas, GA 31533			Account Payable				
ACCOUNT NO.							2,829.63
Video Warehouse Dublin, Inc 1807 Rice Avenue Eastman, GA 31023			Account Payable				
ACCOUNT NO.							1,692.93
Video Warehouse Eastman, Inc. 5004 First Avenue Eastman, GA 31023			Account Payable				
ACCOUNT NO.							2,421.13
Video Warehouse Enterprise, Inc. 1100 Rucker Blvd Enterprise, AL 36330			Account Payable				
ACCOUNT NO.							1,526.75
Video Warehouse Eufaula, Inc. 1098 S Eufaula Avenue Eufaula, AL 36027			Account Payable				

Sheet no. 6 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 13,642.17
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							639.24
Video Warehouse Gray, Inc. 222 West Clinton, Ste. 1 Gray, GA 31032			Account Payable				
ACCOUNT NO.							1,145.95
Video Warehouse Greenville, Inc. 140 W. Commerce Street Greenville, AL 36037			Account Payable				
ACCOUNT NO.							1,515.81
Video Warehouse Griffin, Inc. 1312 West Taylor Street Griffin, GA 30224			Account Payable				
ACCOUNT NO.							2,233.80
Video Warehouse Hartwell, Inc. 15 Randall Street Hartwell, GA 30643			Account Payable				
ACCOUNT NO.							3,308.13
Video Warehouse Hinesville, Inc. 435 E. G. Miles Pkwy Hinesville, GA 31313			Account Payable				

Sheet no. 7 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 8,842.93

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							1,818.02
Video Warehouse Jacksonville, Inc. 1630 Pelham Rd S, Suite A Jacksonville, AL 36265			Account Payable				
ACCOUNT NO.							2,892.04
Video Warehouse Jesup, Inc. 348 S First Street Jesup, GA 31545			Account Payable				
ACCOUNT NO.							5,014.90
Video Warehouse LaGrange, Inc. 104 N Morgan Street LaGrange, GA 30240			Account Payable				
ACCOUNT NO.							1,137.18
Video Warehouse Lithia Springs, Inc. 3962 Veterans Memorial Hwy Lithia Springs, GA 30122-1809			Account Payable				
ACCOUNT NO.							2,979.50
Video Warehouse Macon Eisenhower, Inc. 1433 Eisenhower Pkwy, Suite P Macon, GA 31206			Account Payable				

Sheet no. 8 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 13,841.64
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							570.54
Video Warehouse Macon Hartley, Inc. 3035 Hartley Br. Rd, Suite A Macon, GA 31216			Account Payable				
ACCOUNT NO.							1,565.09
Video Warehouse Marianna, Inc. 4365 LaFayette Street Marianna, FL 32447			Account Payable				
ACCOUNT NO.							2,057.85
Video Warehouse Milledgeville, Inc. 1835 N Columbia Street, Suite 4 Milledgeville, GA 31061			Account Payable				
ACCOUNT NO.							3,906.87
Video Warehouse Moultrie, Inc. 201 10th Street Moultrie, GA 31768			Account Payable				
ACCOUNT NO.							1,416.25
Video Warehouse Opelika, Inc. 101 N 5th Street Opelika, AL 36803			Account Payable				

Sheet no. 9 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$ 9,516.60
Total	>	\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							2,588.82
Video Warehouse Ozark, Inc. 421 E Andrews Avenue Ozark, AL 36360			Account Payable				
ACCOUNT NO.							2,090.05
Video Warehouse Perry, Inc. 1121 Ball Street Perry, GA 31069			Account Payable				
ACCOUNT NO.							2,469.34
Video Warehouse Phenix City, Inc. 1713 US 280 Bypass Phenix, City, AL 36867			Account Payable				
ACCOUNT NO.							600.39
Video Warehouse Selma, Inc. 1214 Highland Avenue Selma, AL 36703			Account Payable				
ACCOUNT NO.							518.02
Video Warehouse Seneca, Inc. 722 W North First Street, Ste C Secaca, SC 29678			Account Payable				

Sheet no. 10 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 8,266.62
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							1,581.10
Video Warehouse St Marys, Inc. 337 Charlie Smith Sr. Hwy St. Mary's, GA 31558			Account Payable				
ACCOUNT NO.							2,415.88
Video Warehouse Sylvester, Inc. 201 W. Franklin Street Sylvester, GA 31791			Account Payable				
ACCOUNT NO.							477.31
Video Warehouse Tallahassee #1, Inc. 615 Universal Drive Tallahassee, FL 32303			Account Payable				
ACCOUNT NO.							4,425.38
Video Warehouse Thomasville, Inc. 1402 E Jackson Thomasville, GA 31792			Account Payable				
ACCOUNT NO.							1,831.69
Video Warehouse Thomson, Inc. 703 Deans Avenue Thomson, GA 30824			Account Payable				

Sheet no. 11 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **10,731.36**
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							ACCOUNT NO. 4,643.09
Video Warehouse Tifton, Inc. 206 Magnolia Drive Tifton, GA 31794			Account Payable				
ACCOUNT NO.							2,203.14
Video Warehouse Toccoa, Inc. 718 South Big A Road Toccoa, GA 30577			Account Payable				
ACCOUNT NO.							1,627.10
Video Warehouse Troy, Inc. 1215 US 231 South Troy, AL 36082			Account Payable				
ACCOUNT NO.							1,344.28
Video Warehouse Valdosta #1, Inc. 1520 N Ashley Street Valdosta, GA 31602			Account Payable				
ACCOUNT NO.							4,469.15
Video Warehouse Valdosta #2, Inc. 3272 Inner Perimeter Road Valdosta, GA 31602			Account Payable				

Sheet no. 12 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 14,286.76
Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODETOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							1,926.95
Video Warehouse Valdosta West, Inc. 1500 West Hill Avenue Valdosta, GA 31601			Account Payable				
ACCOUNT NO.							1,718.67
Video Warehouse Valley, Inc. 3214 20th Avenue, Ste. E Valley, AL 36854			Account Payable				
ACCOUNT NO.							2,593.45
Video Warehouse Vidalia, Inc. 410 East 1st Street Vidalia, GA 30474			Account Payable				
ACCOUNT NO.							3,676.45
Video Warehouse Warner Robins #1, Inc. 1846 Watson Blvd Warner Robins, GA 31093			Account Payable				
ACCOUNT NO.							4,045.56
Video Warehouse Warner Robins #2, Inc. 1005 Russell Pkwy Warner Robins, GA 31088			Account Payable				

Sheet no. 13 of 14 continuation sheets attached to Schedule of Creditors
 Holding Unsecured
 Nonpriority Claims

Subtotal > \$ 13,961.08

Total >

\$	
\$	

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable on the Statistical
 Summary of Certain Liabilities and Related Data.)

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

In re Video Warehouse, Inc.

Debtor

Case No. _____

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODETOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							4,162.68
Video Warehouse Waycross, Inc. 507 TeBeau Street Waycross, GA 31501			Account Payable				

ACCOUNT NO.							2,349.52
Video Warehouse Winder, Inc. 78 E May Street, Suite A Winder, GA 30680			Account Payable				

Sheet no. 14 of 14 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$ 6,512.20
Total	>	\$ 1,408,804.08

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re: Video Warehouse, Inc. Case No. _____
 Debtor (If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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.
Estate of Wiley M. Bordeaux 208 S. Peterson Ave., Suite 201 Douglas, GA 31533	Lease of: 116 E. Ashley St., Douglas, GA 31533 \$650.00/mth Currently on a month-to-month basis.
Estate of Wiley M. Bordeaux 208 S. Peterson Ave., Suite 201 Douglas, GA 31533	Lease of: 112 E. Ashley St., Douglas, GA 31533. \$500.00/month Currently on a month-to-month basis.
Gerald H. Pryor 207 Circle Dr. Douglas, GA 31533	Lease of: 147GACConnector206NW Douglas, GA 31533 2011 monthly rent @ \$1,534.50/mth 09/01/10-08/31/15 w/two 5 yr renew options; Lease has auto 3% annual increase.
Gerald H. Pryor 207 Circle Dr. Douglas, GA 31533	Lease of: 217 S. Madison Ave., Douglas, GA 31533 2011 monthly rent @ \$3,833.33/mth 05/01/10- 04/30/15 w/two 5 yr renew options. Lease has auto 3% annual increase.

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

In re: **Video Warehouse, Inc.**

Debtor

Case No.

(If known)

SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

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

United States Bankruptcy Court
Southern District of GeorgiaIn re Video Warehouse, Inc.,
DebtorCase 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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 206,006.12		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	15		\$ 1,408,804.08	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		24	\$ 206,006.12	\$ 1,408,804.08	

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

In re Video Warehouse, Inc.

Debtor

Case No.

(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____

Signature: _____

Debtor

Date: _____

Signature: _____

(Joint Debtor, if any)

[If joint case, both spouses must sign]

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

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

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

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

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

Address

X _____

Date

Signature of Bankruptcy Petition Preparer

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

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

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

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I Gerald H. Pryor, the President and CEO of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 1/25/2011Signature: s/ Gerald H. PryorGerald H. Pryor President and CEO

[Print or type name of individual signing on behalf of debtor.]

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

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 GEORGIA**

In re: _____ **Case No.** _____
Video Warehouse, Inc. **Chapter** 11

Debtor.

CERTIFICATION OF CREDITOR MAILING MATRIX

The purpose of the Certification of Creditor Mailing Matrix form is to certify that the creditor information provided on the diskette (or by ECF submission) matches exactly the creditor information provided on the schedules. Accordingly, I hereby certify under penalty of perjury that the master mailing list of creditors submitted on computer diskette or electronically via the CM/ECF system is true, correct, and complete listing to the best of my knowledge and that the names and number of creditors provided on the diskette/ECF submission corresponds exactly to the creditor information listed on the schedules.

I further acknowledge that (1) the accuracy and completeness in preparing the creditor listing are the shared responsibility of the debtor and the debtor's attorney; (2) the court will rely on the creditor listing for all mailings; (3) the various schedules and statements required by the Bankruptcy Rules are not used for mailing purposes; and (4) that debtor, attorney and trustee information is not included on this diskette or electronic submission.

The master mailing list of creditors is submitted via:

computer diskette listing a total of _____ creditors which corresponds exactly to the schedules; or
 electronic means (ECF) listing a total of 83 creditors which corresponds exactly to the schedules.

s/ Gerald H. Pryor
Gerald H. Pryor
Debtor

JAMES L. DRAKE, JR.
Attorney for Debtor(s)

Date: 1/25/2011

Revised: 10/05

EXHIBIT 1

Video Warehouse, Inc. 217 South Madison Avenue Douglas, GA 31533	Adams, Brown, Beran & Ball, CPA's Bank of America Building 2006 Broadway, Suite 2A PO Drawer J Great Bend, KS 67530	BRANCH OF REORGANIZATION ATLANTA REGIONAL OFFICE US SECURITIES & EXCHANGE COM. 3475 LENOX RD, NE, STE 1000 ATLANTA, GA 30326-3235
Estate of Wiley M. Bordeaux 208 S. Peterson Ave., Suite 201 Douglas, GA 31533	Felicia Newsome c/o J. Ronald Mullins, Jr., P.O. Box 1199 Columbus, GA 31902	Gerald H. Pryor 207 Circle Dr. Douglas, GA 31533
INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS PO BOX 7346 PHILADELPHIA, PA 19101-7346	INTERNAL REVENUE SERVICE INSOLVENCY STOP 334-D, RM 400 401 W PEACHTREE ST, NW ATLANTA, GA 30308	OFFICE OF THE US TRUSTEE 222 WEST OGLETHORPE AVE SUITE 302 SAVANNAH, GA 31401-3664
Pitney Bowes Global Financial Serv PO Box 856460 Louisville, KY 40285-6460	Quench P.O. Box 13604 Philadelphia, PA 19101-360	SECRETARY OF TREASURY 15TH & PENNSYLVANIA, NW WASHINGTON, DC 20220-0001
Timothy O'Brien, Attorney Levin, Papantonio, Thomas, Mitchel, Echsner & Proctor, PA PO Box 12308 Pensacola, FL 32591 Video Warehouse Aiken, Inc. 1163 York Street, Suite 100 Aiken, SC 29801	US ATTORNEY PO BOX 8970 SAVANNAH, GA 31412	Video Warehouse Dothan South, Inc. 3255 S. Oates Street, Ste 9 Dothan, AL 36301
Video Warehouse Albany #3, Inc. 2106 East Oglethorpe Blvd Albany, GA 31705	Video Warehouse Albany #1, Inc. 2211 Slappey Blvd Albany, GA 31701	Video Warehouse Albany #2, Inc. 2814 Old Dawson Road Albany, GA 31707
Video Warehouse Bainbridge, Inc. 903 E Shotwell Street Bainbridge, GA 39819	Video Warehouse Americus, Inc. 103 N Prince Street Americus, GA 31709	Video Warehouse Andalusia, Inc. 1102 Dr. Martin Luther King Exp Andalusia, AL 36420
Video Warehouse Auburn, Inc. 130 West Longleaf Drive Auburn, AL 36830	Video Warehouse Anniston, Inc. 2113 Quintard Avenue Anniston, AL 36201	Video Warehouse Athens, Inc. 1550 Lexington Road Athens, GA 30605
	Video Warehouse Augusta Leg, Inc. 1504 N Leg Road Augusta, GA 30909	Video Warehouse Augusta TOB, Inc. 3806 Woodlake Drive Hephzibah, GA 30815

Video Warehouse Bremen, Inc. 503 Alabama Avenue Bremen, GA 30110	Video Warehouse Brewton, Inc. 329 St. Joseph Avenue Brewton, AL 36426	Video Warehouse Brunswick, Inc. 4429 New Jesup Hwy, Ste. 105 Brunswick, GA 31520
Video Warehouse Cairo, Inc. 601 Hwy 84 East Cairo, GA 31728	Video Warehouse Columbus #2, Inc. 1554 S Lumpkin Road Columbus, GA 31903	Video Warehouse Cleveland, Inc. 641 S. Main Street Cleveland, GA 30528
Video Warehouse Columbus #3, Inc. 4531 Peak Industrial Drive Columbus, GA 31909	Video Warehouse Columbus Wynn, Inc. 1606 Wynnton Road Columbus, GA 31901	Video Warehouse Commerce, Inc. 2319 North Elm Street Commerce, GA 30529
Video Warehouse Conyers, Inc. 1370 GA Hwy 138 N Conyers, GA 30013	Video Warehouse Cornelia, Inc. 322 Merchants Way Cornelia, GA 30531	Video Warehouse Covington, Inc. 13015 Browns Bridge Rd, Ste 610 Covington, GA 30016
Video Warehouse Dothan #2, Inc. 1207 Ross Clark Circle Dothan, AL 36301	Video Warehouse Douglas, Inc. 215 S Madison Avenue Douglas, GA 31533	Video Warehouse Dublin, Inc 1807 Rice Avenue Eastman, GA 31023
Video Warehouse Eastman, Inc. 5004 First Avenue Eastman, GA 31023	Video Warehouse Enterprise, Inc. 1100 Rucker Blvd Enterprise, AL 36330	Video Warehouse Eufaula, Inc. 1098 S Eufaula Avenue Eufaula, AL 36027
Video Warehouse Gray, Inc. 222 West Clinton, Ste. 1 Gray, GA 31032	Video Warehouse Greenville, Inc. 140 W. Commerce Street Greenville, AL 36037	Video Warehouse Griffin, Inc. 1312 West Taylor Street Griffin, GA 30224
Video Warehouse Hartwell, Inc. 15 Randall Street Hartwell, GA 30643	Video Warehouse Hinesville, Inc. 435 E. G. Miles Pkwy Hinesville, GA 31313	Video Warehouse Jacksonville, Inc. 1630 Pelham Rd S, Suite A Jacksonville, AL 36265
Video Warehouse Jesup, Inc. 348 S First Street Jesup, GA 31545	Video Warehouse LaGrange, Inc. 104 N Morgan Street LaGrange, GA 30240	Video Warehouse Lithia Springs, Inc 3962 Veterans Memorial Hwy Lithia Springs, GA 30122-1809
Video Warehouse Macon Eisenhower, I 1433 Eisenhower Pkwy, Suite P Macon, GA 31206	Video Warehouse Macon Hartley, Inc. 3035 Hartley Br. Rd, Suite A Macon, GA 31216	Video Warehouse Marianna, Inc. 4365 LaFayette Street Marianna, FL 32447

Video Warehouse Milledgeville, Inc. 1835 N Columbia Street, Suite 4 Milledgeville, GA 31061	Video Warehouse Moultrie, Inc. 201 10th Street Moultrie, GA 31768	Video Warehouse Opelika, Inc. 101 N 5th Street Opelika, AL 36803
Video Warehouse Ozark, Inc. 421 E Andrews Avenue Ozark, AL 36360	Video Warehouse Perry, Inc. 1121 Ball Street Perry, GA 31069	Video Warehouse Phenix City, Inc. 1713 US 280 Bypass Phenix, City, AL 36867
Video Warehouse Selma, Inc. 1214 Highland Avenue Selma, AL 36703	Video Warehouse Seneca, Inc. 722 W North First Street, Ste C Secaca, SC 29678	Video Warehouse St Marys, Inc. 337 Charlie Smith Sr. Hwy St. Mary's, GA 31558
Video Warehouse Sylvester, Inc. 201 W. Franklin Street Sylvester, GA 31791	Video Warehouse Tallahassee #1, Inc 615 Universal Drive Tallahassee, FL 32303	Video Warehouse Thomasville, Inc. 1402 E Jackson Thomasville, GA 31792
Video Warehouse Thomson, Inc. 703 Deans Avenue Thomson, GA 30824	Video Warehouse Tifton, Inc. 206 Magnolia Drive Tifton, GA 31794	Video Warehouse Toccoa, Inc. 718 South Big A Road Toccoa, GA 30577
Video Warehouse Troy, Inc. 1215 US 231 South Troy, AL 36082	Video Warehouse Valdosta #1, Inc. 1520 N Ashley Street Valdosta, GA 31602	Video Warehouse Valdosta #2, Inc. 3272 Inner Perimeter Road Valdosta, GA 31602
Video Warehouse Valdosta West, Inc. 1500 West Hill Avenue Valdosta, GA 31601	Video Warehouse Valley, Inc. 3214 20th Avenue, Ste. E Valley, AL 36854	Video Warehouse Vidalia, Inc. 410 East 1st Street Vidalia, GA 30474
Video Warehouse Warner Robins #1, I 1846 Watson Blvd Warner Robins, GA 31093	Video Warehouse Warner Robins #2, I 1005 Russell Pkwy Warner Robins, GA 31088	Video Warehouse Waycross, Inc. 507 TeBeau Street Waycross, GA 31501
Video Warehouse Winder, Inc. 78 E May Street, Suite A Winder, GA 30680	Video Warehouse Carrollton, Inc. 911 South Park Street Carrollton, GA 30117	

B 203
(12/94)UNITED STATES BANKRUPTCY COURT
Southern District of GeorgiaIn re: Video Warehouse, Inc.
DebtorCase No.
Chapter 11DISCLOSURE OF COMPENSATION OF ATTORNEY
FOR DEBTOR

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

For legal services, I have agreed to accept	\$ <u>20,000.00</u>
Prior to the filing of this statement I have received	\$ <u>20,000.00</u>
Balance Due	\$ <u>0.00</u>

2. The source of compensation paid to me was:

Debtor Other (specify)

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

Debtor Other (specify)

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

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

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

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

Preparation of Disclosure Statement and Plan

6. By agreement with the debtor(s) the above disclosed fee does not include the following services:

None

CERTIFICATION

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

Dated: 1/25/2011

JAMES L. DRAKE, JR., Bar No. 229250

JAMES L. DRAKE, JR., P.C.
Attorney for Debtor(s)

UNITED STATES BANKRUPTCY COURT
Southern District of Georgia

In re: **Video Warehouse, Inc.**

Case No. _____

Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing: **\$ 4,130,719.18**

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income: **\$ 343,717.00**

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor)	\$ 135,000.00
4. Payroll Taxes	10,225.00
5. Unemployment Taxes	275.00
6. Worker's Compensation	3,045.00
7. Other Taxes	225.00
8. Inventory Purchases (Including raw materials)	109,850.00
9. Purchase of Feed/Fertilizer/Seed/Spray	0.00
10. Rent (Other than debtor's principal residence)	6,518.00
11. Utilities	2,525.00
12. Office Expenses and Supplies	10,300.00
13. Repairs and Maintenance	1,100.00
14. Vehicle Expenses	4,550.00
15. Travel and Entertainment	13,270.00
16. Equipment Rental and Leases	575.00
17. Legal/Accounting/Other Professional Fees	1,500.00
18. Insurance	8,900.00
19. Employee Benefits (e.g., pension, medical, etc.)	9,490.00
 20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):	
Advertising Expense	150.00
Bank Charges	150.00
Computer Expense	1,100.00
Contract Labor	7,100.00
Dues & Subscriptions	560.00
Extermination Expense	50.00
Freight Expense	4,500.00
Gift Expense	50.00
Bankruptcy Court Fees	325.00
Licenses & Fees	325.00
Postage	6,400.00
Security Cost	110.00
Software Expense	2,000.00
Telephone Expense	3,100.00
Internet Expense	320.00
Other Expense	90.00
 21. Other (Specify):	
None	_____

22. Total Monthly Expenses (Add items 3 - 21) \$ 343,678.00

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2) \$ 39.00