

**United States Bankruptcy Court**Southern District of New York  
Manhattan Division**VOLUNTARY PETITION****Name of Debtor - (If individual, enter Last, First, Middle):****VIGNETTE EDITORIAL, LTD.****Name of Joint Debtor (Spouse) (Last, First, Middle):****None****All Other Names used by the Debtor in the last 8 years**  
(include married, maiden, and trade names):**None****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. No./Complete EIN or other Tax I.D. No.**  
(if more than one, state all):**Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.**  
(if more than one, state all):**Street Address of Debtor (No. & Street, City, and State):**105 East 24th Street  
12th Floor  
New York, NY**Zip Code**  
10010**Street Address of Joint Debtor (No. & Street, City, and State):****Zip Code****County of Residence or of the**  
**Principal Place of Business:** New York**County of Residence or of the**  
**Principal Place of Business:****Mailing Address of Debtor (if different from street address):**c/o Steven Marino, President  
67 Jefferson Street, Unit 1A  
Hoboken, NJ**Zip Code**  
07030**Mailing Address of Joint Debtor (if different from street address):****Zip Code****Location of Principal Assets of Business Debtor:**  
(if different from address listed above)**Zip Code****Type of Debtor (Form of Organization)**  
**(Check one box)**

- ☐ Individual (includes joint debtors)  
☒ Corporation (includes LLC and LLP)  
☐ Partnership  
☐ Other (If debtor is not one of the above entities, check this box and provide the information requested below.)

State type of entity:  
\_\_\_\_\_**Nature of Business**  
**(Check all applicable boxes)**

- ☐ Health Care Business  
☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)  
☐ Railroad  
☐ Stockbroker  
☐ Commodity Broker  
☐ Clearing Bank  
☐ Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)

**Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)**

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding  
☐ Chapter 9 ☐ Chapter 12 ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  
☐ Chapter 13

**Nature of Debts (Check one box)**

- ☐ Consumer/Non-Business ☒ Business

**Chapter 11 Debtors****Check one box:**

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101(51D).  
☒ Debtor is not a small business under 11 U.S.C. § 101(51D).

**Check if:**

- ☒ Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

**Filing Fee (Check one box)**

- ☒ Full filing fee attached  
☐ 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.  
☐ Filing fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B

**Statistical/Administrative Information (Estimates only)**

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

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

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

THIS SPACE FOR COURT USE ONLY

|   |                                       |   |  |
|---|---------------------------------------|---|--|
| <b>Voluntary Petition</b><br>(This page must be completed and filed in every case).   |                                       | <b>Name of Debtor(s):</b><br>VIGNETTE EDITORIAL, LTD.   |  |
| <b>Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheets)</b>   |                                       |   |  |
| <b>Location</b><br><b>Where Filed:</b> <b>None</b>  | <b>Case Number</b>                    | <b>Date Filed</b>   |  |
| <b>Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor (If more than one, attach additional sheet)</b>   |                                       |   |  |
| <b>Name of Debtor</b><br>Tri-Centennial Holdings, Inc.  | <b>Case Number</b><br>06-10950        | <b>Date Filed</b><br>03-May-06  |  |
| <b>District</b><br>SDNY   | <b>Relationship</b><br>Parent Company | <b>Judge</b><br>Burton R. Lifland   |  |
| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p>  |                                       | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p style="text-align: center;"><b>X</b></p> <hr style="border: 0; border-top: 1px solid black; margin: 0;"/> <div style="display: flex; justify-content: space-between;"> <span>Signature of Attorney for Debtor(s)</span> <span>Date</span> </div> |  |
| <p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>  |                                       | <p style="text-align: center;"><b>Certification Concerning Debt Counseling by Individual/Joint Debtor(s)</b></p> <p><input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceeding the filing of this petition.</p> <p><input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)</p>   |  |
| <b>Information Regarding the Debtor (Check the Applicable Boxes)</b><br><b>Venue (Check any applicable box)</b>   |                                       |   |  |
| <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>  |                                       |   |  |
| <b>Statement by a Debtor Who Resides as a Tenant of a Residential Property</b><br><i>Check all applicable boxes</i>   |                                       |   |  |
| <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px; margin-top: 20px;"> <hr style="width: 200px; border: 0; border-top: 1px solid black;"/>         (Name of landlord that obtained judgment)       </div> <div style="margin-left: 400px; margin-top: 20px;"> <hr style="width: 200px; border: 0; border-top: 1px solid black;"/>         (Address of landlord)       </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of this petition.</p> |                                       |   |  |

**Voluntary Petition**

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

**Name of Debtor(s):**

VIGNETTE EDITORIAL, LTD.

**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 and 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 § 342(b) of the Bankruptcy Code.

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 § 1515 of title 11 are attached.

☐

Pursuant to § 1511 of title 11, United States Code, 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 Attorney****X**

/s/Randall S. D. Jacobs, Esq.

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

Randall S. D. Jacobs, Esq.

RJ-3414

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Bienstock &amp; Michael, P.C.

\_\_\_\_\_  
Firm Name

250 W. 57th Street

Suite 1917

New York, NY 10107

\_\_\_\_\_  
Address

(212) 399-0099

(212) 399-1278

\_\_\_\_\_  
Telephone Number\_\_\_\_\_  
Fax Number\_\_\_\_\_  
Date**Signature of Non-Attorney Petition Preparer**

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, 2) I prepared this document for compensation, and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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 19B 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**\_\_\_\_\_  
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 signed sheets conforming to the appropriate official form for each person.

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

**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/Steven Marino

\_\_\_\_\_  
Signature of Authorized Individual

Steven Marino

\_\_\_\_\_  
Printed Name of Authorized Individual

President

\_\_\_\_\_  
Title of Authorized Individual

June 29, 2006

\_\_\_\_\_  
Date

**United States Bankruptcy Court**  
**Southern District of New York**  
**Manhattan Division**

**In re: VIGNETTE EDITORIAL, LTD.**

**Case No.** \_\_\_\_\_  
 (If Known)

Debtor

**SUMMARY OF SCHEDULES**

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

| NAME OF SCHEDULE                                    | ATTACHED<br>(YES/NO) | NO. OF<br>SHEETS | AMOUNTS SCHEDULED |             |        |
|---|----------------------|------------------|-------------------|-------------|--------|
|   |                      |                  | ASSETS            | LIABILITIES | OTHER  |
| A - Real Property                                   | Yes                  | 1                | \$0.00            |             |        |
| B - Personal Property                               | Yes                  | 3                | \$0.00            |             |        |
| C - Property Claimed as Exempt                      | Yes                  | 1                |                   |             |        |
| D - Creditors Holding Secured Claims                | Yes                  | 1                |                   | \$0.00      |        |
| E - Creditors Holding Unsecured Priority Claims     | Yes                  | 2                |                   | \$3.00      |        |
| F - Creditors Holding Unsecured Non Priority Claims | Yes                  | 2                |                   | \$42,324.86 |        |
| G - Executory Contracts and Unexpired Leases        | Yes                  | 1                |                   |             |        |
| H - Codebtors                                       | Yes                  | 1                |                   |             |        |
| I - Current Income of Individual Debtor(s)          | Yes                  | 1                |                   |             | \$0.00 |
| J - Current Expenditures of Individual Debtor(s)    | Yes                  | 1                |                   |             | \$0.00 |
| <b>Total Number of Sheets in All Schedules</b> ⇒    |                      | 14               |                   |             |        |
| <b>Total Assets</b> ⇒                               |                      |                  | \$0.00            |             |        |
| <b>Total Liabilities</b> ⇒                          |                      |                  |                   | \$42,327.86 |        |

Debtor

SCHEDULE A - REAL PROPERTY

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| DESCRIPTION AND LOCATION OF PROPERTY | NATURE OF DEBTOR'S INTEREST IN PROPERTY | HUS., WIFE, JOINT, OR COMM. | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION | AMOUNT OF SECURED CLAIM |
|--------------------------------------|---|-----------------------------|---|-------------------------|
| None                                 |   |                             |   |                         |
| Total:                               |   |                             |   |                         |

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child".

| TYPE OF PROPERTY   | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY | HUS.,<br>WIFE,<br>JOINT,<br>OR<br>COMM. | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|--|------------------|--------------------------------------|---|--|
| 1. Cash on hand.   | X                |                                      |   |  |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | X                |                                      |   |  |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.  | X                |                                      |   |  |
| 4. Household goods and furnishings, including audio, video, and computer equipment.  | X                |                                      |   |  |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.  | X                |                                      |   |  |
| 6. Wearing apparel.  | X                |                                      |   |  |
| 7. Furs and jewelry.   | X                |                                      |   |  |
| 8. Firearms and sports, photographic, and other hobby equipment.   | X                |                                      |   |  |

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY  | N<br>O<br>N<br>E | HUS.,<br>WIFE,<br>JOINT,<br>OR<br>COMM. | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|---|------------------|---|--|
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.  | X                |   |  |
| 10. Annuities. Itemize and name each issuer.  | X                |   |  |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)). | X                |   |  |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.  | X                |   |  |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize.   | X                |   |  |
| 14. Interests in partnerships or joint ventures. Itemize.   | X                |   |  |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments.   | X                |   |  |
| 16. Accounts receivable.  | X                |   |  |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.  | X                |   |  |

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY  | N<br>O<br>N<br>E | HUS.,<br>WIFE,<br>JOINT,<br>OR<br>COMM. | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|---|------------------|---|--|
| 18. Other liquidated debts owing debtor including tax refunds. Give particulars.  | X                |   |  |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.   | X                |   |  |
| 20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.   | X                |   |  |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.  | X                |   |  |
| 22. Patents, copyrights, and other intellectual property. Give particulars.   | X                |   |  |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | X                |   |  |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X                |   |  |
| 25. Automobiles, trucks, trailers, and other vehicles.  | X                |   |  |
| 26. Boats, motors, and accessories.   | X                |   |  |



Debtor

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

| TYPE OF PROPERTY   | NONE |   | HUS., WIFE, JOINT, OR COMM. | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|---|-----------------------------|---|
| 27. Aircraft and accessories.  | X    |   |                             |   |
| 28. Office equipment, furnishings, and supplies.                     |      | Furniture, Fixtures and Equipment in Video Studio |                             | Unknown   |
| 29. Machinery, fixtures, equipment and supplies used in business.    | X    |   |                             |   |
| 30. Inventory.   | X    |   |                             |   |
| 31. Animals.   | X    |   |                             |   |
| 32. Crops - growing or harvested. Give particulars.                  | X    |   |                             |   |
| 33. Farming equipment and implements.                                | X    |   |                             |   |
| 34. Farm supplies, chemicals, and feed.                              | X    |   |                             |   |
| 35. Other personal property of any kind not already listed. Itemize. | X    |   |                             |   |

**In re: VIGNETTE EDITORIAL, LTD.**

Case No.

## Chapter 11

Debtor

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

[illegible]

(Total of this page) Subtotal ➞

**\$0.00**

**Total** ➡

**\$0.00**

0 continuation sheet(s) attached

Debtor

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

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

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

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

Report the total amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

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

**TYPES OF PRIORITIES (Check the appropriate box(s) below if claims in that category are listed on the attached sheets)**☐ **Domestic Support Obligations**

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

☐ **Extensions of credit in an involuntary case**

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

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

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

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,925\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,225\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

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

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

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

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

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

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

\* Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes, debts owed to government

TYPE OF PRIORITY

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER<br>(See instructions.)                                   | COD E B T O R | HUS., WIFE, JOINT, OR COMM. | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM                             | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | TOTAL AMOUNT OF CLAIM   | AMOUNT ENTITLED TO PRIORITY |
|---|---------------|-----------------------------|---|---------------------|-------------------------|-----------------|-------------------------|-----------------------------|
| <b>Account No:</b><br>INTERNAL REVENUE SERVICE<br>10 METROTECH CENTER, SPECIAL PROCEDURE<br>625 FULTON STREET<br>BROOKLYN, NY 11201 |               |                             | <b>Date Incurred:</b><br><b>Consideration for Claim:</b><br>Unpaid income taxes |                     |                         |                 | \$1.00<br><br>Estimated | \$1.00                      |
| <b>Account No:</b><br>NEW YORK STATE UNEMPLOYMENT INS FUND<br>PO BOX 551<br>ALBANY, NY 12201-0551                                   |               |                             | <b>Date Incurred:</b><br><b>Consideration for Claim:</b><br>Unpaid taxes        |                     |                         |                 | \$1.00<br><br>Estimated | \$1.00                      |
| <b>Account No:</b><br>STATE OF NEW YORK<br>DEPARTMENT OF TAXATION AND FINANCE<br>PO BOX 5300<br>ALBANY, NY 12205-0100               |               |                             | <b>Date Incurred:</b><br><b>Consideration for Claim:</b><br>Unpaid income taxes |                     |                         |                 | \$1.00<br><br>Estimated | \$1.00                      |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
|   |               |                             |   |                     |                         |                 |                         |                             |
| <b>(Total of this page) Subtotal ⇨</b>  |               |                             |   |                     |                         |                 | <b>\$3.00</b>           | <b>\$3.00</b>               |
| <b>Total ⇨</b>  |               |                             |   |                     |                         |                 | <b>\$3.00</b>           | <b>\$3.00</b>               |

0 continuation sheet(s) attached

Debtor

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

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

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

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

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

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

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions, above.)                                      | C<br>O<br>D<br>E<br>B<br>T<br>O<br>R | HUS.,<br>WIFE,<br>JOINT,<br>OR<br>COMM. | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE | C<br>O<br>N<br>T<br>I<br>N<br>G<br>E<br>N<br>T | U<br>N<br>L<br>I<br>Q<br>U<br>I<br>D<br>A<br>T<br>E<br>D | D<br>I<br>S<br>P<br>U<br>T<br>E<br>D | AMOUNT OF CLAIM              |
|--|--------------------------------------|---|--|--|--|--------------------------------------|------------------------------|
| <b>Account No: *2006</b><br>AMERICAN EXPRESS TRS<br>CUSTOMER SERVICE<br>PO BOX 7863<br>FT. LAUDERDALE, FL 33329                            |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Services Rendered           |  |  |                                      | \$3,916.03                   |
| <b>Account No: *6573</b><br>CAPITOL ONE FSB<br>PO BOX 70885<br>Charlotte, NC 28272   |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Credit Services Rendered    |  |  |                                      | \$16,928.45                  |
| <b>Account No:</b><br>FRAME IT FOR LESS<br>184 Columbia Turnpike<br>Florham Park, NJ 07932   |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Services Rendered           |  |  |                                      | \$45.00                      |
| <b>Account No: *3585</b><br>GIBBONS, DEL DEO, DOLAN, GRIFFINGER<br>& VECCHIONE<br>One Pennsylvania Plaza, 37th Floor<br>New York, NY 10119 |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Services Rendered           |  |  |                                      | \$20,000.00<br><br>Estimated |
| <b>Account No: 4634</b><br>HEALTH PASS INSURANCE<br>4409 Parkbreeze Court<br>Orlando, FL 32808   |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Services Rendered           |  |  |                                      | \$774.68                     |
| <b>Account No: *4128</b><br>NETWORK SOLUTIONS<br>13200 Woodland Park Road<br>Herndon, VA 20171   |                                      |   | <b>Date Incurred:</b> 2006<br><b>Consideration for Claim:</b><br>Trade Debt                  |  |  |                                      | \$34.99                      |
| <b>Account No:</b><br>PORTNOY MESSINGER, PEARL & ASSOCIATES<br>6800 Jericho Turnpike, Suite 218E<br>Syosset, NY 11791                      |                                      |   | <b>Date Incurred:</b><br><b>Consideration for Claim:</b><br>Trade Debt                       |  |  |                                      | \$417.08                     |
| (Total of this page) Subtotal ⇨  |                                      |   |  |  |  |                                      | <b>\$42,116.23</b>           |
| Total ⇨  |                                      |   |  |  |  |                                      | <b>N/A</b>                   |

Case No.

## Chapter 11

Debtor

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

(Continuation Sheet)

[illegible]

**UNITED STATES BANKRUPTCY COURT**

**Southern District of New York**

**Manhattan Division**

In re:  
VIGNETTE EDITORIAL, LTD.  
Debtor

Chapter 11  
Case Number: \_\_\_\_\_

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL/JOINT DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets, and that they are true and correct to the best of my knowledge, information and belief.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

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

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

\_\_\_\_\_  
Print or Typed Name of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number  
(Required by 11 USC § 110)

\_\_\_\_\_  
Address

\_\_\_\_\_  
Tel . No.

\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

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

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

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

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

I, Steven Marino, President of the corporation, named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: 29-Jun-2006

Signature: /s/Steven Marino

Name: Steven Marino

Title: President

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

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

UNITED STATES BANKRUPTCY COURT

Southern District of New York

Manhattan Division

In re:  
VIGNETTE EDITORIAL, LTD.  
Debtor

Chapter 11  
Case Number: \_\_\_\_\_

**Disclosure of Compensation of Attorney for Debtor**

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

|  |            |
|--|------------|
| For legal services, I have agreed to accept.....           | \$5,000.00 |
| Prior to the filing of this statement I have received..... | \$0.00     |
| Balance Due.....   | \$5,000.00 |

2. The source of the compensation paid to me was:  
[X] Debtor [ ] Other (specify)

3. The source of compensation to be paid to me is:  
[X] Debtor [ ] Other (specify)

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

5. In return for the above fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters.
  - e. Other:

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

**CERTIFICATION**

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

Date: 29-Jun-2006

/s/Randall S. D. Jacobs, Esq.

Signature of Attorney  
Randall S. D. Jacobs, Esq.  
Bienstock & Michael, P.C.



Randall S. D. Jacobs, Esq.  
Bienstock & Michael, P.C.  
250 W. 57th Street  
Suite 1917  
New York, NY 10107  
Tel: (212) 399-0099  
Fax: (212) 399-1278  
**Attorney for Petitioner**

**UNITED STATES BANKRUPTCY COURT**  
**Southern District of New York**  
**Manhattan Division**

In re:  
VIGNETTE EDITORIAL, LTD.  
Debtor

Chapter 11  
Case Number: \_\_\_\_\_

**VERIFICATION OF CREDITOR MAILING MATRIX**

The above named debtor or debtor's attorney if applicable, does hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 1 pages including this declaration, is complete, correct and consistent with the debtor's schedules pursuant to the local bankruptcy rules and I assume all responsibility for errors and omissions.

Dated: Thursday, June 29, 2006

/s/Steven Marino  
Steven Marino, President  
VIGNETTE EDITORIAL, LTD.  
Debtor

/s/Randall S. D. Jacobs, Esq.  
Randall S. D. Jacobs, Esq.  
Attorney for Petitioner

**In re: VIGNETTE EDITORIAL, LTD.**

**Case No.**

**Chapter 11**

Debtor

## **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 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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| <b>Name of creditor and complete address including zip code</b>  | <b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b> | <b>Nature of claim (trade debt, bank loan, government contract, etc.)</b> | <b>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</b> | <b>Amount of claim (If secured also state value of security)</b> |
|--|--|---|--|--|
| GIBBONS, DEL DEO, DOLAN, GRIFFINGER & VECCHIONE<br>One Pennsylvania Plaza, 37th Floor<br>New York, NY 10119        |  | Services Rendered   |  | \$20,000.00  |
| CAPITOL ONE FSB<br>PO BOX 70885<br>Charlotte, NC 28272   |  | Credit Services Rendered  |  | \$16,928.45  |
| AMERICAN EXPRESS TRS<br>CUSTOMER SERVICE<br>PO BOX 7863<br>FT. LAUDERDALE, FL 33329                                |  | Services Rendered   |  | \$3,916.03   |
| HEALTH PASS INSURANCE<br>4409 Parkbreeze Court<br>Orlando, FL 32808  |  | Services Rendered   |  | \$774.68   |
| PORTNOY MESSINGER, PEARL & ASSOCIATES<br>6800 Jericho Turnpike, Suite 218E<br>Syosset, NY 11791                    |  | Trade Debt  |  | \$417.08   |
| VELO CORPORATION OF AMERICA<br>D/B/A QUICK TRAK MESSENGER<br>267 West 17th Street, 3rd Floor<br>New York, NY 10011 |  | Services Rendered   |  | \$208.63   |

**In re: VIGNETTE EDITORIAL, LTD.**

**Case No.**

**Chapter 11**

Debtor

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

| Name of creditor and complete address including zip code  | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Amount of claim (If secured also state value of security) |
|---|---|--|---|---|
| FRAME IT FOR LESS<br>184 Columbia Turnpike<br>Florham Park, NJ 07932  |   | Services Rendered  |   | \$45.00   |
| NETWORK SOLUTIONS<br>13200 Woodland Park Road<br>Herndon, VA 20171  |   | Trade Debt   |   | \$34.99   |
| STATE OF NEW YORK<br>DEPARTMENT OF TAXATION AND FINANCE<br>PO BOX 5300<br>ALBANY, NY 12205-0100               |   | Unpaid income taxes  |   | \$1.00  |
| NEW YORK STATE UNEMPLOYMENT INS FUND<br>PO BOX 551<br>ALBANY, NY 12201-0551                                   |   | Unpaid taxes   |   | \$1.00  |
| INTERNAL REVENUE SERVICE<br>10 METROTECH CENTER, SPECIAL PROCEDURE<br>625 FULTON STREET<br>BROOKLYN, NY 11201 |   | Unpaid income taxes  |   | \$1.00  |

0 continuation sheet(s) attached

I, Steven Marino, President, of VIGNETTE EDITORIAL, LTD. named as debtor in this case, declare under penalty of perjury that I have read the foregoing List Of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my knowledge, information, and belief.

**Date** June 29, 2006

**Debtor** /s/Steven Marino

Randall S. D. Jacobs  
 Bienstock & Michael, P.C.  
 250 West 57<sup>th</sup> Street, Suite 1917  
 New York, New York 10107  
 (212) 399-0099  
 (212) 399-1278 Fax  
*Attorneys for*  
*Tri-Centennial Holdings, Inc.*

|                                  |   |              |
|----------------------------------|---|--------------|
| -----                            | x | Case No. 06- |
|                                  | : |              |
| In re                            | : |              |
|                                  | : |              |
| VIGNETTE EDITORIAL, LTD.,        | : |              |
|                                  | : |              |
| Debtor and Debtor-in-Possession. | : |              |
|                                  | : |              |
| Debtor's Employer's Tax          | : |              |
| Identification                   | : |              |
|                                  | : |              |
| -----                            | x |              |

**DEBTOR'S AFFIDAVIT PURSUANT TO LOCAL RULE 1007-3**

Steven Marino, being duly sworn, deposes and says:

I am the President and sole stockholder of Saucer Attack, Inc., the Debtor and Debtor-in-possession, and have personal knowledge of the facts and circumstances herein. I submit this affidavit on behalf of the Debtor pursuant to Local Rule 1007-2.

1. The Debtor was engaged in business as a video design studio, providing editorial services to the advertising and video industry.
2. This Case was commenced under Chapter 11.
3. N/A.
4. See Debtor's List of 20 Largest Unsecured Claims, filed with Petition.

5. The Debtor has no secured creditors. See Schedule D of the Petition.
6. Most of the computer and video equipment used by the Debtor was not owned, but leased by the Debtor's parent company, Tri-Centennial Holdings, Inc. which filed its own chapter 11 petition on May 3, 2006. The Debtor's liabilities consist primarily of trade debts totaling approximately \$42,000.
7. The Debtor is a New York corporation and has no publicly held stock.
8. No property of the Debtor is in the possession, custody or control of any custodian, public officer, mortgagee, pledgee, assignee of rents or secured creditor.
9. The Debtor has no cash assets. The Debtor occupied the space leased (the "Lease") by its parent company, chapter 11 debtor Tri-Centennial Holdings, Inc. ("Tri-Centennial") which encompasses the entire 12<sup>th</sup> Floor within one building located at 104 East 25<sup>th</sup> Street, New York, New York 10010 (the "Premises"), into which Tri-Centennial has invested several hundred thousand dollars in improvements creating a first class video studio. Business has fallen off so greatly that the Lease has become that Debtor's single most valuable asset because a substantial third party in the same business has submitted a written proposal to the Landlord to become assignee of the Lease. The proposal makes the Landlord completely whole on all arrearages. In addition, upon such assignment, the assignee will acquire as much of that Debtor's other leased computer and video equipment as it can reasonably obtain from the lessors, possibly releasing more security deposits. However, the Landlord has failed and refused to respond to the assignment proposal and begun a non-payment proceeding in Landlord/Tenant Part of the N.Y.C. Civil Court to attempt to recover possession of the valuable Premises and its

improvements. Accordingly, Tri-Centennial filed its petition and a Motion to Assume and Assign its Lease.

10. The Debtor's books and records, together with its assets, are all located at its principal's home: 67 Jefferson Street, Unit A, Hoboken, N.J. 07030

11. I am President the Debtor and have been since its inception in 2005. I am responsible for all operations of the Debtor. My experience includes more than 15 years in the video design business.

12. The Debtor's estimated payroll for the month of October (exclusive of officers, directors and stockholders) is \$0.

13. The Debtor does not propose to make any payment to its officers or employees during May, 2006.

14. A schedule for the 30 day period following the filing of the chapter 11 petition of estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to accrue but remain unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing would show no activity is anticipated.

15. The Debtor has no current obligations; the Debtor does not believe that a plan of reorganization can be confirmed at this point but that a structured dismissal or liquidating chapter 11 would result in a the greatest distribution to its unsecured creditors after the equipment lessors and the Landlord of its leased Premises have been satisfied through Tri-Centennial's proposed assumption and assignment.

s/ *Steven Marino*  
Steven Marino

Sworn to before me this  
Day of June 2006

/s/ \_\_\_\_\_  
NOTARY PUBLIC

Randall S. D. Jacobs  
Bienstock & Michael, P.C.  
250 West 57<sup>th</sup> Street, Suite 1917  
New York, New York 10107  
(212) 399-0099  
(212) 399-1278 Fax  
*Attorneys for*  
*Tri-Centennial Holdings, Inc.*

|                                  |   |                         |
|----------------------------------|---|-------------------------|
| -----                            | x | Case No. 06-10950 (BRL) |
|                                  | : |                         |
| In re                            | : |                         |
|                                  | : | Chapter 11              |
| VIGNETTE EDITORIAL, LTD.,        | : |                         |
|                                  | : |                         |
| Debtor and Debtor-in-Possession. | : |                         |
|                                  | : |                         |
| Debtor's Employer's Tax          | : |                         |
| Identification                   | : |                         |
|                                  | : |                         |
| -----                            | x |                         |

**ORDER SCHEDULING INITIAL CASE CONFERENCE**

Vignette Editorial, Ltd. (the "Debtor ") having filed a petition for reorganization under chapter 11 of the Bankruptcy Code on June 29, 2006 and the Court having determined that a case management conference will aid in the efficient conduct of the case, it is

ORDERED, pursuant to 11 U.S.C. § 105(d), that an initial case management conference will be conducted by the undersigned Bankruptcy Judge in Room 631, United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on July 25, 2006 at 10: 00 a.m., or as soon thereafter as counsel may be heard, to consider the efficient administration of the case, which may include, *inter alia*, such topics as retention of professionals, creation of a committee to review budget and fee requests, use of alternative dispute resolution, timetables, and scheduling of additional case management conferences; and it is further

ORDERED, that the Debtor shall give notice by mail of this order at least seven days prior to the scheduled conference to each committee appointed to serve in the case pursuant to 11U.S.C. § 1102 (or, if no committee has been appointed, to the holders of the 10 largest unsecured claims), the holders of the five largest secured claims, any post petition lender to the Debtor, and the United States Trustee, and shall promptly file proof of service of such notice with the Clerk of the Court.

Dated: New York, New York  
July , 2006

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BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE