

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
District of Maryland**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Actors Studio 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): DBA John Robert Powers	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 68-0489948	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 800 KING FARM BLVD #145 ROCKVILLE, MD <div style="text-align: right; font-size: small;">ZIP Code 20850</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: MONTGOMERY	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 702 KING FARM BLVD #125 ROCKVILLE, MD <div style="text-align: right; font-size: small;">ZIP Code 20850</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): 800 KING FARM BLVD #145 Rockville, MD 20850	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> 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.
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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 checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <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. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): Actors Studio Inc.</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</p>			
<p>Location Where Filed: - None -</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</p>			
<p>Name of Debtor: - None -</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>District:</p>		<p>Relationship:</p>	<p>Judge:</p>
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p>Exhibit C</p>			
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p>Exhibit D</p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p>Information Regarding the Debtor - Venue</p> <p>(Check any applicable box)</p>			
<p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>			
<p>Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p>(Check all applicable boxes)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Address of landlord)</p> <p><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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

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

Name of Debtor(s):
Actors Studio 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.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

 Address

X _____

 Date

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

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

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

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

Signature of Attorney*

X /s/ Thomas M. Dunlap
 Signature of Attorney for Debtor(s)

Thomas M. Dunlap 27525
 Printed Name of Attorney for Debtor(s)

Dunlap, Grubb & Weaver, PLLC
 Firm Name

199 Liberty St, SW
Leesburg, VA 20175-2715

 Address

Email: mail@dglegal.com

703-777-7319 Fax: 703-777-3656
 Telephone Number

March 8, 2010
 Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ George Caceres
 Signature of Authorized Individual

George Caceres
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

March 8, 2010
 Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Maryland**

In re Actors Studio Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
4382048 Canada Inc. Lotus Realty Inc. 400 Sauve West Montreal QC H3L 1Z8	4382048 Canada Inc. Lotus Realty Inc. 400 Sauve West Montreal QC H3L 1Z8	Montreal Canada Lease Actors Studio is Guarantor only		33,616.08
BROADWING (LEVEL 3 COMMUNICATIONS LLC) 712 N. MAIN ST COUDERSPORT, PA 16915	BROADWING (LEVEL 3 COMMUNICATIONS LLC) 712 N. MAIN ST COUDERSPORT, PA 16915	Utility Bill PHONES		4,225.03
CLEAR CHANNEL BROADCASTING INC 5567 COLLECTION CENTER DRIVE CHICAGO, IL 60693	CLEAR CHANNEL BROADCASTING INC 5567 COLLECTION CENTER DRIVE CHICAGO, IL 60693	Other Bill		56,680.00
CUMMING & PARTNERS PEINA GUAN ACCOUNTING 10TH FLOOR, 45 ST CLAIR AVENUE WEST TORONTO, ON M4V 1K9, MD 20850	CUMMING & PARTNERS PEINA GUAN ACCOUNTING 10TH FLOOR, 45 ST CLAIR AVENUE WEST TORONTO, ON M4V 1K9, MD 20850	Other Bill		2,685.00
FIORE FLORAL FALLSGROVE VILLAGE CENTER 14937-A SHADY GROVE RD ROCKVILLE, MD 20850	FIORE FLORAL FALLSGROVE VILLAGE CENTER 14937-A SHADY GROVE RD ROCKVILLE, MD 20850	Other Bill		1,583.68
IKON OFFICE SOLUTIONS 855 WINDING BROOK DRIVE GLASTONBURY, CT 06033	IKON OFFICE SOLUTIONS 855 WINDING BROOK DRIVE GLASTONBURY, CT 06033	Other Bill		2,028.06
JM ROSE 5236 TOPANGA CANYON BLVD WOODLAND HILLS, CA 91364	JM ROSE 5236 TOPANGA CANYON BLVD WOODLAND HILLS, CA 91364	Other Bill		7,175.00
LAMBDA GRAPHICS 1125 NORTH MCCADDEN PLACE SUITE 108 LOS ANGELES, CA 90038	LAMBDA GRAPHICS 1125 NORTH MCCADDEN PLACE SUITE 108 LOS ANGELES, CA 90038	Other Bill		2,719.85

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

In re **Actors Studio Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(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>
Level (3) P.O. Box 952061 Saint Louis, MO 63195-2061	Level (3) P.O. Box 952061 Saint Louis, MO 63195-2061	Phone services.		4,225.03
MICHAEL PALANCE 702 KING FARM BLVD ROCKVILLE, MD 20850	MICHAEL PALANCE 702 KING FARM BLVD ROCKVILLE, MD 20850	Other Bill PERSONAL CREDIT CARD		1,680.97
MUZAK MUZAK OA 3318 LAKEMONT BLVD FORT MILL, SC 29708	MUZAK MUZAK OA 3318 LAKEMONT BLVD FORT MILL, SC 29708	Other Bill		1,538.73
NATIONAL CINEMEDIA, LLC 9100 E. Nichols Ave Suite 200 Englewood, CO 80112	NATIONAL CINEMEDIA, LLC 9100 E. Nichols Ave Suite 200 Englewood, CO 80112	Other Bill		10,350.00
One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	702 King Farm Blvd Ste. 130		24,828.69
One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	702 King Farm Blvd Ste. 125		49,667.03
THE GROVE HOTEL 245 SOUTH CAPITOL BLVD BOISE, ID 83702	THE GROVE HOTEL 245 SOUTH CAPITOL BLVD BOISE, ID 83702	Other Bill		3,286.38
Three Irvington Ctr Associates ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	Three Irvington Ctr Associates ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	Past due payments on lease		150,408.37
WHUR-FM 529 BRYANT STREET NW WASHINGTON, DC 20059	WHUR-FM 529 BRYANT STREET NW WASHINGTON, DC 20059	Other Bill		36,715.00
WIAD-FM CBS RADIO WASHINGTON DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706	WIAD-FM CBS RADIO WASHINGTON DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706	Other Bill		2,800.00
WJZW-(Szabo Associates, Inc.) 3355 LENOX ROAD NINTH FLOOR ATLANTA, GA 30326	WJZW-(Szabo Associates, Inc.) 3355 LENOX ROAD NINTH FLOOR ATLANTA, GA 30326	Other Bill		2,955.00

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

In re **Actors Studio Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(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>
WPGC-FM CBS RADIO WASHINGTON, DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706	WPGC-FM CBS RADIO WASHINGTON, DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706	Other Bill		11,824.40

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

I, the President 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 **March 8, 2010**Signature **/s/ George Caceres****George Caceres****President**

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

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

**United States Bankruptcy Court
District of Maryland**

In re Actors Studio Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	49,223.53		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		419,896.08	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
Total Assets			49,223.53		
Total Liabilities				419,896.08	

**United States Bankruptcy Court
District of Maryland**

In re Actors Studio Inc.
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the following:

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

State the following:

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

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

In re Actors Studio Inc. Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

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

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

0 continuation sheets attached to the Schedule of Real Property

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

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank Account: CHEVY CHASE BANK CHECKING ACCOUNT ENDING IN 0785	-	1,841.16
		Location: CHEVY CHASE BANK 802 PLEASANT DRIVE ROCKVILLE, MD 20850		
		Bank Account: US BANK CHECKING ACCOUNT ENDING IN 0058	-	8,682.37
		Location: US BANK 8000 LYNDAL AVE BLOOMINGTON, MN 55420		
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.		Office: 7 COMPAQ EVO T20 W/7 MONITORS 1 HP DESKTOP TOWER W/ MONITOR 1 SONY VAIO Location: 800 KING FARM BLVD. # 145 ROCKVILLE, MD 20850	-	1,500.00
		Office: 9 PHONES 1 RECEPTIONIST PHONE AND SWITCHBOARD PHONE SYSTEM Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	1,800.00
		Furniture: 5 STANDARD DESKS 1 CONFERENCE DESK 2 SMALL DESKS 1 L SHAPED DESK 1 LARGE DESK 1 LARGE T SHAPED DESK 1 RECEPTIONIST DESK Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	2,000.00
			Sub-Total >	15,823.53
			(Total of this page)	

4 continuation sheets attached to the Schedule of Personal Property

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

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Furniture: 6 LEATHER CHAIRS WITH WOODEN ARMS 2 MESH CHAIRS 5 LEATHER CHAIRS W/PLASTIC ARMS 16 FABRIC CHAIRS 8 BLACK LEATHER CHAIRS Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	1,500.00
		Furniture: 4 METAL FILING CABINETS - 4 DRAWS 1 WOODEN -2 DRAWER CABINET 3 METAL - 2 DRAWER CABINET 1 WOODEN BOOKSHELF 1 WOODEN CREDENZA Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	2,000.00
		Furniture: 2 FABRIC COUCHES 2 LEATHER CHAIRS - WOODEN FRAMES 2 FULLY LEATHER CHAIRS Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	1,000.00
		Office: 1HP LASERJET P3005DN 1 1 BROTHER INTELLIFAX 2820 Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	500.00
		Audio-Video: 2 JVC DIGITAL VIDEO CAMERAS 2 SAMSUNG DIGITAL DVD 1 CANON POWER SHOT A 560 7.1 MEGAPIXEL 5 FLAT SCREENS TV 1 15' TV 4 27' TV 1 ROLLING CART 4 VCRS 2 BOOM BOXES Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	5,500.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.		Collectibles: 103 - FRAME POSTERS PICTURES 4 PICTURES OF ART WORK Location: CORPORTATE 702 KING FARM BLVD. #125 ROCKVILLE, MD 20850	-	21,400.00
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
			Sub-Total >	31,900.00
			(Total of this page)	

Sheet 1 of 4 continuation sheets attached to the Schedule of Personal Property

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

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
8. Firearms and sports, photographic, and other hobby equipment.		Musical: ROLAND ELECTRIC PIANO WITH BENCH Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	1,200.00
		Sports-Hobby: CANOPY TENT 10 X 10 Location: 800 KING FARM BLVD #145 ROCKVILLE, MD 20850	-	300.00
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			
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.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total > **1,500.00**
(Total of this page)

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

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

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 3 of 4 continuation sheets attached
to the Schedule of Personal Property

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

In re Actors Studio Inc. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	49,223.53

(Report also on Summary of Schedules)

Sheet 4 of 4 continuation sheets attached to the Schedule of Personal Property

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

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

 Taxes and certain other debts owed to governmental units

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

 Commitments to maintain the capital of an insured depository institution

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

 Claims for death or personal injury while debtor was intoxicated

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

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

0 continuation sheets attached

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

In re Actors Studio Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 4382048 Canada Inc. Lotus Realty Inc. 400 Sauve West Montreal QC H3L 1Z8	-	Montreal Canada Lease Actors Studio is Guarantor only				33,616.08
Account No. 935335P BROADWING (LEVEL 3 COMMUNICATIONS LLC) 712 N. MAIN ST COUDERSPORT, PA 16915	-	Utility Bill PHONES				4,225.03
Account No. 2907 CLEAR CHANNEL BROADCASTING INC 5567 COLLECTION CENTER DRIVE CHICAGO, IL 60693	-	Other Bill				56,680.00
Account No. 6516360919 - CORP EXPRESS CORPORATE EXPRESS PO BOX 95708 CHICAGO, IL 60694-5708	-	Other Bill				545.62
Subtotal (Total of this page)						95,066.73

6 continuation sheets attached

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

In re Actors Studio Inc. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. INVOICE 09340 CUMMING & PARTNERS PEINA GUAN ACCOUNTING 10TH FLOOR, 45 ST CLAIR AVENUE WEST TORONTO, ON M4V 1K9, MD 20850			Other Bill				2,685.00
Account No. CUSTOMER # 13665 DATAWATCH SYSTEM SUITE 500 4401 EAST WEST HIGHWAY BETHESDA, MD 20814			Other Bill				783.26
Account No. FIORE FLORAL FALLSGROVE VILLAGE CENTER 14937-A SHADY GROVE RD ROCKVILLE, MD 20850			Other Bill				1,583.68
Account No. 1305654-COMBINED INV IKON FINANCIAL SERVICES PO BOX 41564 PHILADELPHIA, PA 19101-1564			Other Bill				1,535.50
Account No. 4716053 IKON OFFICE SOLUTIONS 855 WINDING BROOK DRIVE GLASTONBURY, CT 06033			Other Bill				2,028.06
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	8,615.50

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

In re Actors Studio Inc. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 680489948 001 JM ROSE 5236 TOPANGA CANYON BLVD WOODLAND HILLS, CA 91364			Other Bill				7,175.00
Account No. LAMBDA GRAPHICS 1125 NORTH MCCADDEN PLACE SUITE 108 LOS ANGELES, CA 90038			Other Bill				2,719.85
Account No. xxx335P Level (3) P.O. Box 952061 Saint Louis, MO 63195-2061			Phone services.				4,225.03
Account No. 1983163 MARCUS THEATRES CORPORATION 3916 S BUINESS PARK AVE PO BOX 1267 MARSHFIELD, WI 54449-7267			Other Bill				1,400.00
Account No. 4488 4898 0035 8515 MICHAEL PALANCE 702 KING FARM BLVD ROCKVILLE, MD 20850			Other Bill PERSONAL CREDIT CARD				1,680.97
Subtotal (Total of this page)							17,200.85

Sheet no. 2 of 6 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Actors Studio Inc. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. INVOICE 20313 MRA COMPLETE GRAPHICS 520 S. CLAUDINA ST UNIT O ANAHEIM, CA 92805			Other Bill				336.00	
Account No. 171123 MUZAK MUZAK OA 3318 LAKEMONT BLVD FORT MILL, SC 29708			Other Bill				1,538.73	
Account No. REF # 4617818 CUSTOMER #114224 NATIONAL CINEMEDIA, LLC 9100 E. Nichols Ave Suite 200 Englewood, CO 80112			Other Bill				10,350.00	
Account No. 1682-t0035351 One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171			702 King Farm Blvd Ste. 125				49,667.03	
Account No. 1682-t0035351 One Irvington Centre Associate ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171			702 King Farm Blvd Ste. 130				24,828.69	
Sheet no. <u>3</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	86,720.45

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

In re Actors Studio Inc. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. 2034107207 PEPCO - SCHOOL PO BOX 4863 TRENTON, NJ 08650		-	Utility Bill			1,133.95	
Account No. JOHN ROBERT POWERS PROFESSIONAL IMAGE BY ROSEMARY 223 E 11TH STREEET SIOUX FALLS, SD 57104		-	Other Bill			900.00	
Account No. CLIENT NUMBER 7340 THE GROVE HOTEL 245 SOUTH CAPITOL BLVD BOISE, ID 83702		-	Other Bill			3,286.38	
Account No. 1638-2620 Three Irvington Ctr Associates ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	X	-	Past due payments on lease			150,408.37	
Account No. JOHN R POWE TOTAL REFRIGERATION SERVICE 16000 TRADE ZONE AVE, SUTIE 204 UPPER MARLBORO, MD 20772		-	Other Bill			858.20	
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	156,586.90

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

In re Actors Studio Inc. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. 942083 WHUR-FM 529 BRYANT STREET NW WASHINGTON, DC 20059			Other Bill				36,715.00	
Account No. 185929 WIAD-FM CBS RADIO WASHINGTON DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706			Other Bill				2,800.00	
Account No. COTNRACT NUMBER 402601 WJZW-(Szabo Associates, Inc.) 3355 LENOX ROAD NINTH FLOOR ATLANTA, GA 30326			Other Bill				2,955.00	
Account No. 185929 WLZL CBS RADIO WASHINGTON DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706			Other Bill				200.00	
Account No. 185929 WPGC-FM CBS RADIO WASHINGTON, DC 4200 PARLIAMENT PLACE SUITE 300 LANHAM, MD 20706			Other Bill				11,824.40	
Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	54,494.40

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

In re Actors Studio Inc., Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Z101-CKEY CKEY/Z-101 PO BOX 275 NIAGARA FALLS, NY 14302-9998		Other Bill				1,211.25	
Account No.							
Account No.							
Account No.							
Account No.							
Sheet no. <u>6</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	1,211.25
						Total (Report on Summary of Schedules)	419,896.08

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
IKON FINANCIAL SERVICES PO BOX 4156 PHILADELPHIA, PA 19101	Lessee on Lease 1305054-COMBINED INV signed 01/03/07 expires 1/3/11 CANON IMAGE RUNNER 5000RM LEASE IS 48 MOS TC0659
IKON FINANCIAL SERVICES PO BOX 91115 MACON, GA 31208	Lessee on Lease 1305054-COMBINED INV signed 01/3/07 expires 01/03/12 RIC COPIER MPC4500 - LEASE 60 MONTHS TC0658
IKON OFFICE SOLUTIONS 855 WINDING BROOK DRIVE GLASTONBURY, CT 06033	Lessee on Lease 4716053
MASERATI FINANCIAL SERVICES PO BOX 7247-0330 PHILADELPHIA, PA 19170	Lessee on Lease 367763. Debtor intends to continue lease.
MERCEDES-BENZ FINANCIAL PO BOX 9001921 LOUISVILLE, KY 40290	Lessee on Lease 7001467976 signed 10/20/07 expires 10/20/10 G55 AMG. Debtor intends to continue lease.
MUZAK 3318 LAKEMONT BLVD FORT MILL, SC 29708	Lessee on Lease 171123 signed 7/12/05 expires 07/12/10 OFFICE MUSIC
ONE IRVINGTON CENTRE ASSOCIATES LLC ACP MID-ATLANTIC LLC 2350 CORPORATE PARK DR SUIT 110 HERNDON, VA 20171	Lessee on Lease 1682-T0035351 signed 11/2/05 expires 11/30/12 Lease is for nonresidential real property 702 KING FARM BLVD #125 ROCKVILLE, MD 20850
ONE IRVINGTON CENTRE ASSOCIATES LLC ACP MID-ATLANTIC LLC 2350 CORPORATE PARK DR SUITE 110 HERNDON, VA 20171	Lessee on Lease 1682-t0035351 signed 02/2008 expires 11/30/2012 Lease is for nonresidential real property 702 KING FARM BLVD #130 ROCKVILLE, MD 20850
THREE IRVINGTON CENTRE ASSOCIATES ACP MID-ATLANTIC LLC CORPORATE PARK DR. SUITE 110 HERNDON, VA 20171	Lessee on Lease 1638-2620 Lease is for nonresidential real property 800 KING FARM BLVD #145 ROCKVILLE, MD 20850

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_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

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

In re Actors Studio Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
George Caceres 11300 Glenn Road Potomac, MD 20854 Guarantor	Three Irvington Ctr Associates ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171
JRP Vancouver, Inc. 147 Spadina Ave. Suite 201 M5V 2L7, Canada Toronto, ON Actors Studio Inc. Lease between JRP Vancouver, Inc., Front & Simcoe Ltd, APS Holdings LTD, Saltsman Family Holdings, LTD, and The Fashion Building	Front & Simcoe Ltd, et. al. Actors Studio Inc. Lease between JRP Vancouver, Inc., Front & Simcoe Ltd, APS Holdings LTD, Saltsman Family Holdings, LTD, and The Fashion Building
Michael Palance 702 King Farm Blvd Rockville, MD 20850 Guarantor	Three Irvington Ctr Associates ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171

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_____ continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court
District of Maryland**

In re **Actors Studio Inc.**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **March 8, 2010**

Signature **/s/ George Caceres**

**George Caceres
President**

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

**United States Bankruptcy Court
District of Maryland**

In re Actors Studio Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

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

AMOUNT	SOURCE
\$156,631.65	2010 Class and Convention Sales
\$3,106,577.08	2009 Class and Convention Sales
\$8,778,479.33	2008 Class and Convention Sales

2. Income other than from employment or operation of business

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

AMOUNT SOURCE

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
CLEAR CHANNEL 5567 Collection Center Drive Chicago, IL 60693	11/30/09, 12/4/09, 1/29/10, 2/28/10	\$52,164.75	\$27,795.00
WPGC-FM CBS Radio Washington, DC 4200 Parliament Place Suite 300 Lanham, MD 20706	12/1/09, 12/29/09, 1/14/10	\$10,585.00	\$11,824.40
NASSAU BROADCASTING	12/3/2009	\$2,533.00	\$0.00
UNIVISION COMMUNICATIONS	12/4/2009	\$2,231.25	\$0.00
RADIO ONE-PRAISE 5900 Princess Garden Parkway 7th Floor Lanham, MD 20706	11/24/2010, 12/16/2009, 1/15/2010	\$11,550.00	\$0.00
COMCAST SPOTLIGHT 40 W. Guide Drive Rockville, MD 20850	12/30/2009, 1/20/10, 2/16/10	\$10,839.00	\$0.00
WHUR-FM 529 Bryant St. Washington, DC 20059	1/5/2010, 2/4/10	\$8,925.00	\$36,715.00
WTOP	1/7/10	\$3,960.00	\$0.00
WTGB	1/22/2010	\$4,800.00	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
STATE FARM INSURANCE	2/11/10	\$1,854.25	\$0.00
MASERATI FINANCIAL SERVICES PO BOX 7247-0330 PHILADELPHIA, PA 19170	12/31/2009, 1/20/2010, 2/18/2010	\$7,753.95	\$0.00
MERCEDES-BENZ FINANCIAL PO BOX 9001921 LOUISVILLE, KY 40290	11/25/2009, 12/21/2009, 1/20/2010, 2/22/2010	\$8,691.43	\$0.00
IKON FINANCIAL SERVICES -COMBINED INV PO Box 41564 Philadelphia, PA 19101-1564	12/28/2009, 1/12/10	\$1,924.47	\$770.00
IKON OFFICE SOLUTIONS PO Box 41564 Philadelphia, PA 19101-1564	1/5/10	\$2,002.39	\$1,707.84
THE HARTFORD PO BOX 2907 HARTFORD, CT 06104	12/30/2009, 2/17/2010	\$1,462.84	\$0.00
CBEYOND	11/30/2009, 12/30/2009, 2/1/10	\$2,650.15	\$0.00
GM BUSINESS MANAGEMENT	11/5/09, 11/10/09, 11,12/09, 11/17/09, 11/24/09, 12/2/009, 12/23/09	\$40,500.00	\$0.00
NATIONAL CINEMEDIA, LLC 9100 E. Nichols Ave Suite 200 Englewood, CO 80112	11/24/2009	\$2,362.50	\$10,350.00
WLZL CBS Radio Washington D.C. 4200 Parliament Place Ste. 300 Lanham, MD 20706	1/14/10	\$2,000.00	\$200.00
One Irvington Centre Associate 2350 Corporate Park Dr. Suite 110 Herndon, VA 20171	1/22/2010	\$9,000.00	\$39,527.38
THREE IRVINGTON CENTER ACP Mid-Atlantic LLC 2350 Corporate Park Dr., #110 Herndon, VA 20171	1/22/2010	\$17,000.00	\$133,488.30
PEPCO - SCHOOL PO Box 4863 Trenton, NJ 08650	11/27/2009, 11/20/2009, 2/5/10	\$4,826.93	\$11,330.95

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
One Irvington Centre Associates, LLC v. Actors Studio, Inc. d/b/a John Robert Powers International Ltd. Case No. SEJ #864	Collection	District Court of Maryland for Montgomery County 27 Courthouse Sq. Rockville, MD 20850	Continued
One Irvington Centre Associates, LLC v. Actors Studio, Inc. d/b/a John Robert Powers International Ltd. Case No. SEJ 865	Collection	District Court of Maryland for Montgomery County 27 Courthouse Sq. Rockville, MD 20850	Continued
One Irvington Centre Associates, LLC v. Actors Studio, Inc. d/b/a John Robert Powers International Ltd. Case No. SEJ #866	Collections	District Court of Maryland for Montgomery County 27 Courthouse Sq. Rockville, MD 20850	Continued
HRLP Raleigh, L.P. v. Actor's Studio, Inc. d/b/a "John Robert Powers" Case No. 09CV024910	Collections	Superior Court of the State of North Carolina	

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

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

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

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

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

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

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

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

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

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Dunlap, Grubb & Weaver, PLLC 199 Liberty St, SW Leesburg, VA 20175-2715	2/8/2010	\$7,096.50

10. Other transfers

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Actors Studio, Inc.	68-0489948	702 King Farm Blvd. Rockville, MD 20850	Modeling & acting consulting company	05/1/2002-Present

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS J.M. Rose PO Box 519 Woodland Hills, CA 91365 Updegrove, Combs, McDaniel 5 Loudoun St, SW Leesburg, VA 20175	DATES SERVICES RENDERED Services rendered 2002 through 2008 2/15/2010
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- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

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

NAME J.M. Rose	ADDRESS PO Box 519 Woodland Hills, CA 91365
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- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

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

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
George Caceres 11300 Glen Road Potomac, MD 20854	President	100%

22 . Former partners, officers, directors and shareholders

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Michael D. Palance 702 King Farm Blvd Rockville, MD 20850	Vice-President	July 1, 2009

23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date **March 8, 2010** _____

Signature **/s/ George Caceres** _____
George Caceres
President

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

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

**United States Bankruptcy Court
District of Maryland**

In re Actors Studio Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
George Caceres 11300 Glen Road Potomac, MD 20854			

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date March 8, 2010

Signature /s/ George Caceres
George Caceres
President

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

**United States Bankruptcy Court
District of Maryland**

In re **Actors Studio Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **March 8, 2010**

/s/ George Caceres

George Caceres/President

Signer/Title

4382048 Canada Inc.
Lotus Realty Inc.
400 Sauve West
Montreal QC H3L 1Z8

Alliance Collection Agencies
3916 S. Business Park Ave
PO Box 1267
Marshfield, WI 54449-7267

APS Holdings, LTD
119 Spadina Avenue, Suite 401
M5V 2L1, Canada
Toronto, ON

BROADWING (LEVEL 3 COMMUNICATIONS LLC)
712 N. MAIN ST
COUDERSPORT, PA 16915

CLEAR CHANNEL BROADCASTING INC
5567 COLLECTION CENTER DRIVE
CHICAGO, IL 60693

CORPORATE EXPRESS
PO BOX 95708
CHICAGO, IL 60694-5708

CUMMING & PARTNERS
PEINA GUAN ACCOUNTING
10TH FLOOR, 45 ST CLAIR AVENUE WEST
TORONTO, ON M4V 1K9, MD 20850

DATAWATCH SYSTEM
SUITE 500 4401 EAST WEST HIGHWAY
BETHESDA, MD 20814

FIORE FLORAL
FALLSGROVE VILLAGE CENTER
14937-A SHADY GROVE RD
ROCKVILLE, MD 20850

Front & Simcoe, Ltd
119 Spadina Avenue, Ste. 401
M5V 2L1, Canada
Toronto, ON

George Caceres
11300 Glenn Road
Potomac, MD 20854

IKON FINANCIAL SERVICES
PO BOX 41564
PHILADELPHIA, PA 19101-1564

IKON Financial Services
PO Box 6338
Macon, GA 31208-6338

IKON FINANCIAL SERVICES
PO BOX 4156
PHILADELPHIA, PA 19101

IKON FINANCIAL SERVICES
PO BOX 91115
MACON, GA 31208

IKON OFFICE SOLUTIONS
855 WINDING BROOK DRIVE
GLASTONBURY, CT 06033

Inter-Credit International Ltd.
2nd Floor, South Point House
1 Chase Road
Southgate, London, N14 6JT

JM ROSE
5236 TOPANGA CANYON BLVD
WOODLAND HILLS, CA 91364

Joseph Mann Creed
20600 Chagrin Blvd., Suite 550
Shaker Heights, OH 44122-5340

JRP Vancouver, Inc.
147 Spadina Ave. Suite 201
M5V 2L7, Canada
Toronto, ON

LAMBDA GRAPHICS
1125 NORTH MCCADDEN PLACE SUITE 108
LOS ANGELES, CA 90038

Level (3)
P.O. Box 952061
Saint Louis, MO 63195-2061

MARCUS THEATRES CORPORATION
3916 S BUINESS PARK AVE
PO BOX 1267
MARSHFIELD, WI 54449-7267

MASERATI FINANCIAL SERVICES
PO BOX 7247-0330
PHILADELPHIA, PA 19170

MERCEDES-BENZ FINANCIAL
PO BOX 9001921
LOUISVILLE, KY 40290

MICHAEL PALANCE
702 KING FARM BLVD
ROCKVILLE, MD 20850

MRA COMPLETE GRAPHICS
520 S. CLAUDINA ST UNIT O
ANAHEIM, CA 92805

MUZAK
3318 LAKEMONT BLVD
FORT MILL, SC 29708

NATIONAL CINEMEDIA, LLC
9100 E. Nichols Ave
Suite 200
Englewood, CO 80112

One Irvington Centre Associate
ACP Mid-Atlantic LLC
2350 Corporate Park Dr., #110
Herndon, VA 20171

ONE IRVINGTON CENTRE ASSOCIATES LLC
ACP MID-ATLANTIC LLC
2350 CORPORATE PARK DR SUITE 110
HERNDON, VA 20171

PEPCO - SCHOOL
PO BOX 4863
TRENTON, NJ 08650

PROFESSIONAL IMAGE BY ROSEMARY
223 E 11TH STREEET
SIOUX FALLS, SD 57104

Saltsman Family Holdings LTD
119 Spadina Ave, Ste. 401
M5V 2L1, Canada
Toronto, ON

The Fashion Building
119 Spadina Avenue, Ste. 401
M5V 2L1, Canada
Toronto, ON

THE GROVE HOTEL
245 SOUTH CAPITOL BLVD
BOISE, ID 83702

THREE IRVINGTON CENTRE ASSOCIATES
ACP MID-ATLANTIC LLC
CORPORATE PARK DR. SUITE 110
HERNDON, VA 20171

Three Irvington Ctr Associates
ACP Mid-Atlantic LLC
2350 Corporate Park Dr., #110
Herndon, VA 20171

TOTAL REFRIGERATION SERVICE
16000 TRADE ZONE AVE, SUITE 204
UPPER MARLBORO, MD 20772

WHUR-FM
529 BRYANT STREET
NW WASHINGTON, DC 20059

WIAD-FM
CBS RADIO WASHINGTON DC
4200 PARLIAMENT PLACE SUITE 300
LANHAM, MD 20706

WJZW-(Szabo Associates, Inc.)
3355 LENOX ROAD
NINTH FLOOR
ATLANTA, GA 30326

WLZL
CBS RADIO WASHINGTON DC
4200 PARLIAMENT PLACE SUITE 300
LANHAM, MD 20706

WPGC-FM
CBS RADIO WASHINGTON, DC
4200 PARLIAMENT PLACE SUITE 300
LANHAM, MD 20706

Z101-CKEY
CKEY/Z-101
PO BOX 275
NIAGARA FALLS, NY 14302-9998

**United States Bankruptcy Court
District of Maryland**

In re **Actors Studio Inc.**

Debtor(s)

Case No.

Chapter

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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Actors Studio Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

March 8, 2010

Date

/s/ Thomas M. Dunlap

Thomas M. Dunlap 27525

Signature of Attorney or Litigant

Counsel for **Actors Studio Inc.**

Dunlap, Grubb & Weaver, PLLC

199 Liberty St, SW

Leesburg, VA 20175-2715

703-777-7319 Fax:703-777-3656

mail@dglegal.com