

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEBRASKA

Case number (if known) Chapter 11

Check if this an amended filing

Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Circle Media, Inc.

2. All other names debtor used in the last 8 years Circle Media

3. Debtor's federal Employer Identification Number (EIN) 46-1759123

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

5. Debtor's website (URL)

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Debtor Circle Media, Inc. Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>S3 Digital Corp.</u>	Relationship <u>Parent Corp.</u>
District <u>Nebraska</u>	When <u>10/27/17</u>
	Case number, if known _____

Debtor Circle Media, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

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

16. Estimated liabilities

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

Debtor Circle Media, Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

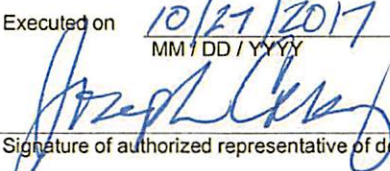
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/27/2017
MM / DD / YYYY

X 
Signature of authorized representative of debtor
Title CEO

Joseph Casey
Printed name

18. Signature of attorney

X 
Signature of attorney for debtor

Date 10/27/2017
MM / DD / YYYY

Brian J. Koenig
Printed name

Koley Jessen P.C., L.L.O.
Firm name

1125 South 103rd St.
Suite 800
Omaha, NE 68124
Number, Street, City, State & ZIP Code

Contact phone 402-390-9500 Email address Brian.Koenig@koleyjessen.com

23807
Bar number and State

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/27/2017 X Joseph Casey
Signature of individual signing on behalf of debtor

Joseph Casey
Printed name

CEO
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Brad Young 3803 Arrow Wood Rd. Cedar Park, TX 78613		Wages				\$65,905.23
Brad Young & Associates, Inc. 3803 Arrow Wood Rd. Cedar Park, TX 78613		Trade debt				\$51,524.01
Chip Fifth Avenue, LLC c/o Jarvis Irving & Co. 104 Fifth Ave., 6th Floor New York, NY 10011		Trade debt	Contingent Unliquidated Disputed			\$448,743.30
Dan Libro 224 Cokesbury Rd. Lebanon, NJ 08833		Wages				\$215,306.50
Dan Libro 224 Cokesbury Rd. Lebanon, NJ 08833		Wages				\$44,000.00
Fox Sports Interactive Media 15803 Collection Center Dr. Chicago, IL 60693-0158		Trade debt	Contingent Unliquidated Disputed			\$377,999.89
G5 Capital 37 Barnes St. Providence, RI 02906		Consulting				\$37,500.00
Heather Voight 610 Willow Oak Way Roswell, GA 30076		Wages				\$45,833.37

Debtor **Circle Media, Inc.**
Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Heather Voight 610 Willow Oak Way Roswell, GA 30076		Wages				\$219,687.03
Joe Casey 20965 Corral Rd. Elkhorn, NE 68022		Wages				\$317,315.98
Joe Casey 20965 Corral Rd. Elkhorn, NE 68022		Wages				\$45,833.30
John Libro 833 Orchard Rd. Red Bank, NJ 07701		Wages				\$223,452.42
Marc Silvia 8801 N. FM 620 Austin, TX 78728		Wages				\$59,583.37
Pro's Choice Beauty Care, Inc. c/o Mintz, Levin, Cohn 666 Third Avenue New York, NY 10017			Disputed			\$448,743.30
Quality King Distributors, Inc. 35 Sawgrass Dr., Suite 3 Bellport, NY 11713			Disputed			\$448,743.30
Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130		Wages				\$480,497.58
Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130		Wages				\$29,166.69
Scott Beaudreau 3201 Esperanza Crossing, #613 Austin, TX 78758		Wages				\$74,262.25
Svitla Systems 100 Meadowcreek Dr., #102 Corte Madera, CA 94925		Trade debt	Contingent Unliquidated Disputed			\$193,289.00
Thomas Butkiewicz 21 Mianus Bluff Dr. Bedford, NY 10506-1541			Disputed			\$448,743.30

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>510,011.17</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>510,011.17</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>100,000.00</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>185,666.71</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>4,333,311.96</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>4,618,978.67</u>

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. **Cash on hand** \$11.17

3. **Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number
--	-----------------	---------------------------------

4. **Other cash equivalents (Identify all)**

5. **Total of Part 1.** \$11.17

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: 10,000.00 - 0.00 = \$10,000.00

face amount doubtful or uncollectible accounts

Debtor Circle Media, Inc. Case number (if known) _____
 Name

12. Total of Part 3.
 Current value on lines 11a + 11b = line 12. Copy the total to line 82.

<u>\$10,000.00</u>

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties Software - Fan.dexDMS	\$0.00	based on APA	\$500,000.00

Debtor Circle Media, Inc.
Name

Case number (if known) _____

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

<u>\$500,000.00</u>

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?

No

Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

No

Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

No

Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.

Yes Fill in the information below.

Debtor Circle Media, Inc. Case number (if known) _____
 Name _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$11.17</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$10,000.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$500,000.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$510,011.17</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$510,011.17</u>

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A	Column B	
		Amount of claim	Value of collateral that supports this claim	
		Do not deduct the value of collateral.		
2.1	<p>Circle Orange LLC Creditor's Name</p> <p>202 Rector St. Sterling, VA 20164 Creditor's mailing address</p> <p>_____ Creditor's email address, if known</p> <p>Date debt was incurred 10/13/17</p> <p>Last 4 digits of account number _____</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p>	<p>Describe debtor's property that is subject to a lien Blanket security agreement for all personal property of Debtor</p> <p>Describe the lien Non-Purchase Money Security</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$100,000.00</p>	<p>\$100,000.00</p>

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. **\$100,000.00**

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
_____	_____	_____

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F
Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
<p>2.1 Priority creditor's name and mailing address</p> <p>Dan Libro 224 Cokesbury Rd. Lebanon, NJ 08833</p> <hr/> <p>Date or dates debt was incurred 4/31/17 to present</p> <hr/> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <hr/> <p>Basis for the claim: Wages</p> <hr/> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$44,000.00</p>	<p>\$12,850.00</p>
<p>2.2 Priority creditor's name and mailing address</p> <p>Heather Voight 610 Willow Oak Way Roswell, GA 30076</p> <hr/> <p>Date or dates debt was incurred 4/31/17 to present</p> <hr/> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <hr/> <p>Basis for the claim: Wages</p> <hr/> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>\$45,833.37</p>	<p>\$12,850.00</p>

Debtor Circle Media, Inc. Case number (if known) _____
 Name _____

2.3	Priority creditor's name and mailing address Joe Casey 20965 Corral Rd. Elkhorn, NE 68022	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$45,833.30	\$12,850.00
	Date or dates debt was incurred 4/31/17 to present	Basis for the claim: Wages		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.4	Priority creditor's name and mailing address Michael Dresslar 1220 N. 113 Ct., #4702 Omaha, NE 68154	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$20,833.35	\$12,850.00
	Date or dates debt was incurred 4/31/17 to present	Basis for the claim: Wages		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.5	Priority creditor's name and mailing address Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$29,166.69	\$12,850.00
	Date or dates debt was incurred 4/31/17 to 7/30/17	Basis for the claim: Wages		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1	Nonpriority creditor's name and mailing address Axiom Corporation 4090 Collection Center Dr. Chicago, IL 60693	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$1,116.84	
	Date(s) debt was incurred _	Basis for the claim: Trade debt		
	Last 4 digits of account number _	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

3.2	Nonpriority creditor's name and mailing address American Athletic Association 15 Park Row, 3rd Floor Providence, RI 02903	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$650.00	
	Date(s) debt was incurred _	Basis for the claim: Trade debt		
	Last 4 digits of account number _	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor <u>Circle Media, Inc.</u> Name		Case number (if known) _____	
3.3	Nonpriority creditor's name and mailing address Aspen Dental Marketing & Advertising Attn: Mike Petrosillo, Director 281 Sanders Creek Parkway East Syracuse, NY 13057 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>Unknown</u>
3.4	Nonpriority creditor's name and mailing address Austin Technology Incubator 3925 W. Braker Ln., 3rd Floor Austin, TX 78759 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$22,750.12</u>
3.5	Nonpriority creditor's name and mailing address AVAI Mobile 5301 Southwest Pkwy, #150 Austin, TX 78735 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$21,062.50</u>
3.6	Nonpriority creditor's name and mailing address Becky Banasik 307 Park Lane Austin, TX 78704 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$28,595.20</u>
3.7	Nonpriority creditor's name and mailing address Blue Cross Blue Shield of Texas 1001 E. Lookout Dr. Richardson, TX 75082 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Insurance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$15,159.39</u>
3.8	Nonpriority creditor's name and mailing address Brad Young 3803 Arrow Wood Rd. Cedar Park, TX 78613 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$65,905.23</u>
3.9	Nonpriority creditor's name and mailing address Brad Young & Associates, Inc. 3803 Arrow Wood Rd. Cedar Park, TX 78613 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$51,524.01</u>

Debtor	Name	Case number (if known)	
3.10	Nonpriority creditor's name and mailing address Chip Fifth Avenue, LLC c/o Jarvis Irving & Co. 104 Fifth Ave., 6th Floor New York, NY 10011 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$448,743.30
3.11	Nonpriority creditor's name and mailing address Constantinos Theokas 669 B, Yale Way Monroe Township, NJ 08831 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,500.00
3.12	Nonpriority creditor's name and mailing address Dan Libro 224 Cokesbury Rd. Lebanon, NJ 08833 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$215,306.50
3.13	Nonpriority creditor's name and mailing address Fox Sports Interactive Media 15803 Collection Center Dr. Chicago, IL 60693-0158 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$377,999.89
3.14	Nonpriority creditor's name and mailing address G5 Capital 37 Barnes St. Providence, RI 02906 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Consulting</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$37,500.00
3.15	Nonpriority creditor's name and mailing address Heather Voight 610 Willow Oak Way Roswell, GA 30076 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$219,687.03
3.16	Nonpriority creditor's name and mailing address Hootsuite 535 Mission St. San Francisco, CA 94104 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,104.23

Debtor <u>Circle Media, Inc.</u>		Case number (if known) _____
Name		
3.17	Nonpriority creditor's name and mailing address IVR Labs 19046 Bruce B. Downs Blvd. Tampa, FL 33647 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$130.70</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.18	Nonpriority creditor's name and mailing address Joe Casey 20965 Corral Rd. Elkhorn, NE 68022 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$317,315.98</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.19	Nonpriority creditor's name and mailing address John Boyle 8000 Tahoe Parke Circle Austin, TX 78726 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$2,750.00</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.20	Nonpriority creditor's name and mailing address John Libro 833 Orchard Rd. Red Bank, NJ 07701 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$223,452.42</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.21	Nonpriority creditor's name and mailing address Magplus, Inc. 460 N. Orlando Av., #200 Winter Park, FL Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$8,424.14</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.22	Nonpriority creditor's name and mailing address Marc Silvia 8801 N. FM 620 Austin, TX 78728 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$59,583.37</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.23	Nonpriority creditor's name and mailing address Michael Dresslar 1220 N. 113 Ct., #4702 Omaha, NE 68154 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <u>\$4,166.67</u> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor <u>Circle Media, Inc.</u>		Case number (if known) _____	
Name			
3.24	Nonpriority creditor's name and mailing address NACDA & Affiliates 2651 Detroit Rd. Westlake, OH 44145 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>Unknown</u>
3.25	Nonpriority creditor's name and mailing address Nexus by TicketMaster c/o Live Nation Entertainment, Inc. 9348 Civic Center Dr. Beverly Hills, CA 90210 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$21,650.00</u>
3.26	Nonpriority creditor's name and mailing address Onward Search, Inc. P. O. Box 5063 New York, NY 10087 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$4,169.50</u>
3.27	Nonpriority creditor's name and mailing address Pro's Choice Beauty Care, Inc. c/o Mintz, Levin, Cohn 666 Third Avenue New York, NY 10017 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$448,743.30</u>
3.28	Nonpriority creditor's name and mailing address Quality King Distributors, Inc. 35 Sawgrass Dr., Suite 3 Bellport, NY 11713 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$448,743.30</u>
3.29	Nonpriority creditor's name and mailing address Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$480,497.58</u>
3.30	Nonpriority creditor's name and mailing address Scott Beaudreau 3201 Esperanza Crossing, #613 Austin, TX 78758 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$74,262.25</u>

Debtor	Name	Case number (if known)
3.31	Circle Media, Inc. Nonpriority creditor's name and mailing address Sean Leahy 2074 33rd St. Astoria, NY 11105 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$6,562.48 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.32	Nonpriority creditor's name and mailing address Solomon Blum Heymann 40 Wall St., 35th Floor New York, NY 10005 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,848.41 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.33	Nonpriority creditor's name and mailing address Street & Smith's Sports Group P. O. Box 405741 Atlanta, GA 30384 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$28,537.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.34	Nonpriority creditor's name and mailing address Svitla Systems 100 Meadowcreek Dr., #102 Corte Madera, CA 94925 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$193,289.00 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.35	Nonpriority creditor's name and mailing address Syomos 100 N. Sepulveda Blvd., #325 El Segundo, CA 90245 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$4,090.64 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.36	Nonpriority creditor's name and mailing address Thomas Butkiewicz 21 Mianus Bluff Dr. Bedford, NY 10506-1541 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$448,743.30 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.37	Nonpriority creditor's name and mailing address Travis County Tax Office P. O. Box 1748 Austin, TX 78767 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$20.23 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Circle Media, Inc. Case number (if known) _____
Name

3.38 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is: Check all that apply.** **\$3,659.93**
Twitter, Inc.
P. O. Box 12027
Newark, NJ 07101-5027
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Trade debt
 Is the claim subject to offset? No Yes

3.39 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is: Check all that apply.** **\$6,770.00**
Vinson & Elkins LLP
P. O Box 301019
Dallas, TX 75303-1019
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Trade debt
 Is the claim subject to offset? No Yes

3.40 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is: Check all that apply.** **\$2,972.25**
Vito Ellison
327 E. 34th St., #4D
New York, NY 10016
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Wages
 Is the claim subject to offset? No Yes

3.41 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is: Check all that apply.** **\$962.00**
Wagner and Zwerman LLP
450 Wireless Blvd.
Hauppauge, NY 11788
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Trade debt
 Is the claim subject to offset? No Yes

3.42 Nonpriority creditor's name and mailing address **As of the petition filing date, the claim is: Check all that apply.** **\$21,363.27**
William Scheideler
214 Jackson, #2
Hoboken, NJ 07030
 Date(s) debt was incurred _____
 Last 4 digits of account number _____
 Contingent
 Unliquidated
 Disputed
Basis for the claim: Wages
 Is the claim subject to offset? No Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Christian J. Martinez 100 Meadowcreek Dr. Suite 102 Corte Madera, CA 94925	Line <u>3.34</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2	Mintz, Levin, Cohn, Ferris Glovsky and Popeo, PC 666 Third Avenue New York, NY 10017	Line <u>3.28</u> <input type="checkbox"/> Not listed. Explain _____	—

Debtor Name	Case number (if known)	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
Circle Media, Inc. Name Name and mailing address			
4.3 Mintz, Levin, Cohn, Ferris Glovsky and Popeo, PC 666 Third Avenue New York, NY 10017		Line <u>3.36</u> <input type="checkbox"/> Not listed. Explain ____	—
4.4 Proskauer Rose LLP 11 Times Square New York, NY 10036-8299		Line <u>3.10</u> <input type="checkbox"/> Not listed. Explain ____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1	Total of claim amounts	\$ 185,666.71
5b. Total claims from Part 2	+	\$ 4,333,311.96
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.		\$ 4,518,978.67

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **License Agreement**

State the term remaining **through 1/2022**

List the contract number of any government contract _____

**Arizona Interscholastic Association
7007 N. 18 St.
Phoenix, AZ 85020-5552**

2.2. State what the contract or lease is for and the nature of the debtor's interest **License Agreement**

State the term remaining _____

List the contract number of any government contract _____

**Greenrope
249 S. Hwy. 101, Suite 525
Solana Beach, CA 92075**

2.3. State what the contract or lease is for and the nature of the debtor's interest **License Agreement**

State the term remaining **various**

List the contract number of any government contract _____

**CIFSP - 5/2017 - 5/2019
NIAA - 4/2017 - 4/2027
UVA - 9/2016 - 9/2020
NMAASP - 4/2017 - 4/2024
Nevada HS 4/2017 - 4/2024**

**Outfront Media Sports
One Village Green Circle
Charlottesville, VA 22903**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Professional Service Provider Agreement**

State the term remaining **through 6/2018**

List the contract number of any government contract _____

**Rutgers University
57 U.S. Hwy. 1
New Brunswick, NJ 08901**

Debtor 1 **Circle Media, Inc.**
First Name Middle Name Last Name

Case number (if known)

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Master Subscription & Services Agreement**
State the term remaining **Through 4/2021**
List the contract number of any government contract _____
Temple University
1700 North Broad Street
Fourth Floor
Philadelphia, PA 19122

2.6. State what the contract or lease is for and the nature of the debtor's interest **License Agreement**
State the term remaining **through 2/2021**
List the contract number of any government contract _____
University of Iowa
202 PCO
Iowa City, IA 52242-2500

2.7. State what the contract or lease is for and the nature of the debtor's interest **License Agreement to support the following properties: Siena, FIU, UCF, GA State, USF.**
State the term remaining **various**
List the contract number of any government contract _____
Van Wagner Sports and Entertainment
800 Third Ave.
New York, NY 10022

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
2.1 Circle Media Inc.	20965 Corral Road Elkhorn, NE 68022	Pro's Choice Beauty Care, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.27</u> <input type="checkbox"/> G _____
2.2 Circle Media Inc.	20965 Corral Road Elkhorn, NE 68022	Thomas Butkiewicz	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.36</u> <input type="checkbox"/> G _____
2.3 Circle Media Inc.	20965 Corral Road Elkhorn, NE 68022	Quality King Distributors, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.28</u> <input type="checkbox"/> G _____
2.4 John Libro	833 Orchard Rd. Red Bank, NJ 07701	Chip Fifth Avenue, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
2.5 Pro's Choice Beauty Care, Inc.	c/o Mintz, Levin, Cohn 666 Third Avenue New York, NY 10017	Chip Fifth Avenue, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____

Debtor Circle Media, Inc.

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.6	Quality King Distributors, Inc.	35 Sawgrass Dr., Suite 3 Bellport, NY 11713	Chip Fifth Avenue, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
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2.7	Randy Eccker	1520 S. 189 Ct. Omaha, NE 68130	Svitla Systems	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.34</u> <input type="checkbox"/> G _____
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2.8	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Chip Fifth Avenue, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
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2.9	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Svitla Systems	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.34</u> <input type="checkbox"/> G _____
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2.10	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Fox Sports Interactive Media	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.13</u> <input type="checkbox"/> G _____
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2.11	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Becky Banasik	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____
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2.12	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Brad Young	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
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2.13	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Dan Libro	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.12</u> <input type="checkbox"/> G _____
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Debtor Circle Media, Inc.

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.14	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Heather Voight	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.15</u> <input type="checkbox"/> G _____
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2.15	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Joe Casey	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.18</u> <input type="checkbox"/> G _____
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2.16	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	John Libro	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.20</u> <input type="checkbox"/> G _____
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2.17	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Marc Silvia	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.22</u> <input type="checkbox"/> G _____
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2.18	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Michael Dresslar	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.23</u> <input type="checkbox"/> G _____
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2.19	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Randy Eccker	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.29</u> <input type="checkbox"/> G _____
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2.20	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Scott Beaudreau	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.30</u> <input type="checkbox"/> G _____
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2.21	S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Sean Leahy	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.31</u> <input type="checkbox"/> G _____
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Debtor Circle Media, Inc.

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.22 S3 Digital Corp. 20965 Corral Road Vito Ellison D _____
Elkhorn, NE 68022 E/F 3.40
 G _____

2.23 S3 Digital Corp. 20965 Corral Road William Scheideler D _____
Elkhorn, NE 68022 E/F 3.42
 G _____

2.24 S3 Digital Corp. 20965 Corral Road Quality King D _____
Elkhorn, NE 68022 Distributors, Inc. E/F 3.28
 G _____

2.25 S3 Digital Corp. 20965 Corral Road Pro's Choice Beauty D _____
Elkhorn, NE 68022 Care, Inc. E/F 3.27
 G _____

2.26 S3 Digital Corp. 20965 Corral Road Thomas Butkiewicz D _____
Elkhorn, NE 68022 E/F 3.36
 G _____

2.27 Thomas 21 Mianus Bluff Dr. Chip Fifth Avenue, D _____
Butkiewicz Bedford, NY 10506-1541 LLC E/F 3.10
 G _____

Fill in this information to identify the case:

Debtor name Circle Media, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEBRASKA

Case number (if known) _____

Check if this is an amended filing

Official Form 207
Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 7/01/2017 to Filing Date

Operating a business
 Other _____

\$50,254.58

For prior year:
From 7/01/2016 to 6/30/2017

Operating a business
 Other _____

\$648,210.41

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

3.1. **Joe Casey**
20965 Corral Rd.
Elkhorn, NE 68022

10/17/17
8/25/17

\$16,000.00

Secured debt
 Unsecured loan repayments
 Suppliers or vendors
 Services
 Other Expense Reimbursement

Debtor Circle Media, Inc. Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.2. Heather Voigt 610 Willow Oak Way Roswell, GA 30076	10/17/17 8/31/17	\$16,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Expense Reimbursement</u>
3.3. Dan Libro 224 Cokesbury Rd. Lebanon, NJ 08833	10/17/17 8/31/17	\$16,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Expense Reimbursement</u>
3.4. Rackspace Cloud 1 Fanatical Place TX 78128	10/21/17 9/19/17 8/28/17	\$29,087.92	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__
3.5. Svitla Systems 100 Meadowcreek Dr., #102 Corte Madera, CA 94925	9/12/17 9/2/17 8/31/17 8/31/17 7/31/17 7/27/17	\$47,255.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other__

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Joe Casey 20965 Corral Rd. Elkhorn, NE 68022 CEO	10/23/16 to present	\$40,261.09	Expense reimbursement
4.2. Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130 Former CEO	10/23/16 to present	\$38,971.79	Expense reimbursement

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Describe of the Property	Date	Value of property
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Debtor Circle Media, Inc. Case number (if known) _____

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Chip Fifth Avenue LLC, et al. v. Quality King Distributors, Inc. v. S3 Digital and Circle Media, Inc.; Case No. 161128 / 2015	Collection	Supreme Court of the State of New York,	<input type="checkbox"/> Pending <input checked="" type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. S3 Digital Corporation v. Chip Fifth Avenue LLC / Case No. 654924 / 2016	Wrongful eviction	Supreme Court of the State of New York,	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3. Svitla Systems, Inc. v. Circle Media, Inc. and S3 Digital Corporation, et al. / Case No. CGC-17-561354	Collection	Superior Court of the State of Californi	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Debtor Circle Media, Inc.

Case number (if known) _____

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
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If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Koley Jessen P.C., L.L.O. 1125 South 103rd St. Suite 800 Omaha, NE 68124	Attorney Fees	10/17/17	\$50,000.00

Email or website address _____

Who made the payment, if not debtor? _____

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy From-To
14.1. 3925 W. Braker Lane Austin, TX 78759	10/13 through 12/16
14.2. 85 Fifth Avenue, 12th Floor, New York, N	3/14 through 9/15

Debtor Circle Media, Inc. Case number (if known) _____

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
----------------------------------	---	--

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
----------------------------------	--	------------------------------------	------------------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

Debtor Circle Media, Inc. Case number (if known) _____

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No.
 Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	-------------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No.
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- No.
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
		Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Date of service From-To
------------------	----------------------------

Debtor Circle Media, Inc. Case number (if known) _____

Name and address	Date of service From-To
26a.1. KC Hofeldt 4304 Ridgeway Rd. Omaha, NE 68134	6/16 - present
26a.2. Jennifer Cummins, CPA, PLLC 12025 Tulare Dr. Austin, TX 78738	4/14 - 6/16

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address If any books of account and records are unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- No
 Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Joe Casey	20965 Corral Rd. Elkhorn, NE 68022	CEO	
Matthew Hanson	The Pioneer Building 2925 Woodside Rd. Redwood City, CA 94062	Director	
David Sutherland	7 S. Liberty, Box 1577 Middleburg, VA 20118	Director	
Andrew Deitchman	130 West 18 St. New York, NY 10011	Director	

Debtor Circle Media, Inc. Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
S3 Digital Corp.	20965 Corral Road Elkhorn, NE 68022	Shareholder	100

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
 Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Randy Eccker	1520 S. 189 Ct. Elkhorn, NE 68022	CEO and Director	through 7/17

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Joe Casey 20965 Corral Rd. Elkhorn, NE 68022	\$56,261.09	10/23/16 to present	Expense reimbursement
Relationship to debtor CEO			
30.2 Randy Eccker 1520 S. 189 Ct. Omaha, NE 68130	\$38,971.79	10/23/16 to present	Expense reimbursement
Relationship to debtor Former CEO			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
 Yes. Identify below.

Name of the parent corporation	Employer identification number of the parent corporation
S3 Digital Corp.	EIN: 46-1169650

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
 Yes. Identify below.

Name of the parent corporation	Employer identification number of the parent corporation

Debtor Circle Media, Inc.

Case number (if known) _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/27/2017

Signature of individual signing on behalf of the debtor

Joseph Casey

Printed name

Position or relationship to debtor

CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No

Yes

United States Bankruptcy Court
District of Nebraska

In re Circle Media, Inc. Debtor(s) 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
S3 Digital Corp. 20965 Corral Road Elkhorn, NE 68022	Common	100%	Stockholder

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** 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 10/27/2017 Signature Joseph Casey
Joseph Casey

Penalty for making a false statement of 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 Nebraska**

In re Circle Media, Inc. Debtor(s) Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the CEO 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: 10/27/2017



Joseph Casey/CEO
Signer/Title

Acxiom Corporation
4090 Collection Center Dr.
Chicago, IL 60693

American Athletic Association
15 Park Row, 3rd Floor
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Richardson, TX 75082

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Nexus by TicketMaster
c/o Live Nation Entertainment, Inc.
9348 Civic Center Dr.
Beverly Hills, CA 90210

Onward Search, Inc.
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New York, NY 10087

Outfront Media Sports
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Pro's Choice Beauty Care, Inc.
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Quality King Distributors, Inc.
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