

B1 (Official Form 1)(4/10)

<b>United States Bankruptcy Court District of Maryland</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Laugh Out Loud Stations, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA LOL Stations</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>26-3125057</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>3241 Plaza Way Waldorf, MD</b> <div style="text-align: right; font-size: small;">ZIP Code <b>20603</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Charles</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>3241 Plaza Way Waldorf, MD 20603</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  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).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" 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		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Laugh Out Loud Stations, LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included 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.

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

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Laugh Out Loud Stations, LLC</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____ Signature of Debtor</p> <p><b>X</b> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Rowena N. Nelson, Esq.</u> Signature of Attorney for Debtor(s)</p> <p><u>Rowena N. Nelson, Esq. 28212</u> Printed Name of Attorney for Debtor(s)</p> <p><u>The Law Office of Rowena Nelson &amp; Associates, LLC</u> Firm Name</p> <p><u>1801 McCormick Dr, #150</u> <u>Upper Marlboro, MD 20774</u></p> <p>_____ Address</p> <p style="text-align: center;"><b>Email: rowena.nelson@rnnlawmd.com</b></p> <p><u>301-358-3348 Fax: 877-728-7744</u> Telephone Number</p> <p><u>August 14, 2011</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p><b>X</b> _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> <u>/s/ Regina Bethea</u> Signature of Authorized Individual</p> <p><u>Regina Bethea</u> Printed Name of Authorized Individual</p> <p><u>Chief Managing Member</u> Title of Authorized Individual</p> <p><u>August 14, 2011</u> Date</p>	

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC

Debtor(s)

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

Chapter 11

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

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Art Attacks 9350 47th Street Edmonton, AB T6B 2P6</b>	<b>Art Attacks 9350 47th Street Edmonton, AB</b>	<b>Location Design &amp; Attractions</b>		<b>94,000.00</b>
<b>Commerce First Bank 1804 West Street #200 Annapolis, MD 21401</b>	<b>Commerce First Bank 1804 West Street #200 Annapolis, MD 21401</b>	<b>Loan</b>		<b>35,000.00</b>
<b>Comptroller of Maryland Revenue Admin. Division Annapolis, MD 21411</b>	<b>Comptroller of Maryland Revenue Admin. Division Annapolis, MD 21411</b>	<b>Taxes</b>		<b>25,000.00</b>
<b>Kailiff Insurance 1250 NE Loop 410 Suite 920 San Antonio, TX 78209</b>	<b>Kailiff Insurance 1250 NE Loop 410 Suite 920 San Antonio, TX 78209</b>	<b>Insurance Policy</b>		<b>32,901.00</b>
<b>KVA Electric 1420 N Capitol Street NW Washington, DC 20002-3342</b>	<b>KVA Electric 1420 N Capitol Street NW Washington, DC 20002-3342</b>	<b>Electrical Buildout</b>		<b>29,000.00</b>
<b>PEPCO 701 Ninth Street, NW Washington, DC 20068</b>	<b>PEPCO 701 Ninth Street, NW Washington, DC 20068</b>	<b>Utility</b>		<b>12,000.00</b>
<b>Phoenix Contractors 1405 H Street, NE Suite #3 Washington, DC 20002</b>	<b>Phoenix Contractors 1405 H Street, NE Suite #3 Washington, DC 20002</b>	<b>Contractor Services/Build-out for Greenbelt Location</b>		<b>3,000.00</b>
<b>SinglePoint Technologies PO Box 1795 La Plata, MD 20646</b>	<b>SinglePoint Technologies PO Box 1795 La Plata, MD 20646</b>	<b>Technology Buildout</b>		<b>27,000.00</b>
<b>SMECO P.O. Box 62261 Baltimore, MD 21264-2261</b>	<b>SMECO P.O. Box 62261 Baltimore, MD 21264-2261</b>	<b>Utility</b>		<b>14,000.00</b>

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

In re Laugh Out Loud Stations, LLC  
Debtor(s)

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

**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>

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

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

Date August 14, 2011

Signature /s/ Regina Bethea  
**Regina Bethea**  
**Chief Managing Member**

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

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

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC,  
Debtor

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

Chapter 11

**SUMMARY OF SCHEDULES**

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	10	2,650,738.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		319,856.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		25,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		246,901.00	
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		18			
Total Assets			2,650,738.00		
Total Liabilities				591,757.00	

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC,  
Debtor

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

Chapter 11

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

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

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

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

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

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

**State the following:**

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

**State the following:**

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

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

In re Laugh Out Loud Stations, LLC, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
NONE		-	0.00	0.00

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 Laugh Out Loud Stations, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint 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		<b>Cash on Hand</b>	-	<b>1,000.00</b>
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.		<b>Checking Account Bank of America LOL Greenbelt xxxxxxxxxxxx0482</b>	-	<b>100.00</b>
		<b>Checking Account Bank of America LOL Waldorf xxxxxxxxxxxx7521</b>	-	<b>1,500.00</b>
		<b>Checking Account Bank of America LOL Payroll xxxxxxxxxxxx0479</b>	-	<b>1,500.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>SMECO</b>	-	<b>10,000.00</b>
		<b>Charles County Subsidiary LLC</b>	-	<b>36,000.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>Liability, Equipment, Building Insurance with Kailiff Insurance Company (No cash out value)</b>	-	<b>0.00</b>
10. Annuities. Itemize and name each issuer.	<b>X</b>			
			Sub-Total >	<b>50,100.00</b>
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Laugh Out Loud Stations, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>Laugh Out Loud Stations, LLC</b> <b>Location #1</b> <b>3241 Plaza Way Waldorf, MD 20603</b> <b>Location #2</b> <b>6442 Greenbelt Road, Greenbelt, MD 20770</b>	-	<b>2,000,000.00</b>
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			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **2,000,000.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

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

In re Laugh Out Loud Stations, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	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.		<b>See list of equipment, furnishings and supplies attached. Total includes items under the category of #29.</b>	-	<b>600,638.00</b>
		<b>Laugh Out Loud Stations, LLC Location #1 3241 Plaza Way Waldorf, MD 20603 Location #2 6442 Greenbelt Road, Greenbelt, MD 20770</b>		
29. Machinery, fixtures, equipment, and supplies used in business.		<b>See list of machinery, fixtures, equipment and supplies used in business attached.</b>	-	<b>Unknown</b>
		<b>Laugh Out Loud Stations, LLC Location #1 3241 Plaza Way Waldorf, MD 20603 Location #2 6442 Greenbelt Road, Greenbelt, MD 20770</b>		
30. Inventory.	X			
			Sub-Total >	<b>600,638.00</b>
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

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

In re Laugh Out Loud Stations, LLC, Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>2,650,738.00</b>

(Report also on Summary of Schedules)

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

<b>Description</b>	<b>Qty</b>	<b>Value</b>
Spider Mountain	1	\$40,000
Balladium (Equipment)	1	\$35,000
Playground (Playsystem)	1	\$45,000
Compressor (Balladium)	1	\$6,000
Assorted Costumes (Bins)	6	\$270
Kids Furniture	1	\$500
V tech Kids Computer	3	\$600
Kiddie 1/2 Moon Tables	4	\$400
Kiddie Chairs	30	\$300
Racks (Library, Supplies, etc.)	3	\$300
Chairs - Family/group dining	88	\$880
Chairs - stools	93	\$930
Chairs - toddler high chairs	3	\$125
Coffee Thermals & Stand	6	\$100
Napkin Holders	8	\$8
Tables - medium square	4	\$400
Tables - pedestal	20	\$3,000
Tables - small round	12	\$1,200
Tables - small square	56	\$2,800
Tray Holders	4	\$20
Trays - Bus	2	\$40
Trays - Individual Food	60	\$60
3 Lil Pigs	1	\$1,500
Alley Hoops	1	\$150
Basketballs	10	\$100
Beach Head 2002 VR	1	\$2,500
Big Haul (2 player)	1	\$1,450
Big Shot	1	\$2,500
Bingo Supplies	1	\$15
Boppin Bugs	1	\$1,800
Bumper Cars (8) with chargers	8	\$24,000
Buzzy Bee	1	\$1,450
Candy Crane	1	\$1,500
Crane - Toy Chest	2	\$3,000
Cyclone (3 player)	2	\$20,000
Daytona USA 2 Sitdown	2	\$3,600
DDR Revolution Extreme (8th mix)	1	\$10,000
Fooseball Table	1	\$200
House of the Dead 2 Sitdown & Projector	1	\$2,500
Ice Ball A	2	\$3,000
Jurassic Park Lost World Sitdown	1	\$2,500
Kick It Jr.	1	\$2,500
Kodak Image Magic Sticker Printer	1	\$425
Lax Jr. Rotary	1	\$1,750
Mask Redemption	1	\$175
Mortal Kombat 3	1	\$750

Police Trainer	1	\$1,500
Pool Table A Dynamo (7 ft)	2	\$2,400
Primal Rage	1	\$750
Pump It Up	1	\$8,000
Rides - 3 Horse Carousel	1	\$16,000
Rides - Motorcycle	1	\$550
Rides - Piggy	1	\$550
Rides - School Bus	1	\$700
Road Burners A (Motorcycle) (122)	2	\$2,000
Robo Bop	1	\$50
Rock N Bowl	1	\$150
SF Rush Extreme (213)	2	\$3,000
Simple Simon	1	\$25
Time Crisis	1	\$1,000
Crisis Zone	1	\$1,000
Jurassic Park Lost World	1	\$1,000
Virtua Cop	1	\$800
Skee Ball Classic	3	\$6,000
Spider Stomping	1	\$1,800
Super Shot Basketball	4	\$12,000
Super Shot Jr.	1	\$3,000
Tekken 3	1	\$750
Twister	1	\$750
Wheel Em In	1	\$750
Trash Receptacles	4	\$800
Tools	1	\$3,000
TV	4	\$3,200
Halloween Customs & Props	1	\$5,000
Christmas Props	1	\$3,000
14' Ladder	1	\$500
6' Ladder	1	\$200
Airconditioner Filters	2	\$200
Baby Changing Tables	2	\$300
BC3500 Changer	2	\$10,000
Bumper Car Controller & Light	1	\$1,000
Bumper Car Rail Brackets	1	\$4,000
Bumper Cars Parts	1	\$3,000
Button Maker & Supplies	1	\$70
Chauvet Light Effects Machine	3	\$900
Coin Counter	1	\$1,500
credit card terminal	1	\$10
Directional White Board Signs	4	\$400
Drop Safe	1	\$500
Extension Cords	41	\$400
Flatbed Cart	1	\$200
Hand Foam Soap Dispenser	8	\$30
Hand Soap Dispenser	6	\$40

Intercom/8Phones/Speakers	1	\$5,000
Locker Unit	1	\$400
Mop Bucket	5	\$225
Neon Elephant	1	\$550
Neon Lizard	1	\$75
Neon Rhino	1	\$650
Neon Zebra	1	\$350
Padding	1	\$350
Pallet Jack	1	\$200
Paper towel touchless motion dispenser	8	\$300
Platforms - Large (stage)	11	\$1,100
Platforms - Small (stage)	8	\$600
Platforms - Step (stage)	4	\$200
POS System	5	\$15,000
Projector EP751 Fan	2	\$50
Projector EP751 Optoma	2	\$600
Redemption counters	5	\$750
Redemption Metal/Glass Case	1	\$55
Redemption Racks	4	\$200
Surveillance System	1	\$2,500
Tablecloths & Rack	1	\$160
Ticket Eater	2	\$3,000
Trash Receptacles	3	\$350
Wet Floor Signs	12	\$120
Location Props	20	\$9,000
LOL Signage	1	\$25,000
Storage Racks	3	\$480
Baker's Racks	4	\$500
Refrigerated Prep Tables	2	\$2,250
Stainless Steel Counters	3	\$525
2 Door Freezer	1	\$3,000
2 Door Refrigerator	1	\$3,000
Coffee Urn	1	\$50
Commercial Can opener	1	\$35
Cutting Board	5	\$50
Food Warmer	1	\$2,000
Hot Dog Bun Warmer	1	\$350
Hot Dog Steamer	1	\$500
Hot Dog Grill	1	\$750
Hot Top Nacho Cheese Warmer	1	\$300
Ice Maker & Bin	1	\$2,500
Kitchen Utensils	1	\$130
Menu Signs -- Wood	5	\$4,000
Nacho Chips Warmer	1	\$100
Napkin Holders & Napkins	30	\$150
Pitchers	200	\$400
Pizza Conveyor Belt Oven	3	\$4,500

Pizza cooking sheets with racks	40	\$120
Pizza Pal Electric Oven (small)	1	\$350
Pizza Pans with rack	13	\$52
Pizza Prep Counter w Refrigerator	1	\$850
Pizza Warmer	1	\$425
Popcorn Machine	1	\$350
Pretzel Warmer	1	\$375
Serving Trays	4	\$15
Sink -- 3 Tubs	1	\$1,500
Trays - Large Serving	40	\$160
Trays - Oven	30	\$90
Trays - Smaller Serving	25	\$25
Benches (3 ft)	4	\$600
Benches (6 ft)	12	\$3,000
Chairs - plastic (blue)	38	\$380
Chairs - plastic (red)	37	\$370
Tables - Kid's Party	12	\$1,200
Inflatable Horse with Pump	7	\$525
Little Tykes Farm House	1	\$175
Little Tykes Obstacle with Double Slide	1	\$400
Trash Cans (Large)	3	\$60
Trash Cans (Medium)	7	\$105
Chairs (Office)	2	\$200
Desks	3	\$450
HP All-In-One Printer	1	\$250
Computer with Camera System	1	\$350
Cameras	9	\$1,800
Registers	2	\$3,000
Large File Cabinet	1	\$400
Small File Cabinet	1	\$200
Paper Shredder	1	\$200
Laminating Machine	1	\$125
Hand Held Radio	2	\$78
Large Gun Safe	1	\$500
Security Box	1	\$250
Key Box	1	\$50
Book Shelf	1	\$50
UPS Back-up System	1	\$50
Credit Card Machine	1	\$10
Calculator	1	\$10
Balloon Storage	4	\$75
Shelving for Socks	3	\$75
Server (Furniture)	1	\$750
Wicker Chairs	2	\$75
Open Sign	1	\$75
Checkered Flags	5	\$75
Electrical Panel	1	\$150



Dance Floor Lighting @ \$120	1	\$120
LED Lighting @ \$120	1	\$120
Fire Extinguishers	6	\$150
Inflatables + Blowers	10	\$50,000
Inflatable Arch	1	\$350
Go-Karts	12	\$60,000
Battery Chargers	6	\$3,000
Spare Tires	3	\$600
Remotes	2	\$1,000
PC Pak	1	\$500
Fog Machines	2	\$1,000
Mop Buckets	2	\$90
Sweepers	3	\$75
Ratchett Set	1	\$125
Small Compressor	1	\$495
Refrigerator	1	\$850
Stainless Storage Cabinet	1	\$275
5-Shelf Rack	1	\$175
Prep Table	1	\$750
3-Bay Sink	1	\$250
Hand Sink	1	\$175
Hot Dog Cooker	1	\$375
Microwave	1	\$250
Fan	1	\$200
Bar Stool	1	\$75
Condiment Dispenser	1	\$275
Utensils	1	\$50
Paintball Gear	1	\$1,000
Chronometer	1	\$500
Masks	20	\$1,200
Tanks	20	\$2,000
P.B. Guns	10	\$1,600
Compressor	1	\$5,000
Chest Pads	10	\$200
P.B. netting @ 800	Approx 300'	\$800
P.B. Court Lights @ \$600	2	\$600
42" Plasma TVs	2	\$1,200
TV Wall Mounts	2	\$200
25" Sony TV	1	\$300
Direct TV Receivers	3	\$450
Satellite Switch	1	\$25
Surround Sound Receiver	1	\$300
Speakers	4	\$1,000
4' Table	5	\$375
6' Table	4	\$400
8' Table	13	\$1,625
Chairs	116	\$1,160

Soft Floor Tiles	Many in various colors	\$500
Crowd Control Lanes	13	\$1,625
Large Utility Fans	2	\$600
Medium Utility Fan	1	\$250
Hand Truck	1	\$450
Push Cart	1	\$250
Tools	1	\$400
Lighting	1	\$500
Gates * Fencing	1	\$2,000
POS System (Terminal/Printers)	4	\$12,000
		<u>\$600,638</u>

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

In re Laugh Out Loud Stations, LLC  
Debtor

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

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. xxxxxxxx xxx #xxxxxx6000  Commerce First Bank 1804 West Street #200 Annapolis, MD 21401	-	6/2009	SBA	103 Mattawoman Way Accokeek, MD 20607 14900 Northcote Lane Bowie, MD 20716				175,000.00	0.00
		Value \$	674,300.00						
Account No.  One Stop Family Adventure Center, L.L.C. 18760 Vernon Court Drayden, MD 20630	-	6/2010	Loan	Business Equipment				124,856.00	0.00
		Value \$	250,000.00						
Account No.  Vertical Reality 10637 SW 185th Terrace Miami, FL 33157	-	Loan	Spider Mountain Attraction					20,000.00	0.00
		Value \$	40,000.00						
Account No.									
		Value \$							
Subtotal (Total of this page)								<b>319,856.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)								<b>319,856.00</b>	<b>0.00</b>

0 continuation sheets attached

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

In re Laugh Out Loud Stations, LLC

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

Debtor

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

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

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

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

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

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

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

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

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

 **Domestic support obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and certain other debts owed to governmental units**

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

 **Commitments to maintain the capital of an insured depository institution**

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

 **Claims for death or personal injury while debtor was intoxicated**

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

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re Laugh Out Loud Stations, LLC,  
Debtor

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

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.  <b>Comptroller of Maryland Revenue Admin. Division Annapolis, MD 21411</b>			<b>Taxes</b>					0.00
		-					<b>25,000.00</b>	<b>25,000.00</b>
Account No.  <b>Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346</b>			<b>Notice Only</b>					0.00
		-					<b>0.00</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								

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

Subtotal  
(Total of this page) **25,000.00** **0.00**  
**25,000.00**

Total  
(Report on Summary of Schedules) **25,000.00** **0.00**  
**25,000.00**

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

In re Laugh Out Loud Stations, LLC  
Debtor

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

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

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Art Attacks</b> <b>9350 47th Street</b> <b>Edmonton, AB</b> <b>T6B 2P6</b>	-	<b>6/2009</b> <b>Location Design &amp; Attractions</b>				<b>94,000.00</b>
Account No. <b>xxxx0214</b>  <b>Commerce First Bank</b> <b>1804 West Street</b> <b>#200</b> <b>Annapolis, MD 21401</b>	-	<b>10/2009</b> <b>Loan</b>				<b>35,000.00</b>
Account No.  <b>Kailiff Insurance</b> <b>1250 NE Loop 410</b> <b>Suite 920</b> <b>San Antonio, TX 78209</b>	-	<b>5/2009</b> <b>Insurance Policy</b>				<b>32,901.00</b>
Account No.  <b>KVA Electric</b> <b>1420 N Capitol Street NW</b> <b>Washington, DC 20002-3342</b>	-	<b>5/2009</b> <b>Electrical Buildout</b>				<b>29,000.00</b>
Subtotal (Total of this page)						<b>190,901.00</b>

1 continuation sheets attached

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

In re Laugh Out Loud Stations, LLC Case No. \_\_\_\_\_  
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>xxxxxx2085</b>  <b>PEPCO</b> 701 Ninth Street, NW Washington, DC 20068		-	2011 Utility			<b>12,000.00</b>
Account No.  <b>Phoenix Contractors</b> 1405 H Street, NE Suite #3 Washington, DC 20002		-	2/2011 Contractor Services/Build-out for Greenbelt Location			<b>3,000.00</b>
Account No.  <b>SinglePoint Technologies</b> PO Box 1795 La Plata, MD 20646		-	6/2008 Technology Buildout			<b>27,000.00</b>
Account No. <b>xxxxxx5658</b>  <b>SMECO</b> P.O. Box 62261 Baltimore, MD 21264-2261		-	2011 Utility			<b>14,000.00</b>
Account No.						
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)  Total (Report on Summary of Schedules)
						<b>56,000.00</b>
						<b>246,901.00</b>

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

In re Laugh Out Loud Stations, LLC

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

Debtor

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

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

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Charles County Subsidiary LLC c/o Bregma</b> <b>7315 Wisconsin Avenue</b> <b>Suite 800 West</b> <b>Bethesda, MD 20814</b>	<b>Charles County Subsidiary LLC c/o Bregman,</b> <b>Berbert, Schwartz &amp; Gilday, LLC</b> <b>5 Year Lease Agreement With 5 Year Option to</b> <b>Renew</b> <b>Leased Space</b> <b>3241 Plaza Way Waldorf, Maryland 20602</b>
<b>GB Mall Limited Partnership t/a Beltway</b> <b>4912 Del Ray Avenue</b> <b>Bethesda, MD 20814</b>	<b>GB Mall Limited Partnership t/a Beltway Plaza</b> <b>Shopping Center</b> <b>5 Year Lease Agreement With 5 Year Option to</b> <b>Renew</b> <b>Leased Space</b> <b>6442 Greenbelt Road, Greenbelt, MD 20770</b>

0

\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases



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

In re Laugh Out Loud Stations, LLC

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

Debtor

**SCHEDULE H - CODEBTORS**

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

\_\_\_\_\_ continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court  
District of Maryland**In re Laugh Out Loud Stations, LLC

Debtor(s)

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

Chapter 11**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

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

I, the Chief Managing Member of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 14, 2011Signature /s/ Regina Bethea**Regina Bethea  
Chief Managing Member**

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

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC

Debtor(s)

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

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

*DEFINITIONS*

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

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

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**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
<b>\$746,981.00</b>	<b>2011 YTD: Debtor Business Income</b>
<b>\$1,030,606.00</b>	<b>2010: Debtor Income Tax Return</b>
<b>\$10,903.00</b>	<b>2009: Debtor Income Tax Return</b>

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**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
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**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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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 \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Commerce First Bank 1804 West Street #200 Annapolis, MD 21401	May 2011 June 2011 July 2011	\$7,000.00	\$195,000.00
Commerce First Bank 1804 West Street #200 Annapolis, MD 21401	May 2011 June 2011 July 2011	\$900.00	\$30,000.00
One Stop Family Adventure Center, LLC 18760 Vernon Court Drayden, MD 20630	July 2011	\$3,400.00	\$124,856.00
Phoenix Contractors 1405 H Street, NE Suite #3 Washington, DC 20002	July 2011	\$1,000.00	\$3,000.00

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
Charles County Subsidiary LLC c/o Bregman, Berbert, Schwartz & Gilday, LLC vs. Laugh Out Loud Stations, LLC LT-4-2-103606-2011	Civil	District Court of Maryland for Charles County 11 Washington Avenue, La Plata, MD 20646	Active

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

- 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
<b>Business checks totaling roughly \$3,000.00</b>	<b>Three checks were stolen by employee.</b>	<b>6/2010</b>

**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
<b>The Law Office of Rowena Nelson &amp; Associ 1801 McCormick Dr, #150 Upper Marlboro, MD 20774</b>	<b>8/14/2011</b>	<b>\$6,500.00</b>

**10. Other transfers**

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

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

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

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
<b>SunTrust Bank PO Box 2988 Omaha, NE 68103</b>	<b>Checking Account xxxxxxxxxxx0975 Checking Account xxxxxxxxxxx0967</b>	<b>\$100.00 1/2011</b>

**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
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**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
<b>Laugh Out Loud Stations, LLC</b>	<b>26-3125057</b>	<b>Charles County Plaza 3241 Plaza Way Waldorf, MD 20603</b>	<b>Amusement/Arcade/Fun Center</b>	<b>8/01/2008 to Present</b>

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

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

**Regina Bethea  
3241 Plaza Way  
Waldorf, MD 20603**

DATES SERVICES RENDERED

**8/1/2008 to Present**

**Beverly Rice  
5406 Queens Chapel Road  
Hyattsville, MD 20782**

**8/1/2008 to Present**

None

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

NAME

ADDRESS

DATES SERVICES RENDERED

None

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.



NAME ADDRESS

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)

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
Frank Cayard 12652 SW 28th Street Hollywood, FL 33027	Partnership	10
Beverly Rice 5406 Queens Chapel Road Hyattsville, MD 20782	Partnership	1
Ladon Bethea 103 Bethea Accokeek, MD 20607	Partnership	15.4750
Regina Bethea 103 Mattawoman Way Accokeek, MD 20607	Partnership	15.4750
Phillip Braam PO Box 775 Ruther Glen, VA 22546	Partnership	0.5
Brenda Braam PO Box 775 Ruther Glen, VA 22546	Partnership	0.5
Jephrael Napper 8829 Harvesty Drive Clinton, MD 20735	Partnership	1
Normica Izzard 3522 21st Street SE Washington, DC 20020	Partnership	1
Eric Izzard 3522 21st Street SE Washington, DC 20020	Partnership	1
Tonya Johnson 10509 Guy Court Cheltenham, MD 20623	Partnership	0.75

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
<b>Eric Johnson</b> 10509 Guy Court Cheltenham, MD 20623	<b>Partnership</b>	<b>0.75</b>
<b>Michael Atkins</b> 1415 Macfree Court Odenton, MD 21113	<b>Partnership</b>	<b>1</b>
<b>Fougere Rochelin</b> 9365 Apache Blvd West Palm Beach, FL 33412	<b>Partnership</b>	<b>11.6</b>
<b>Dorothy Cayard</b> 3310 Fullerton Street Beltsville, MD 20705	<b>Partnership</b>	<b>30.95</b>
<b>Paul K Walker</b> 6802 Purple Lilac Lane Clinton, MD 20735	<b>Partnership</b>	<b>3.5</b>
<b>Trinita Atkins</b> 1415 Macfree Court Odenton, MD 21113	<b>Partnership</b>	<b>1</b>
<b>Ray Slade</b> 15508 Sir Edwards Drive Upper Marlboro, MD 20772	<b>Partnership</b>	<b>3</b>
<b>Eddy Cayard</b> 3330 4th Street Washington, DC 20032	<b>Partnership</b>	<b>2</b>

- 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
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#### 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
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#### 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)

**25. Pension Funds.**

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

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

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

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

Date August 14, 2011Signature /s/ Regina Bethea  
**Regina Bethea**  
**Chief Managing Member**

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

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

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC  
Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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**None**

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

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

Date August 14, 2011

Signature /s/ Regina Bethea  
**Regina Bethea**  
**Chief Managing Member**

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

**United States Bankruptcy Court  
District of Maryland**

In re **Laugh Out Loud Stations, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

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

Date: **August 14, 2011**

**/s/ Regina Bethea**

**Regina Bethea/Chief Managing Member**

Signer/Title

Art Attacks  
9350 47th Street  
Edmonton, AB  
T6B 2P6

Charles County Subsidiary LLC c/o Bregma  
7315 Wisconsin Avenue  
Suite 800 West  
Bethesda, MD 20814

Commerce First Bank  
1804 West Street  
#200  
Annapolis, MD 21401

Comptroller of Maryland  
Revenue Admin. Division  
Annapolis, MD 21411

GB Maill Limited Partnership t/a Beltway  
4912 Del Ray Avenue  
Bethesda, MD 20814

Internal Revenue Service  
PO Box 7346  
Philadelphia, PA 19101-7346

Kailiff Insurance  
1250 NE Loop 410  
Suite 920  
San Antonio, TX 78209

KVA Electric  
1420 N Capitol Street NW  
Washington, DC 20002-3342

One Stop Family Adventure Center, L.L.C.  
18760 Vernon Court  
Drayden, MD 20630

PEPCO  
701 Ninth Street, NW  
Washington, DC 20068

Phoenix Contractors  
1405 H Street, NE  
Suite #3  
Washington, DC 20002

SinglePoint Technologies  
PO Box 1795  
La Plata, MD 20646

SMECO  
P.O. Box 62261  
Baltimore, MD 21264-2261

Vertical Reality  
10637 SW 185th Terrace  
Miami, FL 33157

**United States Bankruptcy Court  
District of Maryland**

In re Laugh Out Loud Stations, LLC

Debtor(s)

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

Chapter 11

**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 Laugh Out Loud Stations, LLC 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*]

August 14, 2011

Date

/s/ Rowena N. Nelson, Esq.**Rowena N. Nelson, Esq. 28212**

Signature of Attorney or Litigant

Counsel for Laugh Out Loud Stations, LLC**The Law Office of Rowena Nelson & Associates, LLC****1801 McCormick Dr, #150****Upper Marlboro, MD 20774****301-358-3348 Fax:877-728-7744****rowena.nelson@rnnlawmd.com**