

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court
District of Maryland**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Gamers Factory, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-0004866	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): 10957 McCormick Road Hunt Valley, MD	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 21031	ZIP Code
County of Residence or of the Principal Place of Business: Baltimore	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" 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
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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
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input 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
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Gamers Factory, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Game Trading Technologies, Inc.	Case Number: Pending	Date Filed:	
District: Maryland	Relationship: Affiliate	Judge: Pending	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Gamers Factory, 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/ James E. Van Horn
 Signature of Attorney for Debtor(s)

James E. Van Horn (Bar No. 29210)
 Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
 Firm Name

7 Saint Paul Street
Suite 1000
Baltimore, MD 21202

 Address

410-659-4400 Fax: 410-659-4599
 Telephone Number

January 30, 2012
 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/ Marc S. Weinsweig
 Signature of Authorized Individual

Marc S. Weinsweig
 Printed Name of Authorized Individual

Chief Restructuring Officer
 Title of Authorized Individual

January 30, 2012
 Date

 Date

**RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
GAME TRADING TECHNOLOGIES, INC. AND GAMERS FACTORY, INC.**

THE UNDERSIGNED, being all the members of the board of directors of Game Trading Technologies, Inc. and its 100% wholly owned subsidiary Gamers Factory, Inc. (collectively, the "Companies"), hereby adopt and approve the following resolutions, to be effective as of January 17, 2012:

WHEREAS, the undersigned have reviewed and considered the interests of the Companies and have reviewed and considered information presented to the undersigned that the undersigned believe necessary to evaluate and reach an informed decision in connection with the Companies filing voluntary petitions in the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court") pursuant to Chapter 11 of Title 11 of the United States Code ("Chapter 11").

NOW, THEREFORE, BE IT RESOLVED: The undersigned hereby authorize and approve the Companies filing petitions for relief under Chapter 11 in the Bankruptcy Court.

BE IT FURTHER RESOLVED: That any director and Marc Weinsweig, Chief Restructuring Officer (each, an "Authorized Person") are each hereby authorized and directed to execute and file on behalf of the Companies the petitions for relief under Chapter 11 in the Bankruptcy Court, and each Authorized Person is designated as a natural person responsible for carrying out the duties of the debtors and debtors-in-possession, including, but not limited to, executing all pleadings and paperwork required to effectuate the reorganization under the Chapter 11 proceedings and taking all actions incidental thereto.

BE IT FURTHER RESOLVED: The execution of any document or instrument by any Authorized Person, on behalf of the Companies, pursuant to the foregoing resolutions shall be conclusive evidence that such action has been authorized and approved by the Companies.

BE IT FURTHER RESOLVED: That any Authorized Person be, and hereby is, authorized and directed to employ the law firm of McGuireWoods LLP to represent the Companies in the above-referenced Chapter 11 bankruptcy cases.

BE IT FURTHER RESOLVED: That any Authorized Person be, and hereby is, authorized and directed to employ Marc Weinsweig as the Companies' Chief Restructuring Officer and certain staff members of WeinsweigAdvisors LLC to serve as temporary employees of the Companies.

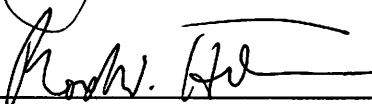
(Signature page follows.)

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:



Todd Hays



Rodney Hillman

Tom Wobber

Michael Dugally

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:

Todd Hays

Rodney Hillman

A handwritten signature in black ink, appearing to read 'Tom Wobber', written over a horizontal line.

Tom Wobber

Michael Dugally


IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Companies, have executed these resolutions to be effective as of the date set forth above.

Directors:

Todd Hays

Rodney Hillman

Tom Wobber


Michael Dugally

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Maryland

In re Gamers Factory, 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>
Alliance Sales & Distribution, Inc. 114 Packham Road Unit # 2 Stratford, ON N5A 6S4	Alliance Sales & Distribution, Inc. 114 Packham Road Unit # 2 Stratford, ON N5A 6S4	Trade Payable		53,753.02
CFS Creative Financial Staffing P.O. Box 415565 Boston, MA 02241-5565	CFS Creative Financial Staffing P.O. Box 415565 Boston, MA 02241-5565	Trade Payable		20,124.00
Dealtree 609 Enterprise Drive Ste. 100 Flower Mound, TX 75028	Dealtree 609 Enterprise Drive Ste. 100 Flower Mound, TX 75028	Trade Payable		5,372,894.80
Disc Go Technologies Inc. 101-19110 24th Ave Surrey, BC Canada V3S 3S9	Disc Go Technologies Inc. 101-19110 24th Ave Surrey, BC Canada V3S 3S9	Trade Payable		12,148.70
Games for Less, Inc. 16392 Gothard St Unit G Huntington Beach, CA 92647	Games for Less, Inc. 16392 Gothard St Unit G Huntington Beach, CA 92647	Trade Payable		542,374.84
Globaltranz Enterprises, LLC PO Box 203285 Dallas, TX 75320-3285	Globaltranz Enterprises, LLC PO Box 203285 Dallas, TX 75320-3285	Trade Payable		16,696.33
Gulfstream Logistics, LLC P.O. Box 54711 Cincinnati, OH 45254-0711	Gulfstream Logistics, LLC P.O. Box 54711 Cincinnati, OH 45254-0711	Trade Payable		11,520.00
Hastings Entertainment, Inc. P. O. Box 35350 Amarillo, TX 79120-5350	Hastings Entertainment, Inc. P. O. Box 35350 Amarillo, TX 79120-5350	Lawsuit	Disputed	708,496.76
Hollywood Entertainment Corp 9275 SW Peyton Ln. Wilsonville, OR 97070	Hollywood Entertainment Corp 9275 SW Peyton Ln. Wilsonville, OR 97070	Trade Payable	Disputed	83,494.65
LA Marketing, Inc. 72 Winthrop Road Plainview, NY 11803	LA Marketing, Inc. 72 Winthrop Road Plainview, NY 11803	Trade Payable		205,731.00

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

In re **Gamers Factory, 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>
Merritt Bavar - VA, LLC 2066 Lord Baltimore Drive Baltimore, MD 21244-2501	Merritt Bavar - VA, LLC 2066 Lord Baltimore Drive Baltimore, MD 21244-2501	Rent		69,569.96
New Creature Holding, Inc. 2003 Horsebard Road Suite 4 Rogers, AR 72758	New Creature Holding, Inc. 2003 Horsebard Road Suite 4 Rogers, AR 72758	Trade Payable		13,243.89
NorAm International Partners, Inc. 22 Hampshire Drive Hudson, NH 03051	NorAm International Partners, Inc. 22 Hampshire Drive Hudson, NH 03051	Trade Payable		33,797.09
R & L Carriers, Inc. P.O. Box 10020 Port William, OH 45164-2000	R & L Carriers, Inc. P.O. Box 10020 Port William, OH 45164-2000	Trade Payable		38,769.58
R & L Global Logistics P.O. Box 405939 Atlanta, GA 30384-5939	R & L Global Logistics P.O. Box 405939 Atlanta, GA 30384-5939	Trade Payable		54,605.02
SymphonyIRI Group 4766 Paysphere Circle Chicago, IL 60674	SymphonyIRI Group 4766 Paysphere Circle Chicago, IL 60674	Trade Payable		10,631.50
Tempus Tech Inc. 120 E Seventh Street Auburn, IN 46706	Tempus Tech Inc. 120 E Seventh Street Auburn, IN 46706	Trade Payable		32,747.25
Tommo Inc. 162 Atlantic Ave Pomana, CA 91768	Tommo Inc. 162 Atlantic Ave Pomana, CA 91768	Trade Payable		92,500.50
YRC P.O. Box 13573 Newark, NY 07188-3573	YRC P.O. Box 13573 Newark, NY 07188-3573	Trade Payable		14,096.33
Zoo Publishing Inc. c/o Panta Distribution, LLC. 1 Barker Avenue, Ste 260 White Plains, NY 10601	Zoo Publishing Inc. c/o Panta Distribution, LLC. 1 Barker Avenue, Ste 260 White Plains, NY 10601	Trade Payable		245,002.50

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

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

Date January 30, 2012Signature /s/ Marc S. Weinsweig
Marc S. Weinsweig
Chief Restructuring Officer

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 Gamers Factory, 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
Game Trading Technologies, Inc. 10957 McCormick Road Hunt Valley, MD 21031	Common Stock	10,000,000	100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date January 30, 2012

Signature /s/ Marc S. Weinsweig
Marc S. Weinsweig
Chief Restructuring Officer

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 **Gamers Factory, Inc.**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **January 30, 2012**

/s/ Marc S. Weinsweig

Marc S. Weinsweig/Chief Restructuring Officer

Signer/Title

1st Team Staffing Services, Inc.
806 Frederick Rd.
Catonsville, MD 21228

Alliance Sales & Distribution, Inc.
114 Packham Road
Unit # 2
Stratford, ON N5A 6S4

Amanda C Schepleng
10957 McCormick Road
Hunt Valley, MD 21031

Amazon.com
1200 12th Ave. S.
Suite 1200
Seattle, WA 98144

Ana A Garcia
10957 McCormick Road
Hunt Valley, MD 21031

Atlantic Lift Truck, Inc
PO Box 17126
Baltimore, MD 21203

Baltimore County Alarm Reduction Team
PO Box 64139
Baltimore, MD 21264-4139

BGE
P.O. Box 13070
Philadelphia, PA 19101-3070

Bowie & Jensen
29 W. Susquehanna Avenue
Suite 600
Towson, MD 21204

Brett Snyder
10957 McCormick Road
Hunt Valley, MD 21031

Brian Edwards
12 Willow Vale
Atkinson, NH 03811

Brian Molloy
89 Main Street
West Lebanon, NH 03784

Broadview Networks
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573

Cavalier Business Communications
P.O. Box 9001111
Louisville, KY 40290-1111

CC Press.Net
7110-114 Golden Ring Road
Baltimore, MD 21221

Central Transport
PO Box 33299
Detroit, MI 48232

CFS Creative Financial Staffing
P.O. Box 415565
Boston, MA 02241-5565

Christina Munoz
10957 McCormick Road
Hunt Valley, MD 21031

CommerceHub
25736 Network Place
Chicago, IL 60673-1257

CRS Security Inc.
1811 Fawn Way
Finksburg, MD 21048

Cypher Groups Co., Ltd
D08, 4th Floor
Hua Feng Times Square, 25th District
Bao'an Shenzhen, Canton P.R China 00051-

Dealtree
609 Enterprise Drive Ste. 100
Flower Mound, TX 75028

Digital Movers, LLC
P.O. Box 569
Mashpee, MA 02649

Disc Go Technologies Inc.
101-19110 24th Ave
Surrey, BC Canada V3S 3S9

Diversified Safety Services, LLC
P.O. Box 256
Abingdon, MD 21009

DK Trading Partners, LLC
33 Benedict Place, 2nd Floor
c/o Michael Zimmerman
Greenwich, CT 06830

Eastern Lift Truck
P.O. Box 307
Maple Shade, NJ 08052-0307

eBay Inc.
2145 Hamilton Avenue
San Jose, CA 95125

Fairway Packaging LLC.
1212 E. MacPhail Road
Bel Air, MD 21015

FedEx
P O Box 223125
Pittsburgh, PA 15250-2125

Fillpoint, LLC
200 Fillpoint Dr
Mechanicville, NY 12118

Game Trading Technologies, Inc.
10957 McCormick Road
Hunt Valley, MD 21031

GameFly.com
5340 Alla Road Suite 110
Los Angeles, CA 90066

Games for Less, Inc.
16392 Gothard St
Unit G
Huntington Beach, CA 92647

Gerber's Inc.
P.O. Box 942
200 Cockeysville Rd
Cockeysville, MD 21030

Globaltranz Enterprises, LLC
PO Box 203285
Dallas, TX 75320-3285

Glyde Corporation
555 Bryant St., #602
Palo Alto, CA 94301

Gulfstream Logistics, LLC
P.O. Box 54711
Cincinnati, OH 45254-0711

Hastings Entertainment, Inc.
P. O. Box 35350
Amarillo, TX 79120-5350

Heiny C Aldona
10957 McCormick Road
Hunt Valley, MD 21031

Hollywood Entertainment Corp
9275 SW Peyton Ln.
Wilsonville, OR 97070

ING Life Insurance and Annuity Company
One Orange Way
Windsor, CT 06095

J.F.J. Disc Repair Inc.
15210 Keswick St
Van Nuys, CA 91405

Janeht Garza
10957 McCormick Road
Hunt Valley, MD 21031

Jason Pupillo
10957 McCormick Road
Hunt Valley, MD 21031

Kristopher Anderson
10957 McCormick Road
Hunt Valley, MD 21031

LA Marketing, Inc.
72 Winthrop Road
Plainview, NY 11803

Laser Imaging Systems Inc. LIS
PO Box 315
Lititz, PA 17543

Laudin E Hernandez
10957 McCormick Road
Hunt Valley, MD 21031

Logan, Yumkas, Vidmar & Sweeney, LLC
2530 Riva Road
Suite 400
Annapolis, MD 21401

LS Consulting
Stephen Hofmann
900 NW Princeton Square
Bentonville, AR 72712

Mapco
7102 Commerce Way
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Mid-Atlantic HR, Inc.
13812 Jarrettsville Pike
P.O. Box 533
Phoenix, MD 21131-0533

Multimedia Sales, Inc.
89 Leuning Street
Suite # A-1
South Hackensack, NJ 07606

New Creature Holding, Inc.
2003 Horsebard Road
Suite 4
Rogers, AR 72758

NorAm International Partners, Inc.
22 Hampshire Drive
Hudson, NH 03051

Office of Budget and Finance
400 Washington Ave
Room 152
Towson, MD 21204

Packaging Control Corp.
20 Flour Mill Road West
York, PA 17406

Paula Michels
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Paypal USA
2211 North First Street
San Jose, CA 95131

Quality Packaging Specialists Intl
Burlington NJ Division
5 Cooper Street
Burlington Township, NJ 08016

R & L Carriers, Inc.
P.O. Box 10020
Port William, OH 45164-2000

R & L Global Logistics
P.O. Box 405939
Atlanta, GA 30384-5939

R & L Truckload Services
7290 College Parkway
Suite 200
Fort Myers, FL 33907

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San Antonio, TX 78229

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P.O. Box 730759
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P. O. Box 689020
Des Moines, IA 50368-9020

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4766 Paysphere Circle
Chicago, IL 60674

Tempus Tech Inc.
120 E Seventh Street
Auburn, IN 46706

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Todd S Hays
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Tommo Inc.
162 Atlantic Ave
Pomona, CA 91768

ULINE

Attn: Accounts Receivable
2200 S. Lakeside Drive
Waukegan, IL 60085

United HealthCare
450 Columbus Blvd. 3NB
PO Box 150450
Hartford, CT 06115

UPS Freight
P.O. Box 533238
Charlotte, NC 28290-3238

UPS Supply Chain Solutions
28013 Network Place
Chicago, IL 60673-1280

Verizon
P.O. Box 660720
Dallas, TX 75266-0720

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Wal-Mart Stores East, LP
601 N. Walton Blvd.
Bentonville, AR 72716

YRC
P.O. Box 13573
Newark, NY 07188-3573

Zoo Publishing Inc.
c/o Panta Distribution, LLC.
1 Barker Avenue, Ste 260
White Plains, NY 10601

**United States Bankruptcy Court
District of Maryland**

In re **Gamers Factory, Inc.**

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 **Gamers Factory, 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:

**Game Trading Technologies, Inc.
10957 McCormick Road
Hunt Valley, MD 21031**

None [*Check if applicable*]

January 30, 2012

Date

/s/ James E. Van Horn

James E. Van Horn (Bar No. 29210)

Signature of Attorney or Litigant

Counsel for **Gamers Factory, Inc.**

McGuireWoods LLP

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