

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re: KDA Group, Inc.,
Debtor.

Bankruptcy No. 16-21821 GLT
Document No.

**DISCLOSURE STATEMENT
TO ACCOMPANY LIQUIDATING PLAN DATED OCTOBER 17, 2016**

Chapter 11 Small Business (Check box only if debtor has elected to be considered a small business under 11 U.S.C. §1121(e))

Debtor furnishes this disclosure statement to creditors in the above-captioned matter pursuant to Bankruptcy Code §1125 to assist them in evaluating debtor's proposed Chapter 11 plan, a copy of which is attached hereto. Creditors may vote for or against the plan of reorganization. Creditors who wish to vote must complete their ballots and return them to the following address before the deadline noted in the order approving the disclosure statement and fixing time. The Court will schedule a hearing on the plan pursuant to 11 U.S.C. §1129.)

Address for return of ballots:

Donald R. Calaiaro, Esquire
Calaiaro Valencik
428 Forbes Avenue, Suite 900
Pittsburgh, PA 15219-1621
(412) 232-0930

I. Background

- 1. Name of Debtor**
KDA Group, Inc.
- 2. Type of Debtor (individual, partnership, corporation)**
Corporation
- 3. Debtor's Business or Employment**
KDA Group, Inc. was an advertising agency that specialized in converting analog advertisements into digital media.
- 4. Date of Chapter 11 Petition**
June 20, 2016
- 5. Events that Caused the Filing:**
The Debtor had not operated profitably for several years. The Debtor was engaged in litigation with one of its largest creditors and that litigation, combined with a downturn in the economy for print media, the Debtor was

not able to continue operations. The Debtor sold a majority of its accounts to a competitor and had few clients at the time of filing. The Debtor filed a Chapter 11 Bankruptcy to enable it to liquidate its assets in an orderly fashion.

6. Anticipated Future of the Company & Source of this Information and Opinion

The Debtor will be liquidating the assets of the company. The Debtor anticipates funds over the next 36 months from the sale of its clients. The Debtor will also attempt to collect its delinquent accounts receivable to funds the plan.

7. Summarize all Significant Features of the Plan Including When and How Each Class of Creditor Will Be Paid and What, If Any, Liens Will Be Retained By Secured Creditors or Granted to Any Creditor Under the Plan

- A) Class 1, Administrative Claims, will be paid in full on the plan effective date or as the parties agree;
- B) Class 2, Priority Tax Claims, to the extent that there are any tax claims, will be paid their allowed claims in full over 3 years after payment to Class 1;
- C) Class 3, General Unsecured Claims, will be paid all remaining funds after payment of Classes 1 and 2 have been paid in full. The ultimate dividend to the unsecured class will depend on the total number of allowed claims and the results of the liquidation.
- D) Class 4, Executory Contracts, this class are claims from contracts for office space and office equipment. The leases for the office space have been rejected by the Debtor and these claims will be paid under Class 3 of this Plan. The Debtor will reject the leases for the office equipment and those creditors will be paid under class 3 of this plan.
- E) Class 5, Equity Shareholders, the stock of the equity shareholders will be cancelled and they will not receive any distribution on account of their shares of stock unless all prior 3 Classes have been paid their allowed claims, as provided for under the Plan, in full. Nicholas D.E. Barran will be paid a reduced amount for work in arranging the debt collection and the preparation of the final corporate tax returns and while he winds down of the Corporation.

8. Are All Monthly Operating Statements Current and on File with the Clerk of Court? Yes _____ No x If Not, Explain:

9. Does the plan provided for releases of nondebtor parties? Specify which parties and terms of release. No

10. Identify all executory contracts that are to be assumed or assumed and assigned. All leases have been rejected.

- 11. Has a bar date been set? Yes No
(If not, a motion to set the bar date has been filed simultaneously with the filing of this disclosure statement.)
- 12. Has an election under 11 U.S.C. §1121(e) has been filed with the Court to be treated as a small business? Yes No
- 13. Specify property that will be transferred subject to 11 U.S.C. §1146(c).

II. Creditors

A. Secured Claims

SECURED CLAIMS

Creditor	Total Amount Owed	Arrearages	Type of Collateral Priority of Lien (1, 2, 3)	Disputed(D) Liquidated(L) Unliquidated (U)	Will Liens be Retained Under the Plan (Y)or(N)
Extra Space Storage	\$0		Possible lien for storage payments	Disputed	Yes, to the extent they have a lien.
Iron Mountain	\$0		Possible lien for storage payments		Yes, to the extent they have a lien.
Office Resource Inc.	\$0		Possible lien for storage payments		Yes, to the extent they have a lien.
TOTAL	\$0				

B. Priority Claims

PRIORITY CLAIMS

Creditor	Total Amount Owed	Type of Collateral	(D)(L)(U) *
none			

* Disputed (D), Liquidated (L), or Unliquidated (U)

C. Unsecured Claims

- 1. Amount Debtor Scheduled (Disputed and Undisputed) \$ 13,152,958.07
- 2. Amount of Unscheduled Unsecured Claims¹ \$

¹Includes a.) Unsecured claims filed by unscheduled creditors; b.) that

3. Total Claims Scheduled or Filed	\$
	13,152,958.07
4. Amount Debtor Disputes	\$
	4,492,903.36
5. Estimated Allowable Unsecured Claims	\$
	8,660,054.71

D. Other Classes of Creditors

1. Amount Debtor Scheduled (Disputed and Undisputed)	\$
2. Amount of Unscheduled Claims¹	\$
3. Total Claims Scheduled or Filed	\$
4. Amount Debtor Disputes	\$
5. Estimated Allowable Claims	\$

E. Other Classes of Interest Holders

1. Amount Debtor Scheduled (Disputed and Undisputed)	\$
2. Amount of Unscheduled Claims¹	\$
3. Total Claims Scheduled or Filed	\$
4. Amount Debtor Disputes	\$
5. Estimated Allowable Claims	\$

III. Assets

ASSETS

Assets	Value	Basis for Value Priority of Lien	Name of Lien Holder (if any) (Fair Market Value/Book Value)	Amount of Debtor's Equity (Value Minus Liens)
Cash	\$2,214.80	Actual Value	N/A	\$2,214.80
Computer system equipment (See attached list B)	\$9,735.00	Debtor's Opinion	N/A	\$9,735.00
Servers, firewalls, and storage (See attached list B)	\$6,200.00	Debtor's Opinion	N/A	\$6,200.00
Laptops, Desktops, and other office equipment (See attached list B)	\$6,750.00	Debtor's Opinion	N/A	\$6,750.00
Accounts Receivable See Attached List A1-4	\$314,471.94	Actual Value	N/A	\$314,471.94
Note from Joy From Within,	\$0.00	Debtor's	N/A	\$0.00

portion of any unsecured claim filed by a scheduled creditor that exceeds the amount debtor scheduled; and c.) any unsecured portion of any secured debt not previously scheduled.

² Joy From Within, LLC used this note to purchase a corporation. Joy From Within, LLC believes that it was defrauded in that sale and is pursuing legal action against the seller. If Joy From Within, LLC does not recover from

LLC2		Opinion		
Purchase Agreement with YPM, Inc.	\$280,000.00	Debtor's Opinion	N/A	\$280,000.00
	\$619,371.74			\$619,371.74

1. Are any assets which appear on Schedule A or B of the bankruptcy petition not listed above? No
If so, identify asset and explain why asset is not in estate:
2. Are any assets listed above claimed as exempt? If so attach a copy of Schedule C and any amendments. Not Applicable- The Corporate Debtor is not entitled to exemptions.

IV. SUMMARY OF PLAN

1. Effective Date of Plan: February 2017
2. Will cramdown be sought? X Yes No
If yes, state bar date: The Debtor will seek a cramdown hearing at the hearing on the confirmation of this Plan, if necessary.

3. Treatment of Secured Non-Tax Claims
SECURED NON-TAX CLAIMS

Name of Creditor	Class	Amount Owed	Summary of Proposed Treatment
NONE			

4. Treatment of Secured Tax Claims

SECURED TAX CLAIMS

Name of Creditor	Class	Amount Owed	Summary of Proposed Treatment
NONE			

5. Treatment of Administrative Non-Tax Claims²
ADMINISTRATIVE NON-TAX CLAIMS

Name of Creditor *	Amount Owed	Type of Debt **	Summary of Proposed Treatment and Date of First Payment
Calaiaro Valencik	\$20,000.00 – Estimated	Attorney for Debtor Fees	To be paid in full on the Plan Effective Date or as parties agree.
United States Trustee		Court Costs	To be paid in full on the Plan Effective Date.

*** Identify and Use Separate Line for Each Professional and Estimated Amount of Payment**

the seller, there will be no funds available for the Debtor.

²Include all §503(b) administrative claims.

**** Type of Debt (P=Professional, TD=Trade, TX=Taxe)s)**

**6. Treatment of Administrative Tax Claims
ADMINISTRATIVE TAX CLAIMS**

Name of Creditor *	Amount Owed	Type of Debt **	Summary of Proposed Treatment and Date of First Payment
NONE			

**7. Treatment of Priority Non-Tax:
PRIORITY NON-TAX CLAIMS**

Name of Creditor	Class	Amount Owed	Summary of Proposed Treatment
NONE			

8. Treatment of Priority Tax Claims³:

Name of Creditor	Class	Amount Owed	Date of Assessment	Summary of Proposed Treatment
Department of the Treasury- The Internal Revenue Service		\$10,199.53		The Allowed claims, after tax returns are filed and liabilities are determined, will be paid the principal and interest. Any penalties will be paid in class 3.
Franchise Tax Board		\$821.92		The Allowed claims, after tax returns are filed and liabilities are determined, will be paid the principal and interest. Any penalties will be paid in class 3.
Total		\$11,021.45		

**9. Treatment of General Unsecured Non-Tax Claims:
GENERAL UNSECURED NON-TAX CLAIMS**

Creditor	Class	Total Amount Owed	Percent of Dividend
Action Pages	3	\$84.24	9.6%
ADS Parish Red Books	3	\$7,281.93	9.6%
AJ Media Services, LLC DAB Best	3	\$2,503.41	9.6%
Alabama Publishing Group	3	\$7,413.97	9.6%
Anuncios En Directorios S.A. de PMB 192	3	\$4,463.44	9.6%
Argiv Media	3	\$9,877.96	9.6%
Associated Publishing Company Inc.	3	\$20,256.28	9.6%
ATD-Austin	3	\$11,091.32	9.6%
AXESA Servicios DE Infomacion, S.	3	\$6,048.60	9.6%
Best Read Phonebooks	3	\$919.87	9.6%
Carr Directory	3	\$814.40	9.6%

³Include dates when any §507(a) (7) taxes were assessed.

Central California Directories	3	\$412.20	9.6%
Chinese Yellow Pages	3	\$259.20	9.6%
Citywide Directories LLC	3	\$401.25	9.6%
Classified Directories	3	\$1,631.76	9.6%
Colorlyne Directories	3	\$5,573.28	9.6%
Community Yellow Pages	3	\$687.96	9.6%
Comporium Publishing	3	\$24,969.22	9.6%
Consolidated Communications Inc.	3	\$15,798.12	9.6%
Data Publishing	3	\$46,576.32	9.6%
DEX	3	\$177,978.15	9.6%
DEX	3	\$551,122.74	9.6%
DEX	3	\$776,153.26	9.6%
DEX	3	\$176,256.37	9.6%
DEX	3	\$30,097.73	9.6%
DEX	3	\$11,156.92	9.6%
Dex Media	3	\$586,477.64	9.6%
Dex Media	3	\$509,257.33	9.6%
Dex Media	3	\$392,543.23	9.6%
Dex Media	3	\$49,587.27	9.6%
Dex Media	3	\$490,950.73	9.6%
Dex Media	3	\$125,522.71	9.6%
DEX Media East, Inc.	3	\$854,429.51	9.6%
DEX Media West, Inc.	3	\$727,934.75	9.6%
Directory Plus	3	\$10,899.31	9.6%
Directory Publishing Solutions	3	\$45,659.44	9.6%
DMI	3	\$8,408.07	9.6%
Downey Publishing	3	\$20,049.90	9.6%
Eagle Publications, Inc.	3	\$29,167.00	9.6%
Everyday Yellow Pages	3	\$110.25	9.6%
Front Door Direct	3	\$2,377.50	9.6%
Geneseo Communications, Inc.	3	\$2,291.49	9.6%
Gold Leaf Directories	3	\$1,061.49	9.6%
Hagadone Directories	3	\$16,404.00	9.6%
Haines Publishing Inc.	3	\$15,495.12	9.6%
Hanson Directory Services, Inc.	3	\$88,865.55	9.6%
Hertz Gateway	3	\$112,450.00	9.6%
HIBU Inc.	3	\$1,627,150.15	9.6%
Home Town Directories, Inc.	3	\$312.13	9.6%
Impact Directories DBA Arrow Rock	3	\$9,818.94	9.6%
Impact Directories Inc.	3	\$13,427.75	9.6%
Lakeview Publishing	3	\$3,601.26	9.6%
Local Book Publishing Inc.	3	\$7,730.25	9.6%
Local Edge	3	\$21,515.34	9.6%
Metropolitan Publishing	3	\$1,060.80	9.6%
Names and Numbers	3	\$39,866.64	9.6%
National Solutions	3	\$79.60	9.6%
National Solutions	3	\$13,766.60	9.6%

National Solutions	3	\$2,505.75	9.6%
National Solutions Inc.	3	\$6,400.80	9.6%
National Solutions Inc.	3	\$3,571.20	9.6%
National Solutions Inc.	3	\$2,947.20	9.6%
National Solutions, Inc 0789	3	\$600.84	9.6%
NE Indiana Phone Books	3	\$1,062.94	9.6%
North West Austin Directories	3	\$938.37	9.6%
Northern Directory Publishing	3	\$14,988.56	9.6%
Nova Directories	3	\$11,078.00	9.6%
Ogden Directories Inc.	3	\$34,378.07	9.6%
Our Community Directory LLC	3	\$2,499.55	9.6%
Pelican Pages LLC	3	\$141.00	9.6%
Peter Salzberg and Associates	3	\$1,045.20	9.6%
Phone Directory Services DBA PDS	3	\$4,472.81	9.6%
Pinnacle Publishing, LLC	3	\$64,453.29	9.6%
Pioneer Directories, Inc.	3	\$6,497.30	9.6%
Pioneer Telephone Association Inc.	3	\$1,159.39	9.6%
Pioneer Telephone Cooperative	3	\$1,511.18	9.6%
Pioneer Telephone Cooperative	3	\$614.52	9.6%
Plant Telecommunications	3	\$992.64	9.6%
Sasktel-Customers Remittance	3	\$6,232.88	9.6%
Southern Directory Publishing	3	\$6,963.64	9.6%
Southwest Directory Publishing	3	\$592.56	9.6%
St. Bernard Telephone Directory	3	\$770.00	9.6%
Statewide Publishing	3	\$7,299.52	9.6%
Summit Media Inc.	3	\$1,429.80	9.6%
Summit Media Solutions, Inc.	3	\$3,473.99	9.6%
Sunshine Pages	3	\$15,902.22	9.6%
Surewest Directories	3	\$6,215.04	9.6%
SWB Group Services	3	\$5,128.53	9.6%
Tarheel Pages Company	3	\$4,611.37	9.6%
Telephone Directory of TX	3	\$3,757.50	9.6%
The Berry Company	3	\$186,183.24	9.6%
The Berry Company	3	\$226,260.85	9.6%
The Berry Company	3	\$16,409.79	9.6%
The Berry Company	3	\$34,922.64	9.6%
The Data Center Inc.	3	\$12,698.01	9.6%
The Gold Pages	3	\$516.80	9.6%
The Local Pages	3	\$4,047.75	9.6%
The Local Pages Inc	3	\$20,544.23	9.6%
User –Friendly Phone Book	3	\$40,447.60	9.6%
U.S. Bank N.A.	3	\$33,095.90	9.6%
Valley Yellow Pages	3	\$56,034.72	9.6%
Vernon Publications, LLC	3	\$945.36	9.6%
Watsfield Telecom	3	\$2,180.00	9.6%
Wells Fargo Financial Leasing, Inc.	3	\$5,023.61	9.6%
Wells Fargo Vendor Financial Services, LLC	3	\$10,691.55	9.6%

Yellow Pages Group – Disputed as to the amount of the claim, the lien priority and validity.	3	\$27,669.31	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$7,029.22	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$28,507.26	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$25,006.33	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$372.44	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$3,549.39	9.6%
Yellow Pages Group– Disputed as to the amount of the claim, the lien priority and validity.	3	\$31,634.12	9.6%
YP– Disputed as to the amount of the claim, the lien priority and validity.	3	\$1,591,464.48	9.6%
YP– Disputed as to the amount of the claim, the lien priority and validity.	3	\$602,349.72	9.6%
YP– Disputed as to the amount of the claim, the lien priority and validity.	3	\$907,174.38	9.6%
YP– Disputed as to the amount of the claim, the lien priority and validity.	3	\$1,176,039.03	9.6%
YP– Disputed as to the amount of the claim, the lien priority and validity.	3	\$92,107.68	9.6%
Ziplocal	3	\$42,867.34	9.6%
Ziplocal	3	\$3,881.39	9.6%
Ziplocal	3	\$2,911.90	9.6%
Ziplocal	3	\$1,837.74	9.6%
Ziplocal	3	\$839.45	9.6%
Ziplocal	3	\$747.99	9.6%
Ziplocal	3	\$657.90	9.6%
Ziplocal	3	\$2,950.19	9.6%
TOTAL		\$13,152,958.07	

10. Treatment of General Unsecured Tax Claims:

GENERAL UNSECURED TAX CLAIMS

Creditor	Class	Total Amount Owed	Percent of Dividend
NONE			

11. Will periodic payments be made to unsecured creditors?

Yes X No _____ First payment to begin April 2017

If so:

Amount of each payment (aggregate to all unsecured claimants)

Estimated date of first payment: April 2017

Time period between payments: Yearly

Estimated date of last payment: March 2020

Contingencies, if any:

State source of funds for planned payments, including funds necessary for

capital replacement, repairs, or improvements:

This plan will be funded by the collection of the accounts receivable and the payment stream from the sale of the Debtor's clients to YPM, Inc. The Debtor anticipates a revenue stream of approximately \$280,000.00, over time, from YPM, Inc. These funds will be used to pay allowed claims.

The Debtor will also attempt to collect delinquent accounts receivable. The outstanding accounts receivable are approximately \$314,471.94. Any amounts recovered from the accounts receivable will be used to pay claims and increase the dividend to creditors.

The Debtor has a Note in the amount of \$250,000.00 to Joy from Within, Inc Joy From Within, LLC. Joy From Within, LLC used this note to purchase a corporation. Joy From Within, LLC believes that it was defrauded in that sale and is pursuing legal action against the seller. If Joy From Within, LLC does not recover from the seller, there will be no funds available for the Debtor. Any funds that are collected from this note will be used to pay claims and increase the dividend to creditors.

Other significant features of the plan:

Calaiaro Valencik will file lawsuits in state court to collect delinquent accounts receivable, if necessary. They will be paid for their collection work under the same hourly rate that was approved in their Motion to Employ Counsel in this case. Their fees will be paid from any proceeds paid to the Disbursing Agent.

Include any other information necessary to explain this plan:

YP has alleged that they have a secured claim in the Debtor's accounts receivable. The Debtor has disputed the amount, validity and priority of their lien. The Debtor does not believe that they have a valid perfected security interest in the Debtor's receivables.

V. Comparison of Plan with Chapter 7 Liquidation

If debtor's proposed plan is not confirmed, the potential alternatives would include proposal of a different plan, dismissal of the case or conversion of the case to Chapter 7. If this case is converted to Chapter 7, a trustee will be appointed to liquidate the debtor's non-exempt assets. In this event, all secured claims and priority claims, including all expenses of administration, must be paid in full before any distribution is made to unsecured claimants.

Total value of Chapter 7 estate (See Section III)	\$619,371.74
1. Less secured claims (See IV-2)	\$

- 2. Less administrative expenses (See IV-3 and include approximate Chapter 7 expenses) \$ 22,000.00
- 3. Less other priority claims (See IV-4) \$ 11,021.45

Total Amount Available for Distribution to Unsecured Creditors \$586,350.29
 Divided by total allowable unsecured claims of (See Section II C) \$8,660,054.71
Percentage of Dividend to Unsecured Creditors: 6.7%

Will the creditors fare better under the plan than they would in a Chapter 7 liquidation? Yes X No _____ Explain:

In a chapter 7 case, the creditors will receive smaller dividend. A significant portion of these claims will be paid over time and litigation may be necessary to collect the funds. In a chapter 7 case, it is unlikely that the full value of these claims will be realized. The income from YPM, Inc. will be paid in increments over time. In a chapter 11, the money will be paid to a disbursing agent over the life of the plan and disbursed to creditors. They will receive more funds over time than if the estate was liquidated immediately and creditors were paid in a lump sum.

VI. Feasibility

Estimated amount to be paid on effective date of plan, including administrative expenses.

Show how this amount was calculated.

\$20,000.00	Administrative Class
\$	Taxes
\$	Unsecured Creditors
\$	UST Fees
<u>\$20,000.00</u>	TOTAL

What assumptions are made to justify the increase in cash available for the funding of the plan? *The Debtor will receive revenue from its contract with YPM starting in December 2016.*

Will funds be available in the full amount for administrative expenses on the effective date of the plan? From what source? If not available, why not and when will payments be made? Some funds will be available on the Plan Effective Date from the contract with YPM. The administrative claimants may agree to receive payment of their claims over time.

Cash on hand \$ (Current) Attach current bank statement
Cash on hand \$ (Estimated amount available on date of confirmation)

If this amount is less than the amount necessary at confirmation, how will debtor make up the shortfall?

VII. Management Salaries

MANAGEMENT SALARIES

Position/Name of Person Holding Position	Salary at Time of Filing	Proposed Salary (Post-Confirmation)
Nick Barran		\$25 per hour to help with collections

VIII. Identify the Effect on Plan Payments and Specify Each of the Following:

1. **What, if any, Litigation is Pending?**
None
2. **What, if any, Litigation is Proposed or Contemplated?**
Any Objections to Claims;

State Court Actions to collect delinquent accounts receivable;

Actions to determine the secured status and priority of Creditors, specifically YP and the Yellow Pages Group;

Any Actions to reject contracts,

IX. Additional Information and Comments

IX. Certification

The undersigned hereby certifies that the information herein is true and correct to the best of my knowledge and belief formed after reasonable inquiry.

Date: OCTOBER 17, 2016

/s/ Donald R. Calaiaro
Donald R. Calaiaro, Esquire
Calaiaro Valencik
428 Forbes Ave, Suite 900
Pittsburgh, PA 15219-2230
[412] 232-0930

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re: KDA Group, Inc.,
Debtor.

Bankruptcy No. 16-21821 GLT
Document No.

**CERTIFICATE OF SERVICE OF DISCLOSURE STATEMENT TO
ACCOMPANY LIQUIDATING PLAN DATED OCTOBER 17, 2016**

I certify under penalty of perjury that I served the above captioned Order on the parties at the addresses specified below or on the attached list on **October 17, 2016**

Service by First Class Mail:

KDA Group, Inc.
Four Gateway Center
444 Liberty Avenue, Suite 1100
Pittsburgh, PA 15222

Service by NEF:

Office of the U.S. Trustee, 1001 Liberty Avenue, Suite #970, Liberty Center, Pittsburgh, PA 15222

The type(s) of service made on the parties (first-class mail, electronic notification, hand delivery, or another type of service) was: **First Class Mail or Electronic Notification.**

If more than one method of service was employed, this certificate of service groups the parties by the type of service. For example, the names and addresses of parties served by electronic notice will be listed under the heading "Service by Electronic Notification," and those served by mail will be listed under the heading "Service by First-Class Mail."

Date: October 17, 2016

/s/ Donald R. Calaiaro
Donald R. Calaiaro, Esquire PA I.D. #27538
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