

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Woozlyfly, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Pet Express Supply, Inc., CJ Vision Enterprises, Inc., Woozlyfly.com and Woozlyfly Productions	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): 20-3768799	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 59 West 19th Street, 6th Floor New York, New York	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 10011	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):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): New York	
ZIP CODE 10011	

<p>Type of Debtor (Form of Organization) (Check one box.)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	<p>Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other _____ <p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <p>Nature of Debts (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
---	---	--

<p>Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <p>Check all applicable boxes</p> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
---	--

<p>Statistical/Administrative Information</p> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
<p>Estimated Assets</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<p>Estimated Liabilities</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Woozyfly, Inc.
---	---

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: NONE	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: NONE	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X Not Applicable</p> <p>Signature of Attorney for Debtor(s) _____ Date _____</p>
---	---

Exhibit C

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

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

No

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue
(Check any applicable box)

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

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

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

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Woozlyfly, Inc.	
<h3>Signatures</h3>			
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> Not Applicable _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> Not Applicable _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><input checked="" type="checkbox"/> Not Applicable _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney</p> <p><input checked="" type="checkbox"/> s/ Michael S. Fox, Esq. _____ Signature of Attorney for Debtor(s)</p> <p>Michael S. Fox Bar No. MF-2612 _____ Printed Name of Attorney for Debtor(s) / Bar No.</p> <p>Olshan Grundman _____ Firm Name</p> <p>65 East 55th Street _____ Address</p> <p>New York, New York 10022 _____</p> <p>212-451-2300 212-451-2222 _____ Telephone Number</p> <p>5/12/2009 _____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>		<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p><input checked="" type="checkbox"/> Not Applicable _____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> s/ Eric Stoppenhagen _____ Signature of Authorized Individual</p> <p>Eric Stoppenhagen _____ Printed Name of Authorized Individual</p> <p>Interim President _____ Title of Authorized Individual</p> <p>5/12/2009 _____ Date</p>		<p><input checked="" type="checkbox"/> Not Applicable _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach to the appropriate official form for each person.</p> <p><i>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.</i></p>	

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

In re: Woozyfly, Inc.
Debtor

Case No. **09-**
Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .

2. The following financial data is the latest available information and refers to debtor's condition on .

a.	Total assets	\$ <u>221,047.44</u>
b.	Total debts (including debts listed in 2.c., below)	\$ <u>1,845,773.03</u>

Approximate
number of
holders

c. Debt securities held by more than 500 holders.

	secured	unsecured	subordinated	_____	_____
d.	Number of shares of preferred stock			_____	_____
e.	Number of shares of common stock			_____	_____

Comments, if any:

3. Brief description of debtor's business:

7

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

United States Bankruptcy Court

Southern District of New York

In re:

Case No. 09-
Chapter 11

Woozyfly, Inc.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Eric Stoppenhagen**, declare under penalty of perjury that I am the **Interim President** of **Woozyfly, Inc.**, a **Nevada** Corporation and that on the following resolution was duly adopted by the of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Eric Stoppenhagen, Interim President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Eric Stoppenhagen, Interim President** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Eric Stoppenhagen, Interim President** of this Corporation, is authorized and directed to employ **Michael S. Fox**, attorney and the law firm of **Olshan Grundman** to represent the Corporation in such bankruptcy case."

Executed on: 5/12/2009

Signed: s/ Eric Stoppenhagen
Eric Stoppenhagen

In re: Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Total			0.00	

(Report also on Summary of Schedules.)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____x

In re

Woozyfly, Inc.

Case No.: **09-**

Chapter 11

Debtor(s)

_____x

DECLARATION RE: ELECTRONIC FILING

PART I - - DECLARATION OF PETITIONER[S]:

Woozyfly, Inc.

the undersigned debtor[s], hereby declare under penalty of perjury, that the information I [we] have given my [our] attorney and the information provided in the electronically filed petition is true and correct. I [We] consent to my [our] attorney sending my [our] petition, and the accompanying statements and schedules to the United States Bankruptcy Court, the trustee appointed in my [our] case and the United States Trustee. I [We] understand that failure to provide the trustee with the signed original of this Declaration Re: Electronic Filing within 15 days following the date the petition was electronically filed will cause my [our] case to be dismissed pursuant to 11 U.S.C § 707(a)(3) without further notice.

Dated: 5/12/2009

Signed: s/ Eric Stoppenhagen
Eric Stoppenhagen

PART II - - DECLARATION OF ATTORNEY:

I declare under penalty of perjury that I have reviewed the above debtor's(s') petition, schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. The debtor(s) will have signed this form before I file the petition, schedules and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court, and I will send copies of this declaration, the petition, schedules and statements to the trustee appointed in this case and to the United States Trustee. This declaration is based upon all information of which I have knowledge.

Dated: 5/12/2009

Signed: /s/ Michael S. Fox, Esq.
Michael S. Fox
Attorney for Debtor[s]

In re Woozyfly, Inc.Case No. 09-

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	<input checked="" type="checkbox"/>			
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.	<input type="checkbox"/>	TD Bank 90 Fifth Avenue New York, NY 10011 Checking #7924624500		866.87
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.	<input type="checkbox"/>	TD Bank 90 Fifth Avenue New York, NY 10011 Money Market #7925004967		180.57
3. Security deposits with public utilities, telephone companies, landlords, and others.	<input checked="" type="checkbox"/>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<input checked="" type="checkbox"/>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<input checked="" type="checkbox"/>			
6. Wearing apparel.	<input checked="" type="checkbox"/>			
7. Furs and jewelry.	<input checked="" type="checkbox"/>			
8. Firearms and sports, photographic, and other hobby equipment.	<input checked="" type="checkbox"/>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<input checked="" type="checkbox"/>			
10. Annuities. Itemize and name each issuer.	<input checked="" type="checkbox"/>			
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).)	<input checked="" type="checkbox"/>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<input checked="" type="checkbox"/>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<input type="checkbox"/>	wholly-owned subsidiary CJ Vision Enterprises, Inc		0.00
14. Interests in partnerships or joint ventures. Itemize.	<input checked="" type="checkbox"/>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<input checked="" type="checkbox"/>			
16. Accounts receivable.	<input checked="" type="checkbox"/>			

In re Woozyfly, Inc.

Case No. 09-

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
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.		licenses for digital rights. schedule to follow		20,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
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.		Corporate Shell		200,000.00

In re Woozyfly, Inc.
 Debtor

Case No. 09-
 (If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
<u>2</u> continuation sheets attached				Total > \$ 221,047.44

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Convertible Notes _____ VALUE \$0.00				100,000.00	100,000.00
Corporate Communications Network, Inc. 8950 E. Raintree Drive, Suite 100 Scottsdale, AZ 85260 Attn Michael L. Quiel								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				250,000.00	250,000.00
David Weiner								
ACCOUNT NO.			Secured Note _____ VALUE \$0.00				36,000.00	36,000.00
DigitalFX International, Inc. 3035 East Patrick Lane, Suite 9 Las Vegas, Nevada 89120								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				100,000.00	100,000.00
Horizon Capital Fund LP 56 Pine Street, Suite 11F New York, New York 10005								

3 continuation sheets attached

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 486,000.00	\$ 486,000.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				100,000.00	100,000.00
Lynn Cole Capital Corp. 15811 E. Mustang Dr. Fountain Hills, AZ 85268								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				100,000.00	100,000.00
Marlene Brill 56 Pine Street, Suite 11F New York, New York 10005								
ACCOUNT NO.			Secured Note _____ VALUE \$0.00				35,000.00	35,000.00
MKM Opportunity Master Fund, Ltd. c/o MKM Capital Advisors, LLC 420 Lexington Avenue, Suite 1718 New York, New York 10170								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				50,000.00	50,000.00
MKM Opportunity Master Fund, Ltd. c/o MKM Capital Advisors, LLC 420 Lexington Avenue, Suite 1718 New York, New York 10170								

Sheet no. 1 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 285,000.00	\$ 285,000.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				100,000.00	100,000.00
MKM Opportunity Master Fund, Ltd. c/o MKM Capital Advisors, LLC 420 Lexington Avenue, Suite 1718 New York, New York 10170								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				350,000.00	350,000.00
MKM Opportunity Master Fund, Ltd. c/o MKM Capital Advisors, LLC 420 Lexington Avenue, Suite 1718 New York, New York 10170								
ACCOUNT NO.			Convertible Note _____ VALUE \$0.00				150,000.00	150,000.00
MKM Opportunity Master Fund, Ltd. c/o MKM Capital Advisors, LLC 420 Lexington Avenue, Suite 1718 New York, New York 10170								
ACCOUNT NO.			Secured Note _____ VALUE \$0.00				261,507.00	261,507.00
Powell Consulting								

Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 861,507.00	\$ 861,507.00
\$	\$

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.,
Debtor

Case No. 09-
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Vision Opportunity Master Fund, Ltd c/o Vision Capital Advisors, LLC 20 West 55th Street, 5th Floor New York, New York 10019			Convertible Note _____ VALUE \$0.00				100,000.00	100,000.00

Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 100,000.00	\$ 100,000.00
\$ 1,732,507.00	\$ 1,732,507.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

Domestic Support Obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

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

Type of Priority: Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. New York City Income							0.00	0.00	\$0.00
ACCOUNT NO. NEW YORK STATE TAXES							0.00	0.00	\$0.00
ACCOUNT NO. New York Unemployment Insurance							0.00	0.00	\$0.00
ACCOUNT NO. NYC Dept of Finance							5,000.00	0.00	\$5,000.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Priority Claims

Subtotals >
(Totals of this page)

\$	5,000.00	\$	0.00	\$	5,000.00
\$	5,000.00				
		\$	0.00	\$	5,000.00

Total >
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

Total >
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						2,406.00
ASCAP 21678 Network Place Chicago, IL 60673-1216						
ACCOUNT NO.						24,997.50
ELRO Corporation 244 Madison Avenue, Suite 357 New York, New York 10170						
ACCOUNT NO.						4,950.00
GVP.DSJ Inc 37 Wall Street, Suite 23 M New York, New York 10005						
ACCOUNT NO.						1,250.00
logicomUSA 189 Elm Street, 3rd Floor Westfield, NJ 07090						
ACCOUNT NO.						1,029.66
JSM Music, Inc. 59 West 19th Street New York, New York 10011						

2 Continuation sheets attached

Subtotal > \$ **34,633.16**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							2,695.00
KGS LLP 125 Jericho Turnpike, Suite 300 Jericho, NY 11753-1125 Attn Mitchell Khan							
ACCOUNT NO.							300.00
Madison Stock Transfer Inc. PO Box 145-290 Brooklyn, NY 11229							
ACCOUNT NO.							5,290.02
Maid of New York 118 East 28th, Suite 601 New York, New York 10016							
ACCOUNT NO.							2,871.94
Mechanical Cooling, Inc 531 W. 49th Street New York, New York 10019							
ACCOUNT NO.							7,099.96
Sesac Inc 55 Music Square East Nashville, TN 37203							

Sheet no. 1 of 2 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	18,256.92
Total >	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							4,239.60
Time Warner Cable PO Box 9227 Uniondale, NY 11555-9227							
ACCOUNT NO.							34,210.09
Venor, Inc 1328 W. Balboa Blvd, Suite C Newport Beach, CA 92661							
ACCOUNT NO.							6,250.00
Weaver & Martin, LLC c/o John Samyn 411 Valentine, Suite 300 Kansas City, MO 64111							
ACCOUNT NO.							10,676.26
XO Communications 14239 Collections Center Drive Chicago, IL 60693							

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

Subtotal >	\$	55,375.95
Total >	\$	108,266.03

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

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

In re Woozyfly, Inc.,
Debtor

Case No. 09-

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 221,047.44		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	4		\$ 1,732,507.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 5,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	3		\$ 108,266.03	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		15	\$ 221,047.44	\$ 1,845,773.03	

In re Woozyfly, Inc.

Debtor

Case No. 09-

(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

(NOT APPLICABLE)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **Eric Stoppenhagen**, the **Interim 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 17 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 5/12/2009

Signature: s/ Eric Stoppenhagen

Eric Stoppenhagen Interim President

[Print or type name of individual signing on behalf of debtor.]

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

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

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Allan McKenzie Box 512 Rosetown BC S0L 2V0 Canada		75,000	
Antoine De Sejournet 56 Drive D'Argwentevil 1410 Baterloo Aregenteuil Waterloo, Belguim		36,036	
Bill Lefaiivre Box 164 Rosetown BC S0L 2V0 Canada		75,000	
Bleecker Holdings Corp c/o Ganer 1995 Broadway, Suite 1600 New York, New York 10023		2,430,000	
Brad Fortin Box 502 Rosetown BC S0L 2V0 Canada		75,000	
Bradley Olivier Box 937 Rosetown BC S0L 2V0 Canada		75,000	
Brian Domes Box 806 Rosetown BC S0L 2V0 Canada		75,000	
Byron Dahl Box 34 Rosetown BC S0L 2V0 Canada		75,000	
Cede & Co PO Box 222 Bowling Green Station New York, New York 10274		832,470	

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**

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Das Consulting LLC PSP-Pershing LLC 355 South End Ave #22B New York, New York 10280		120,000	
Dawn Yamada 5910 Stone Street Spokane, WA 99223		60,000	
Derrick Deobald Box 715 Rosetown BC S0L 2V0 Canada		75,000	
Devon Leys Box 666 Rosetown BC S0L 2V0 Canada		75,000	
Diane L. Egger 1922 E 56th Spokane, WA 99223		60,000	
Douglas Graner & Delia Graner 4612 Iris Lane Great Neck, NY 10280		9,012	
Dzemi Lmusanovic Box 1794 Rosetown BC S0L 2V0 Canada		75,000	
Gerald Gordon 48 Old Quarry Road Englewood, NJ 07631		72,072	
Grant Henderson Box 132 Rosetown BC S0L 2V0 Canada		165,000	
Greg Carlson Box 814 Rosetown BC S0L 2V0 Canada		75,000	

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**

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Greg Martinson Box 1053 Rosetown BC S0L 2V0 Canada		75,000	
Iroquios Master Fund, Ltd. 641 Lexington Ave, 26th FL New York, New York 10022		394,286	
J. Peter Aines 108 Old Plantation Way Pikesville, MD 21208		18,018	
Jeff Hycan Box 487 Rosetown BC S0L 2V0 Canada		75,000	
John F. Baier 1056 Meadows End Drive Monto Nido, CA 91302		45,048	
Jonathan Bomser 59 West 19th Street, 6th FL New York, New York 10011		45,048	
JSM Music Inc 59 West 19th Street, 5th FL New York, New York 10011		360,360	
Justin Houston c/o Pet Express Supply, Inc 5219 S Pittsburg Spokane, WA		75,000	
Ken Franklin Box 1357 Rosetown BC S0L 2V0 Canada		75,000	
Kenneth Aaron Minish Box 29 Herschel BC S0L 1L0 Canada		75,000	

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**

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Kevin Donald Box 54 Darcy BC S0L 0N0 Canada		75,000	
Kim Evans Box 32 Rosetown BC S0L 2V0 Canada		75,000	
Maxine Ganer 1995 Broadway, #1600 New York, New York 10023		48,000	
MKM Opportunity Master Fund Ltd c/o MKM Capital 644 Broadway, #4-W New York, New York 10012		420,000	
Paul Defranceso 888 Prospect St, Suite 210 La Jolla, CA 92037		45,042	
Pearl Hipkin Box 2035 Rosetown BC S0L 2V0 Canada		75,000	
Peter Newman 2381C Renaissance DR Las Vegas, NV 89119		360,000	
Peter Wiesel 6 Pond Lane Linwood, NJ 08221		27,030	
Portside Growth & Opportunity Fund c/o Citicorp Global Market Inc. 390 Greenwich Street, 3rd FL New York, New York 10013		3,942,857	
Ramona Molsberry Box 522 Rosetown BC S0L 2V0 Canada		75,000	

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**

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
Renea Yamada 5219 S Pittsburg Spokane, WA 99223		829,530	
Rob McMillian Box 1173 Rosetown BC S0L 2V0 Canada		75,000	
Scott Chadwick Po Box 2 Yakutat, WA 99689		150,000	
Shamrock Oceanic Holdings, LLC c/o Albert O. Grant, II, Esq. P of A for Phillip Connor 610 Park Ave, Apt 10E New York, New York 10065		41,442	
Stanley B. Slocum 14317 N Sky Trail DR Oro Valley, AZ 85755		18,018	
Stephen A. Egger 1922 E. 56th Spokane, WA 99223		60,000	
Stuart Dumphrey 3270 S Terra Mar Dr Pompano Beach, FL 33062		63,060	
Terry Mareschal Box 230 Rosetown BC S0L 2V0 Canada		75,000	
Vision Opportunity Master Fund, Ltd 20West 55th Street, 5th FL New York, New York 10019		1,345,722	
WF Holdings, LLC 44 Easton Road Westport, Ct 06880		2,430,000	
William E. Clink 3167 Frankel LN SW Rochester, MN 55902		27,030	

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

In re: **Woozyfly, Inc.**

Case No. **09-**

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
--	----------------------	----------------------	--------------------------------

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

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

Date: 5/12/2009

s/ Eric Stoppenhagen
Eric Stoppenhagen ,Interim President
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

In re: Woozyfly, Inc.
Debtor

Case No. 09-
(If known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE FISCAL YEAR PERIOD

2. Income other than from employment or operation of business

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

AMOUNT SOURCE FISCAL YEAR PERIOD

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR DATES OF PAYMENTS AMOUNT PAID AMOUNT STILL OWING

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	------------------------------	-----------------------------------	--------------------

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
---	-----------------	-------------	--------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATIO	STATUS OR DISPOSITION
---------------------------------	----------------------	-----------------------------	-----------------------

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	-----------------	-----------------------------------

5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

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

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
---------------------------------	-----------------------	---

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	---	------------------	---

7. Gifts

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

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

8. Losses

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
---	--	-----------------

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
------------------------------	---	--

**Olshan Grundman Frome Rosenzweig &
Wolosky, LLP**
65 East 55th Street
New York,
New York 10022

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	--

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
------------------------------------	--	--

12. Safe deposit boxes

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

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

13. Setoffs

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	-------------------	---------------------

14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	--------------------------

18. Nature, location and name of business

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	-----------------------	-------------------------------

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

NAME	ADDRESS
------	---------

19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
------------------	-------------------------

Venor, Inc.
1328 W. Balboa, Suite C
Newport Beach, CA 92661

- None b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

Weaver & Martin, LLC
c/o John Samyn
411 Valentine, Suite 300
Kansas City, MO 64111

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

NAME	ADDRESS
------	---------

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

- None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---

See attached list

See attached list

22. Former partners, officers, directors and shareholders

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

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23. Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
ISSUE: WOOZYFLY INC	WZYF	981139108
59	PORTSIDE GROWTH & OPPORTUNITY FUND C/O CITIGROUP GLOBAL MARKETS INC. 390 GREENWICH STREET, 3RD FLOOR NEW YORK NY 10013	3,942,857 22.389%
35 13-3967106	BLEECKER HOLDINGS CORP C/O GANER 1995 BROADWAY, SUITE 1600 NEW YORK NY 10023	2,430,000 13.798%
36 26-2971350	WF HOLDINGS LLC 44 EASTON ROAD WESTPORT CT 06880	2,430,000 13.798%
37 27-0120759	VISION OPPORTUNITY MASTER FUND, LTD 20 WEST 55TH STREET, 5TH FLOOR NEW YORK NY 10019	1,345,722 7.642%
60	HIGHBRIDGE INTERNATIONAL LLC C/O HIGHBRIDGE CAPITAL MANAGEMENT LLC 9 WEST 57TH STREET, 27TH FLOOR ATTN: ERIC COLANDREA NEW YORK NY 10019	1,182,857 6.717%
54 13-2555119	CEDE & CO PO BOX 222 BOWLING GREEN STATION NEW YORK NY 10274	832,470 4.727%
1 532-82-5608	RENEA YAMADA 5219 S PITTSBURG SPOKANE WA 99223	829,530 4.710%
57 98-0576909	MKM OPPORTUNITY MASTER FUND LTD C/O MKM CAPITAL 644 BROADWAY # 4-W NEW YORK NY 10012	420,000 2.385%
58 26-3243720	VISION CAPITAL ADVANTAGE FUND, L.P. 615 SOUTH DUPONT HIGHWAY DOVER DE 19901	397,734 2.258%
61 98-0445485	IROQUIOS MASTER FUND, LTD 641 LEXINGTON AVE 26TH FL NEW YORK NY 10022	394,286 2.239%

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

Page 3

ISSUE: WOOZYFLY INC	WZYF	981139108
ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
39 13-3346220	JSM MUSIC INC 59 WEST 19TH STREET, 5TH FLOOR NEW YORK NY 10011	360,360 2.046%
52 603-36-7632	PETER NEWMAN 2381C RENAISSANCE DR LAS VEGAS NV 89119	360,000 2.044%
7	GRANT HENDERSON BOX 132 ROSETOWN BC S0L 2V0 CANADA	165,000 0.937%
5 474-86-5812	SCOTT CHADWICK PO BOX 2 YAKUTAT WA 99689	150,000 0.852%
44 12-0468286	DAS CONSULTING LLC PSP-PERSHING LLC 355 SOUTH END AVE 22B NEW YORK NY 10280	120,000 0.681%
26	GREG CARLSON BOX 814 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
27	BYRON DAHL BOX 34 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
28	DERRICK DEOBALD BOX 715 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
29	BRIAN DOMES BOX 806 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
30	KEVIN DONALD BOX 54 DARCY BC S0L 0N0 CANADA	75,000 0.426%

Report Run On 1/12/2009 At 1:09pm

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

=====		
ISSUE: WOOZYFLY INC	WZYF	981139108
ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
=====		
31	KIM EVANS BOX 32 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
32	BRAD FORTIN BOX 502 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
25	KEN FRANKLIN BOX 1357 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
16	PEARL HIPKIN BOX 2035 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
17	JUSTIN HOUSTON C/O PET EXPRESS SUPPLY, INC. 5219 S PITSSBURG SPOKANE WA 99223	75,000 0.426%
18	JEFF HYCAN BOX 487 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
19	BILL LEFAIVRE BOX 164 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
20	DEVON LEYS BOX 666 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
21	TERRY MARESCHAL BOX 230 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

=====		
ISSUE: WOOZYFLY INC	WZYF	981139108
ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
=====		
33	GREG MARTINSON BOX 1053 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
22	ALLAN MCKENZIE BOX 512 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
23	ROB MCMILLIAN BOX 1173 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
24	KENNETH AARON MINISH BOX 29 HERSCHEL BC S0L 1L0 CANADA	75,000 0.426%
9	RAMONA MOLSBERRY BOX 522 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
10	DZEMI LMUSANOVIC BOX 1794 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
11	BRADLEY OLIVIER BOX 937 ROSETOWN BC S0L 2V0 CANADA	75,000 0.426%
50 123-34-0055	GERALD GORDON 48 OLD QUARRY ROAD ENGLEWOOD NJ 07631	72,072 0.409%
51 053-26-6231	STUART DUMPHREY 3270 S TERRA MAR DR POMPANO BEACH FL 33062	63,060 0.358%
4 533-72-8235	DIANE L EGGER 1922 E 56TH SPOKANE WA 99223	60,000 0.341%

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

Page 6

=====		
ISSUE: WOOZYFLY INC	WZYF	981139108
ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
=====		
3 538-84-0014	STEPHEN A EGGER 1922 E 56TH SPOKANE WA 99223	60,000 0.341%
2 531-74-7683	DAWN YAMADA 5910 STONE STREET SPOKANE WA 99223	60,000 0.341%
56 053-46-7599	MAXINE GANER 1995 BROADWAY # 1600 NY NY 10023	48,000 0.273%
53 112-36-6771	JOHN F BAIER 1056 MEADOWS END DRIVE MONTO NIDO CA 91302	45,048 0.256%
40 593-18-8575	JONATHAN BOMSER 59 WEST 19TH STREET, 6TH FLOOR NEW YORK NY 10011	45,048 0.256%
49 517-90-0453	PAUL DEFRANCESO 888 PROSPECT ST SUITE 210 LA JOLLA CA 92037	45,042 0.256%
42 81-0661937	SHAMROCK OCEANIC HOLDINGS, LLC C/O ALBERT O GRANT II, ESQ P OF A FOR PHILIP CONNOR 610 PARK AVE, APT 10E NEW YORK NY 10065	41,442 0.235%
41	ANTOINE DE SEJOURNET 56 DREVE D'ARGWENTEVIL 1410 BATERLOO ARGENTEUIL WATERLOO BELGIUM	36,036 0.205%
43 473-52-8435	WILLIAM E CLINK 3167 FRANKEL LN SW ROCHESTER MN 55902	27,030 0.153%
47 097-48-5075	PETER WIESEL 6 POND LANE LINWOOD NJ 08221	27,030 0.153%

Report Run On 1/12/2009 At 1:09pm

LIST OF SHAREHOLDERS
MADISON STOCK TRANSFER INC
Effective: 01/12/2009

=====		
ISSUE: WOOZYFLY INC	WZYF	981139108
ACCOUNT/TIN	NAME & ADDRESS	SHARES HELD
=====		
46	J PETER AINES	18,018
009-30-0457	108 OLD PLANTATION WAY PIKESVILLE MD 21208	0.102%
48	STANLEY B SLOCUM	18,018
468-22-6949	14317 N SKY TRAIL DR ORO VALLEY AZ 85755	0.102%
45	DOUGLAS GRANER & DELIA GRANER	9,012
106-42-3378	4612 IRIS LANE GREAT NECK NY 10280	0.051%
52 Holders Qualified		TOTAL --> ----- 17,610,672

24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

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

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

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

Date 5/12/2009

Signature s/ Eric Stoppenhagen

Eric Stoppenhagen, Interim President
Print Name and Title

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

_____ continuation sheets attached

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re: Woozyfly, Inc.
Debtor

Case No. 09-
Chapter 11

**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	\$	<u>25,000.00</u>
Prior to the filing of this statement I have received	\$	<u>25,000.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of compensation paid to me was:

Debtor Other (specify)

3. The source of compensation to be paid to me is:

Debtor Other (specify)

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

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed 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 provisions as needed]

None

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

None

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.

Dated: 5/12/2009

/s/ Michael S. Fox, Esq.
Michael S. Fox, Bar No. MF-2612

Olshan Grundman
Attorney for Debtor(s)

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

In re **Woozyfly, Inc.**

Case No. **09-**

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **Woozyfly, Inc.** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

 X All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

Owner	% of Shares Owned
Bleeker Holdings Corp c/o Ganer 1995 Broadway, Suite 1600 New York, New York 10023	13.8
DigitalFX International, Inc. 3035 East Patrick Lane, Suite 9 Las Vegas, Nevada 89120	31.3
Portside Growth & Opportunity Fund c/o Citicorp Global Market Inc. 390 Greenwich Street, 3rd FL New York, New York 10013	22.39
Vision Opportunity Master Fund, Ltd 20West 55th Street, 5th FL New York, New York 10019	9.9
WF Holdings, LLC 44 Easton Road Westport, CT 06880	13.8

OR,

_____ There are no entities to report.

By: Michael S. Fox, Esq.

Michael S. Fox
Signature of Attorney

Counsel for **Woozyfly, Inc.**

Bar no.: **MF-2612**

Address.: **Olshan Grundman**

**65 East 55th Street
New York, New York 10022**

Telephone No.: **212-451-2300**

Fax No.: **212-451-2222**
E-mail address: **mfox@olshanlaw.com**

ASCAP
21678 Network Place
Chicago, IL 60673-1216

Corporate Communications Network,
Inc.
8950 E. Raintree Drive, Suite 100
Scottsdale, AZ 85260
Attn Michael L. Quiel

David Weiner

DigitalFX International, Inc.
3035 East Patrick Lane, Suite 9
Las Vegas, Nevada 89120

ELRO Corporation
244 Madison Avenue, Suite 357
New York, New York 10170

GVP.DSJ Inc
37 Wall Street, Suite 23 M
New York, New York 10005

Horizon Capital Fund LP
56 Pine Street, Suite 11F
New York, New York 10005

IogicomUSA
189 Elm Street, 3rd Floor
Westfield, NJ 07090

JSM Music, Inc.
59 West 19th Street
New York, New York 10011

KGS LLP
125 Jericho Turnpike, Suite 300
Jericho, NY 11753-1125
Attn Mitchell Khan

Lynn Cole Capital Corp.
15811 E. Mustang Dr.
Fountain Hills, AZ 85268

Madison Stock Transfer Inc.
PO Box 145-290
Brooklyn, NY 11229

Maid of New York
118 East 28th, Suite 601
New York, New York 10016

Marlene Brill
56 Pine Street, Suite 11F
New York, New York 10005

Mechanical Cooling, Inc
531 W. 49th Street
New York, New York 10019

MKM Opportunity Master Fund, Ltd.
c/o MKM Capital Advisors, LLC
420 Lexington Avenue, Suite 1718
New York, New York 10170

New York City Income

NEW YORK STATE TAXES

New York Unemployment Insurance

NYC Dept of Finance

Powell Consulting

Sesac Inc
55 Music Square East
Nashville, TN 37203

Time Warner Cable
PO Box 9227
Uniondale, NY 11555-9227

Venor, Inc
1328 W. Balboa Blvd, Suite C
Newport Beach, CA 92661

Vision Opportunity Master Fund, Ltd
c/o Vision Capital Advisors, LLC
20 West 55th Street, 5th Floor
New York, New York 10019

Weaver & Martin, LLC
c/o John Samyn
411 Valentine, Suite 300
Kansas City, MO 64111

XO Communications
14239 Collections Center Drive
Chicago, IL 60693

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Woozyfly, Inc.
Debtor

Case No. 09-
Chapter 11

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of **3** sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: 5/12/2009

Signed: s/ Eric Stoppenhagen
Eric Stoppenhagen

Signed: /s/ Michael S. Fox, Esq.

Michael S. Fox

Attorney for Debtor(s)

Bar no.: MF-2612

Olshan Grundman

65 East 55th Street

New York, New York 10022

Telephone No.: 212-451-2300

Fax No.: 212-451-2222

E-mail address: mfox@olshanlaw.com