

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): KEYFRAME POST, 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): BIONIC MEDIA, LLC	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)/Complete EIN(if more than one, state all): 20-0884807	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 1375 BROADWAY, 7TH FLOOR NEW YORK, NEW YORK	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 10018	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):
**1375 BROADWAY, 7TH FLOOR
 NEW YORK, NEW YORK**

ZIP CODE **10018**

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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Chapter 15 Debtors Country of debtor's center of main interests: _____ Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <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.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input 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	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): KEYFRAME POST, INC.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	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: BIONIC MEDIA, LLC.	Case Number:	Date Filed:
District:	Relationship: SUBSIDIARY	Judge:

<p style="text-align: center;">Exhibit A</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 style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts) 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).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	X Not Applicable _____ Signature of Attorney for Debtor(s) Date

Exhibit C

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

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

Pg 3 of 43

Name of Debtor(s):
KEYFRAME POST, INC.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Not Applicable

Signature of Debtor

Not Applicable

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

Not Applicable

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

/s/ A. Mitchell Greene

Signature of Attorney for Debtor(s)

A. MITCHELL GREENE Bar No.

Printed Name of Attorney for Debtor(s) / Bar No.

ROBINSON BROG LEINWAND GREENE ET AL.

Firm Name

875 THIRD AVENUE 9TH FLOOR

Address

NEW YORK, NY 10022

212-603-6300

Telephone Number

6/15/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of 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(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.

Not Applicable

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

Not Applicable

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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

If more than one person prepared this document, attach 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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

s/ STEVEN BEAL

Signature of Authorized Individual

STEVEN BEAL

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

6/15/2012

Date

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

KEYFRAME POST, INC.,

Case No.: 12

Debtor.

-----X

CERTIFICATE OF RESOLUTION

I, the undersigned, Steven Beal as the President of **Keyframe Post, Inc.**, (the "Company"), do hereby certify that at a meeting of the Company duly called and held on the date hereof, the following resolutions were adopted and recorded in the Minute Book of the Company, and they have not been modified or rescinded, and are still in full force and effect:

"RESOLVED, that in the judgment of the Company it is desirable and in the best interest of the Company, its creditors, shareholders and other interested parties, that a petition be filed by the Company for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

"RESOLVED, that the form of petition under Chapter 11 presented to this meeting is approved and adopted in all respects, and that Steven Beal, as the President of the Company, is authorized to execute and verify a petition substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York at such time as he shall determine; and it is further

"RESOLVED, that Steven Beal, as President of the Company, is authorized to execute and file all petitions, reorganization schedules, lists and other papers and to effectuate the filing of the Chapter 11 case, and, in that connection, that the firm of Robinson Brog Leinwand Greene Genovese & Gluck P.C. be retained and employed as legal counsel for the Company under a general retainer, in addition to such special counsel as may hereafter become necessary or proper with a view to the successful

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

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

In re **KEYFRAME POST, INC.**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors 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	NO	1	\$ 0.00		
B - Personal Property	YES	3	\$ 381,150.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	3		\$ 774,298.23	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$ 92,950.05	
G - Executory Contracts and Unexpired Leases	YES	4			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		16	\$ 381,150.00	\$ 867,248.28	

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

In re: KEYFRAME POST, INC.

Case No. _____

Debtor

(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
NONE				
Total >			0.00	

(Report also on Summary of Schedules.)

B6B (Official Form 6B) (12/07)

In re KEYFRAME POST, INC.

Case No. _____

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	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.		BIONIC SOUND CHECKING ACCOUNT ACCT NO. 7678 BANCO POPULAR BANCO POPULAR 918 SENECA AVENUE RIDGEWOOD, NY 11385 NOTE THAT BIONIC SOUND IS AN INACTIVE ENTITY THAT IS WHOLLY OWNED BY THE DEBTOR		0.00
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.		KEYFRAME POST CHECKING ACCOUNT ACCT NO 7190 CHASE BANK 1411 BROADWAY NEW YORK, NY 10018 BALANCE AS OF 5/21/2012		0.00
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.		KEYFRAME POST CHECKING ACCOUNT ACCT NO. 7694 BANCO POPULAR 918 SENECA AVENUE RIDGEWOOD, NY 11385		0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		SECURITY DEPOSIT HELD BY LANDLORD SEE SCHEDULE G \$90,000		90,000.00
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			

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

In re KEYFRAME POST, INC.

Case No. _____

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, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
8. Firearms and sports, photographic, and other hobby equipment.	X			
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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% MEMBERSHIP INTEREST IN BIONIC MEDIA, LLC		0.00
Stock and interests in incorporated and unincorporated businesses. Itemize.		100% MEMBERSHIP INTEREST IN BIONIC SOUND, LLC BIONIC SOUND, LLC IS AN INACTIVE LIMITED LIABILITY COMPANY		0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
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			

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

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(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
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.		PLEASE SEE ATTACHED SPREADSHEET FOR A LIST OF EQUIPMENT, SOFTWARE LICENSES, AND FURNITURE		291,150.00
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			
2 continuation sheets attached			Total >	\$ 381,150.00

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

In re KEYFRAME POST, INC.

Case No. _____

Debtor

(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.	X		PLEASE SEE ATTACHED SPREADSHEET FOR A LIST OF EQUIPMENT, SOFTWARE LICENSES, AND FURNITURE _____ VALUE \$108,450.00			X	380,401.56	271,951.56
ALL POINTS CAPITAL CORP. 265 BROADHOLLOW ROAD MELVILLE, NY 11747								

2 continuation sheets attached

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 380,401.56	\$ 271,951.56
\$	\$

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

In re KEYFRAME POST, INC.

Case No. _____

Debtor

(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.	<input checked="" type="checkbox"/>					<input checked="" type="checkbox"/>	393,896.67	166,116.81
<p>BANCO POPULAR NORTH AMERICA 9600 W. BRYN MAWR AVENUE ROSEMONT, ILLINOIS 60018</p> <p>SAM MUSOVIC VP BUSINESS BANKING BANCO POPULAR 918 SENECA AVENUE RIDGEWOOD, NY 11385</p> <p>BANCO POPULAR P.O. BOX 4601 OAK PARK, IL 60303</p>			<p>KEYFRAME POST CHECKING ACCOUNT</p> <p>ACCT NO 7190</p> <p>CHASE BANK 1411 BROADWAY NEW YORK, NY 10018</p> <p>BALANCE AS OF 5/21/2012 KEYFRAME POST CHECKING ACCOUNT</p> <p>ACCT NO. 7694</p> <p>BANCO POPULAR 918 SENECA AVENUE RIDGEWOOD, NY 11385</p> <p>BALANCE AS OF 5/21/2012 PLEASE SEE ATTACHED SPREADSHEET FOR A LIST OF EQUIPMENT, SOFTWARE LICENSES, AND FURNITURE</p> <p>100% MEMBERSHIP INTEREST IN BIONIC MEDIA, LLC 100% MEMBERSHIP INTEREST IN BIONIC SOUND, LLC</p> <p>BIONIC SOUND, LLC IS AN INACTIVE LIMITED LIABILITY COMPANY BIONIC SOUND CHECKING ACCOUNT</p>					
			Subtotal > (Total of this page)				\$ 774,298.23	\$ 438,068.37
			Total > (Use only on last page)				\$ 774,298.23	\$ 438,068.37

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

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

In re KEYFRAME POST, INC. Debtor Case No. _____ (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
			ACCT NO. 7678 BANCO POPULAR BANCO POPULAR 918 SENECA AVENUE RIDGEWOOD, NY 11385 BALANCE AS OF 5/21/2012 NOTE THAT BIONIC SOUND IS AN INACTIVE ENTITY THAT IS WHOLLY OWNED BY THE DEBTOR _____ VALUE \$227,752.86					
NOTE: CREDITOR HOLDS SIGNIFICANT COLLATERAL IN THE ASSETS OF BIONIC MEDIA, LLC, PLEASE SEE PETITION AND SCHEDULES FOR VALUE AND DESCRIPTION OF COLLATERAL.								
Subtotal > (Total of this page)							\$ 393,896.67	\$ 166,116.81
Total > (Use only on last page)							\$ 774,298.23	\$ 438,068.37

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

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

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

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(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 \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

B6E (Official Form 6E) (4/10) – Cont.

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(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 (See instructions above.)	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. INTERNAL REVENUE SERVICE P.O. BOX 7346 PHILADELPHIA, PA 19114			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. NEW YORK STATE DEPARTMENT OF FINANC BANKRUPTCY/SPECIAL PROCEDURES SECT P.O. BOX 5300 ALBANY, NY 12205-0300			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. NYC DEPARTMENT OF FINANCE ATTN: LEGAL AFFAIRS - DEVORA COHN 345 ADAMS STREET, 3RD FL BROOKLYN, NY 11201			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. NYS UNEMPLOYMENT INSURANCE FUND P.O. BOX 551 ALBANY, NY 12201			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. U.S. SECURITIES AND EXCHANGE COMMIS NEW YORK REGIONAL OFFICE 3 WORLD FINANCIAL CENTER SUITE 400 NEW YORK, NY 10281			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. UNITED STATES ATTORNEY'S OFFICE SOUTHERN DISTRICT OF NEW YORK ATTN: TAX & BANKRUPTCY UNIT 86 CHAMBERS STREET, THIRD FLOOR NEW YORK, NEW YORK 1007			FOR NOTICE PURPOSES ONLY	X	X	X	0.00	0.00	\$0.00

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

Subtotals >
(Totals of this page)

\$	0.00	\$	0.00	\$	0.00
\$	0.00				
		\$	0.00	\$	0.00

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.)

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

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(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. _____ 1375 BROADWAY PROPERTY INVESTORS II LLC P.O. BOX 823579 PHILADELPHIA PA 19182-3579		SECURITY DEPOSIT HELD BY LANDLORD SEE SCHEDULE G \$90,000	X		X	42,934.77
ACCOUNT NO. _____ ALL POINTS CAPITAL CORP. 265 BROADHOLLOW ROAD MELVILLE, NY 11747						0.00
ACCOUNT NO. 2125753868000 AT&T-212-575-3868 PO BOX 105107 ATLANTA GA 30348-5107						83.27
ACCOUNT NO. 4339.930009464175 BANK OF AMERICA P.O. BOX 60073 CITY OF INDUSTRY CA 91716-003	X					21,876.28
ACCOUNT NO. 4115072542468643 CAPITAL ONE, FSB-8643 PO BOX 70885 CHARLOTTE NC 28272-0885						2,436.54

1 Continuation sheets attached

Subtotal >	\$	67,330.86
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.)

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

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(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. 501150550 PEERLESS INSURANCE-501150550 PO BOX 2051 KEENE NH 03431-7051	X					2,683.00
ACCOUNT NO. 0112552751 THE HARTFORD-WC PO BOX 660916 DALLAS TX 75266-0916						9,669.60
ACCOUNT NO. _____ TRI-STATE JANITORIAL SERVICES 10 Fiske Place MT. Vernon NY 10550	X					12,921.23
ACCOUNT NO. 2125753868783747 VERIZON WIRELESS PO BOX 408 NEWARK NJ 07101-0489						345.36

1 Continuation sheets attached

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

Subtotal >	\$ 25,619.19
Total >	\$ 92,950.05

(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.)

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

In re: KEYFRAME POST, INC.

Debtor

Case No. _____

(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
1375 BROADWAY PROPERTY INVESTORS II, LLC C/O SAVANNA REAL ESTATE FUND 10 EAST 53RD STREET 37TH FLOOR NEW YORK, NEW YORK 10022	LEASE OF DEBTOR'S PREMISES. LANDLORD HOLDS A \$90,000 SECURITY DEPOSIT
ACCESS MUSIC ELECTRONICS GMBH KOENIGSWALL 16-18 45657 RECKLINGHAUSEN GERMANY	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
ANTARES AUDIO TECHNOLOGIES 231 TECHNOLOGY CIRCLE SCOTTS VALLEY, CA 95066	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
ARTURIO 5776-D LINDEO CYN ROAD #239 WESTLAKE VILLAGE, CA 91362	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
AUDIO EASE VLAMPIJPSTRAAT 57 3534 AR UTRECHT THE NETHERLANDS	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
AUTODESK, INC. 111 MCINNIS PARKWAY SAN RAFAEL, CA 94903	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
AVID CORPORATE 75 NETWORK DRIVE BURLINGTON, MA 01803	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER

B6G (Official Form 6G) (12/07) -Cont.

In re: KEYFRAME POST, INC. Debtor

Case No. _____
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
AVID PRO TOOLS 101 SOUTH FIRST STREET SUITE 200 BURBANK, CA 91502	AUDIO BOOTH - PRO TOOLS - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
BORIS FX 25 THOMSON PLACE BOSTON, MA 02210	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
COREL, INC. 385 RAVENDALE DRIVE MOUNTAIN VIEW, CA 94043	AUDIO BOOTH - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
FETCH SOFTWARES LLC P.O. BOX 72 ETNA, NH 03750	AUDIO BOOTH - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
FOCUSRITE NOVATION INC. 840 APOLLO STREET SUITE 312 EL SEGUNDO, CA 90245	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
FXPANSION FXPANSION USA, INC. 101 COOPER STREET SUITE 221 SANTA CRUZ, CA 95060	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
GENARTS, INC. 955 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER

In re: KEYFRAME POST, INC. Debtor

Case No. _____
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
IK MULTIMEDIA 1153 SAWGRASS CORPORATE PKWY SUNRISE, FL 33323	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
MASSENBERG DESIGN GEORGE MASSENBERG LABS NASHVILLE, TN 37204	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
MAXON COMPUTER INC. 2640 LAVERY COURT SUITE A NEWBURY PARK, CA 91320	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
MCDSP 1300 CRITTENDEN LANE SUITE 401 MOUNTAIN VIEW, CA 94043	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
MEDIAFOUR CORPORATION 1101 5TH STREET WEST DES MOINES, IA 50265	SOFTWARE LICENSE AGREEMENTS FOR MACDRIVE, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
NATIVE INSTRUMENTS NATIVE INSTRUMENTS NORTH AMERICA 6725 SUNSET BLVD 5TH FLOOR LOS ANGELES, CA 90028	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
REASON V4 PROPELLERHEAD SOFTWARE HORNSBRUKSGATAN 23 SE-117 34 STOCKHOLM SWEDEN	AUDIO BOOTH - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
RETROSPECT 7901 STONERIDGE DRIVE SUITE 540 PLEASANTON, CA 94588	AUDIO BOOTH - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER

B6G (Official Form 6G) (12/07) -Cont.

In re: KEYFRAME POST, INC. Debtor Case No. _____ (If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
SMARTSOUND SOFTWARE 8550 BALBOA BLVD SUITE 180 NORTHRIDGE, CA 91325	SOFTWARE LICENSE AGREEMENTS FOR SONICFIRE PRO, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
SONIC SOLUTIONS 101 ROWLAND WAY NOVATO, CA 94945	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
SONY/OXFORD 1 MANOR BARNES CORNBURY PARK FINSTOCK, OXFORDSHIRE, OX7 3DG UNITED KINGDOM	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
SORENSEN MEDIA, INC. 13961 MINUTEMAN DRIVE SUITE 100 DRAPER, UTAH 84020	SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
SOUNDMINER V4 PRO 157 PRINCESS STREET 3RD FLOOR TORONTO, CANADA M5A 4M4 CANADA	AUDIO BOOTH - SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
SPECTRASONICS P.O. BOX 7336 BURBANK, CA 91510	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
TRILLIUM 300 CONCORD ROAD SUITE 200 BILLERICA, MA 01821	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER
WAVES INC. 2800 MERCHANTS DRIVE KNOXVILLE, TN 37912	AUDIO BOOTH - PRO TOOLS PLUG INS SOFTWARE LICENSE AGREEMENTS, PLEASE SEE SPREADSHEET ANNEXED TO SCHEDULE B FOR LIST OF LICENSES INSTALLED ON EACH COMPUTER

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

In re: **KEYFRAME POST, INC.**

Case No. _____

Debtor

(If known)

SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
BIONIC MEDIA, LLC 1375 BROADWAY / 7TH FL NEW YORK, NY 10018	ALL POINTS CAPITAL CORP. 265 BROADHOLLOW ROAD MELVILLE, NY 11747
STEVEN BEAL CARE OF BIONIC MEDIA 1375 BROADWAY / 7TH FL NEW YORK, NY 10018	BANCO POPULAR NORTH AMERICA 9600 W. BRYN MAWR AVENUE ROSEMONT, ILLINOIS 60018
STEVEN BEAL CARE OF BIONIC MEDIA 1375 BROADWAY / 7TH FL NEW YORK, NY	BANK OF AMERICA P.O. BOX 60073 CITY OF INDUSTRY CA 91716-003
BIONIC MEDIA, LLC 1375 BROADWAY 7TH FLOOR NEW YORK, NY 10018	PEERLESS INSURANCE-501150550 PO BOX 2051 KEENE NH 03431-7051
BIONIC MEDIA, LLC 1375 BROADWAY 7TH FLOOR NEW YORK, NEW YORK 10018	TRI-STATE JANITORIAL SERVICES 10 Fiske Place MT. Vernon NY 10550

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

In re KEYFRAME POST, INC.
Debtor

Case No. _____
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **STEVEN BEAL**, the **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 6/15/2012

Signature: s/ STEVEN BEAL

STEVEN BEAL 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.]

**ROBINSON BROG LEINWAND GREENE
GENOVESE & GLUCK P.C.**

875 Third Avenue
New York, New York 10022
Telephone No.: 212-603-6300

A. Mitchell Greene

*Proposed Attorneys for the Debtors and Debtors
in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

BIONIC MEDIA, LLC

Debtor.

-----X

Chapter 11

Case No.: 12

In re:

KEYFRAME POST, INC.

Debtor.

-----X

Chapter 11

Case No.: 12

AFFIRMATION PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2

Steven Beal affirms as follows:

1. I am the President and owner of **Keyframe Post, Inc.** (“Keyframe”), which is the managing member of **Bionic Media, LLC** (“Bionic” together with Keyframe, the “Debtors”).

2. I am fully familiar with the facts set forth herein, and am authorized to make this Affirmation on behalf of the Debtors.

3. The Debtors are a creative boutique offering audio mixing and sound design, video editing, post production, design, graphics and animation services. Their studio is located at 1375 Broadway, 7th Floor, New York, New York (the “Premises”).

4. Bionic provides worldwide creative services to major television networks, advertising agencies and corporate companies. Bionic currently employs thirteen creative professionals.

5. Keyframe is the lessee of the Premises and the owner of the vast majority of the equipment necessary to operate Bionic’s businesses.

6. The Debtors’ Secured Creditors are as set forth on Schedule D annexed to the Debtors’ Voluntary Petition.

7. The names and addresses of the twenty largest unsecured creditors of each of the Debtors, excluding insiders, appears on Schedule “A” to this Affirmation.

8. To the best of my knowledge, the only pending suits by or against the Debtors are:

(a) BIONIC MEDIA, LLC v. ZILO NETWORKS, INC. MCLAREN, CAMPBELL, NEW YORK COUNTY CIVIL COURT, INDEX NO. 001882/2010;

(b) EMPRESS MEDIA INC. v. BIONIC MEDIA, LLC. NEW YORK COUNTY CIVIL COURT, SMALL CLAIMS PART, INDEX NO. 60436/2012; and

(c) FRAME FIFTY FIVE, LLC v. BIONIC MEDIA, LLC. KINGS COUNTY CIVIL COURT, SMALL CLAIMS PART, INDEX NO. 35045/2012

9. The purpose of filing these petitions is to provide for the orderly sale of the Debtors' business as a going concern which will result in a maximization of return to the Debtors' secured creditors, who have undersecured liens on all the Debtors' assets.

10. The estimated amount of payroll due to the Debtors' employees, excluding officers, for a period of thirty days following the filing of the petition is \$0. Since May 1, 2012, the Debtors' 13 employees have agreed to work without pay and are working in a significantly reduced capacity.

11. The Debtors' estimated income and expenses for the next thirty days is: \$25,000 of income and \$44,000 of rent expense and \$3,500 of insurance expense..

12. The Debtors' financial difficulties were caused by, amongst other things, the general economic climate. In the fall and winter of 2011, a competitor poached three main employees of the Debtors. These employees comprised the near entirety of the Debtors' sound mixing and video editing business and commanded a client base that accounted for roughly one-third of the Debtors' revenues. By March 2012, nine more employees left the Debtors, resulting in a significant decline in revenue causing the Debtors to have insufficient funds to pay expenses.

13. The Debtors have made no public offering of their securities and no securities issued by the Debtors are publicly held.

/s/ Steven Beal
Steven Beal

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

In re KEYFRAME POST, INC., Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
ALL POINTS CAPITAL CORP. 265 BROADHOLLOW ROAD MELVILLE, NY 11747			DISPUTED	\$271,951.56 SECURED VALUE: \$108,450.00
BANCO POPULAR NORTH AMERICA 9600 W. BRYN MAWR AVENUE ROSEMONT, ILLINOIS 60018			DISPUTED	\$166,116.81 SECURED VALUE: \$227,752.86
1375 BROADWAY PROPERTY INVESTORS II LLC P.O. BOX 823579 PHILADELPHIA PA 19182-3579			CONTINGENT DISPUTED	\$42,934.77 \$0.00
BANK OF AMERICA P.O. BOX 60073 CITY OF INDUSTRY CA 91716-003				\$21,876.28
TRI-STATE JANITORIAL SERVICES 10 Fiske Place MT. Vernon NY 10550				\$12,921.23
VERIZON WIRELESS PO BOX 408 NEWARK NJ 07101-0489				\$345.36

In re KEYFRAME POST, INC., Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
PEERLESS INSURANCE-501150550 PO BOX 2051 KEENE NH 03431-7051				\$2,683.00
THE HARTFORD-WC PO BOX 660916 DALLAS TX 75266-0916				\$9,669.60
CAPITAL ONE, FSB-8643 PO BOX 70885 CHARLOTTE NC 28272-0885				\$2,436.54
AT&T-212-575-3868 PO BOX 105107 ATLANTA GA 30348-5107				\$83.27

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

I, STEVEN BEAL, PRESIDENT of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 6/15/2012

Signature: s/ STEVEN BEAL

STEVEN BEAL ,PRESIDENT

(Print Name and Title)

B 203
(12/94)

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

In re: KEYFRAME POST, INC.

Debtor

Case No. _____

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>15,045.00</u>
Prior to the filing of this statement I have received	\$	<u>15,045.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of compensation paid to me was:

Debtor Other (specify) **BIONIC MEDIA, LLC**

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) [Other provisions as needed]

PAYMENT INCLUDES CHAPTER 11 FEE

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: 6/15/2012

/s/ A. Mitchell Greene

A. MITCHELL GREENE, Bar No.

ROBINSON BROG LEINWAND GREENE ET AL.

Attorney for Debtor(s)

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

In re: **KEYFRAME POST, INC.**

Case No.

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
STEVEN BEAL C/O BIONIC MEDIA, LLC 1375 BROADWAY 7TH FLOOR NEW YORK, NY 10018	SHARES		100%

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

I, **STEVEN BEAL, 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: 6/15/2012s/ STEVEN BEAL

STEVEN BEAL, PRESIDENT, KEYFRAME POST, INC.
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 **KEYFRAME POST, INC.**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

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

_____ 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
None	

OR,

There are no entities to report.

By: /s/ A. Mitchell Greene

A. MITCHELL GREENE

Signature of Attorney

Counsel for **KEYFRAME POST, INC.**

Bar no.:

Address.: **ROBINSON BROG LEINWAND GREENE ET
AL.
875 THIRD AVENUE
9TH FLOOR
NEW YORK, NY
10022**

Telephone No.: **212-603-6300**

Fax No.:

E-mail address:

B7 (Official Form 7) (4/10)

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

In re: KEYFRAME POST, INC.
Debtor

Case No. _____
(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
0.00	NO REVENUES	

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
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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
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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PROVIDED UPON REQUEST

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

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATIO	STATUS OR DISPOSITION
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SEE 1007 AFFIRMATION

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

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

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

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

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

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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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
ROBINSON BROG LEINWAND GREENE ET AL 875 THIRD AVENUE 9TH FLOOR NEW YORK, NY 10022	5/18/2012, 5/30/2012 AND 6/7/2012 BY BIONIC MEDIA, LLC	15,045.00

10. Other transfers

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

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

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

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

<input checked="" type="checkbox"/> NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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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
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16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within 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
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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
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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
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**MITCHELL HELD
17 CULVER DRIVE
NEW YORK, NY 10956**

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
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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
BIONIC MEDIA, LLC	1375 BROADWAY 7TH FLOOR NEW YORK, NEW YORK 10018
MITCHELL HELD	17 CULVER DRIVE NEW CITY, NY 10956

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
STEVEN BEAL C/O BIONIC MEDIA, LLC 1375 BROADWAY 7TH FLOOR NEW YORK, NEW YORK 10018	PRESIDENT	100%

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
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24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

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

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[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 6/15/2012

Signature s/ STEVEN BEAL

STEVEN BEAL, 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: KEYFRAME POST, INC.
Debtor

Case No. _____
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: 6/15/2012

Signed: s/ STEVEN BEAL
STEVEN BEAL

Signed: /s/ A. Mitchell Greene
A. MITCHELL GREENE

Attorney for Debtor(s)

Bar no.:

ROBINSON BROG LEINWAND GREENE ET AL.

875 THIRD AVENUE

9TH FLOOR

NEW YORK, NY

10022

Telephone No.: **212-603-6300**

Fax No.:

E-mail address:

1375 BROADWAY PROPERTY INVESTORS II
P.O. BOX 823579
PHILADELPHIA
PA 19182-3579

ALL POINTS CAPITAL CORP.
265 BROADHOLLOW ROAD
MELVILLE, NY 11747

AT&T-212-575-3868
PO BOX 105107
ATLANTA
GA 30348-5107

BANCO POPULAR
P.O. BOX 4601
OAK PARK, IL 60303

BANCO POPULAR NORTH AMERICA
9600 W. BRYN MAWR AVENUE
ROSEMONT, ILLINOIS 60018

BANK OF AMERICA
P.O. BOX 60073
CITY OF INDUSTRY
CA 91716-003

BIONIC MEDIA, LLC
1375 BROADWAY
7TH FLOOR
NEW YORK, NY 10018

BIONIC MEDIA, LLC
1375 BROADWAY
7TH FLOOR
NEW YORK, NEW YORK 10018

CAPITAL ONE, FSB-8643
PO BOX 70885
CHARLOTTE
NC 28272-0885

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA, PA 19114

NEW YORK STATE DEPARTMENT OF FINANC
BANKRUPTCY/SPECIAL PROCEDURES SECT
P.O. BOX 5300
ALBANY, NY 12205-0300

NYC DEPARTMENT OF FINANCE
ATTN: LEGAL AFFAIRS - DEVORA COHN
345 ADAMS STREET, 3RD FL
BROOKLYN, NY 11201

NYS UNEMPLOYMENT INSURANCE FUND
P.O. BOX 551
ALBANY, NY 12201

PEERLESS INSURANCE-501150550
PO BOX 2051
KEENE
NH 03431-7051

SAM MUSOVIC
VP BUSINESS BANKING
BANCO POPULAR
918 SENECA AVENUE
RIDGWOOD, NY 11385

BIONIC MEDIA, LLC
1375 BROADWAY / 7TH FL
NEW YORK, NY 10018

STEVEN BEAL
CARE OF BIONIC MEDIA
1375 BROADWAY / 7TH FL
NEW YORK, NY 10018

STEVEN BEAL
CARE OF BIONIC MEDIA
1375 BROADWAY / 7TH FL NEW YORK, NY

THE HARTFORD-WC
PO BOX 660916
DALLAS
TX 75266-0916

TRI-STATE JANITORIAL SERVICES
10 Fiske Place
MT. Vernon
NY 10550

U.S. SECURITIES AND EXCHANGE COMMIS
NEW YORK REGIONAL OFFICE
3 WORLD FINANCIAL CENTER
SUITE 400
NEW YORK, NY 10281

UNITED STATES ATTORNEY'S OFFICE
SOUTHERN DISTRICT OF NEW YORK
ATTN: TAX & BANKRUPTCY UNIT
86 CHAMBERS STREET, THIRD FLOOR
NEW YORK, NEW YORK 1007

VERIZON WIRELESS
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NEWARK
NJ 07101-0489