

UNITED STATES BANKRUPTCY COURT
District of Delaware

<u>In re</u>)	Chapter 11
)	
Pipeline Data, Inc, et al.,)	Case No. 12-13123
)	
Debtors.)	(Jointly Administered)
)	

SCHEDULES OF ASSETS AND LIABILITIES FOR

SecurePay.com, Inc.

Case No: 12-13128

UNITED STATES BANKRUPTCY COURT
District of Delaware

In re: SecurePay.com, Inc.

Case No. 12-13128
 Chapter 11

SUBJECT TO GLOBAL NOTES AND SPECIFIC NOTES TO THESE SCHEDULES

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, C, 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 from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED YES / NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - REAL PROPERTY	YES	1	\$0		
B - PERSONAL PROPERTY	YES	13	\$49,067		
C - PROPERTY CLAIMED AS EXEMPT	NO	0			
D - CREDITORS HOLDING SECURED CLAIMS	YES	4		\$59,880,417	
E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Total of claims on Schedule E)	YES	4		Undetermined	
F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS	YES	7		\$77	
G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YES	3			
H - CODEBTORS	YES	2			
I -CURRENT INCOME OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
Total number of sheets of all Schedules		34			

Total Assets >

\$49,067

Total Liabilities >

\$59,880,494

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

SecurePay.com, Inc.

Case Number: 12-13128

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Introduction

On November 19, 2012 (the "Petition Date"), Aircharge, Inc, Cardaccept.com, Inc, PayPipe Inc, Northern Merchant Services, Inc., Pipeline Data Portfolio Acq, Inc, Pipeline Data Processing, Inc, Pipeline Data, Inc, Paynet Systems, Inc, PayPassage, Inc, SecurePay.com, Inc., and Valadata, Inc (collectively, "Pipeline" or "Debtors"), filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pipeline continues to operate its business and manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On the date hereof, Pipeline, with the assistance of its management and advisors, filed the Schedules of Assets and Liabilities (collectively, "Schedules") and the Statement of Financial Affairs (collectively, "Statements," and, together with the Schedules, "Schedules and Statements") pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. Mr. Donald Gruneisen, Chief Accounting Officer, executed the Schedules and Statements in his capacity as an authorized signatory. Mr. Gruneisen has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

In addition, while Pipeline's management has made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible based on the information that was available at the time of preparation, (i) additional information, or subsequent discovery thereof, may result in material changes to these Schedules and Statements, and (ii) inadvertent errors or omissions may exist. Furthermore, because the Schedules and Statements contain unaudited financial information that is subject to further review and potential adjustment, there can be no assurance that the Schedules and Statements are complete. Accordingly, Pipeline reserves all rights to amend, supplement, or otherwise modify the Schedules and Statements to the extent that it is necessary and appropriate. Pipeline shall not be required, however, to update the Schedules and Statements.

Global Notes and Overview of Methodology

These General Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Schedules and Statements ("Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements. These Global Notes are in addition to the specific notes contained in Pipeline's Schedules and Statements. The fact that certain Global Notes may apply to only particular Schedules or Statements does not exclude the applicability of such Global Note to any or all of Pipeline's remaining Schedules or Statements, as appropriate.

Accounts Receivable

The accounts receivable information included in the Schedules and Statements is as of October 31, 2012 and has been listed net of reserves.

Amendment

Although reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. Accordingly, Pipeline reserves all rights to amend and/or supplement the Schedules and Statements as it deems necessary and appropriate.

Cash Management

The Debtors use a consolidated cash management system through which the Debtors collect substantially all receipts and pay liabilities and expenses.

Causes of Action

Despite reasonable efforts, Pipeline may have inadvertently failed to identify and/or set forth as assets all of its filed or potential causes of action against third parties. Pipeline reserves all rights with respect to any such potential causes of action, and nothing contained in the Global Notes or the Schedules and Statements shall be deemed a waiver of any right to prosecute or defend against any causes of action.

Claims Designations and Claims of Third-Party Related Entities

Although Pipeline has made every effort to classify properly each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to reconcile fully all payments made to certain third parties and their related entities on account of the Debtors' obligations to such entities and their affiliates. Accordingly, any failure of Pipeline to designate a claim identified on the Schedules and Statements as "disputed"; "contingent"; or "unliquidated" does not constitute an admission by Pipeline that such amount is not "disputed"; "contingent"; or "unliquidated." Indeed, Pipeline reserves the right to dispute, or assert offsets or defenses to, any claim reflected on the Schedules or Statements on any grounds whatsoever, including amount, liability, or classification, or to otherwise subsequently designate such claims as "disputed"; "contingent"; or "unliquidated." Identification of a claim on the Schedules and Statements shall not constitute an admission of liability by Pipeline.

Confidentiality

In certain circumstances certain information has been intentionally omitted or revised due to concerns about the confidential or commercially sensitive nature of such information or for privacy of individuals. The revisions or omissions will be limited to only what is necessary the Debtors or third-parties and will provide interested parties with sufficient information.

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SecurePay.com, Inc.

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Employees

The Debtors employed approximately 36 employees as of the Petition Date. The Bankruptcy Court entered "first-day" orders granting authority to the Debtors to pay pre petition employee wages, salaries, severance, benefits or other obligations in the ordinary course of their businesses. Accordingly, the Schedules and Statements do not include claims that the Debtors have paid or resolved pursuant to such "first-day" orders. In addition, the Debtors may take certain actions that lead to employee-related claims. Such potential claims are not included in the Schedules and Statements. Furthermore, the Debtors have omitted from their response to Statement Question 3.b. ordinary course payments made to employees within 90 days of the Petition Date.

Estimates

To close the books and records of the Debtors as of the Petition Date, the Debtors' management was required to make estimates, allocations or assumptions that affect the amounts of assets and liabilities as of November 19, 2012 and reported revenue and expenses for the period ending November 19, 2012.

Excluded Assets and Liabilities

Pipeline has excluded certain assets from the Schedules and Statements, including goodwill, customer relationships, and assets with a net book value of zero. Pipeline has also excluded certain liabilities from the Schedules and Statements, including accrued salaries and employee benefits, tax accruals, noncurrent pension liabilities, letters of credit and other accrued liabilities. The Debtors have also excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected; to the extent such damage claims may at some point arise. Liabilities resulting from non-specific accruals and/or estimates of long-term liabilities that are not payable at this time given that they (i) have not been approved for payment in accordance with SP Newsprint's normal procedures or (ii) have not yet been reported and, therefore, do not represent specific claims as of the Petition Date, have been excluded from the Schedules and Statements. Other de minimis or otherwise immaterial assets and liabilities may also have been excluded.

Financial Reporting

The Debtors are publicly traded companies. The Schedules and Statements identify Pipeline's stand-alone assets and liabilities and were not prepared in accordance with generally accepted accounting principles ("GAAP").

Fiscal Year

Pipeline's fiscal year covers the period January 1 through December 31.

Foreign Currency

All amounts are reflected in U.S. Dollars ("USD").

Guarantees and Other Secondary Liability Claims

Pipeline has used its best efforts to locate and identify guarantee obligations and other secondary liability claims related to each of its executory contracts, unexpired leases, secured financings, debt instruments, and other agreements (collectively, the "Guarantees"). Where such Guarantees have been identified, they have been included in the Schedules.

Insiders

For purposes of the Schedules and Statements, the term "insiders" is defined pursuant to section 101(31) of the Bankruptcy Code as: (i) directors; (ii) officers; (iii) shareholders holding in excess of 5% of the voting shares; and (iv) relatives of directors, officers, or shareholders of Pipeline (to the extent known by Pipeline).

Persons listed as "insiders" have been included for informational purposes only. Pipeline does not take any position with respect to: (i) such person's influence over the control of Pipeline; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether any such individual could successfully argue that he or she is not an "insider" under applicable law, including the Bankruptcy Code or federal securities laws, or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights

Any exclusion of Pipeline's intellectual property shall not be construed as an admission by Pipeline that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction, and Pipeline reserves any and all of its rights with respect to the legal status of any and all of its intellectual property.

Intercompany Claims

Receivables and payables among Pipeline and its affiliates (each an "Intercompany Receivable" or "Intercompany Payable" and collectively, the "Intercompany Claims") are included in the Schedules to the extent they are not duplicative of other listed amounts.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

SecurePay.com, Inc.

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Inventories, Property and Equipment

Inventories referenced in the Schedules and Statements are stated at cost based on a first-in-first-out methodology. Property and equipment referenced in the Schedules and Statements is stated at cost, net of accumulated depreciation. All inventories, as well as all property and equipment, are presented without consideration of any potential liens.

Leases and Contracts

The Debtors have not included in the Schedules and Statements any future obligations on any leases. To the extent that there was an amount due as of the Petition Date, the creditor has been included in Schedule F. Unless otherwise stated, all lease agreements have been included in Schedule G.

The business of the Debtors is complex. While commercially-reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over inclusions may have occurred. In compiling Schedule G, the Debtors categorized contracts by the type for ease of reference only and do not intend such categorization to denote any significance.

The Debtors have attempted to provide complete lists of all agreements that might be considered to be executory contracts. The Debtors are continuing to review their records and may supplement their Schedules and Statements to the extent necessary. The Debtors hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G, or to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired, or been terminated, modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppels certificates, letters, or other documents, instruments, or agreements which may not be listed therein.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Schedule G generally does not include stand-alone equipment purchase orders. Schedule G does not include agreements that the Debtors have entered into with certain of their advisors.

Liabilities

Pipeline allocated liabilities between the prepetition and postpetition periods based on the information available and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, Pipeline's allocation of liabilities between the pre-petition and post-petition periods may change. The liability information, except where otherwise noted, is listed as of the close of business on November 19, 2012. Accordingly, Pipeline reserves all rights to amend, supplement or otherwise modify the Schedules and Statements as necessary and appropriate. In addition, the liabilities listed on the Schedules do not reflect any analysis conducted by Pipeline regarding potential claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, Pipeline reserves any and all of its rights to dispute or challenge the validity of any claims asserted under section 503(b)(9) of the Bankruptcy Code or otherwise. The Debtors shall not, however, be required to update the Schedules and Statements.

Net Book Value of Assets

It would be prohibitively expensive, unduly burdensome, and an inefficient use of resources for the Debtors to obtain current market valuations of all of its assets. Accordingly, unless otherwise indicated, the values for assets contained in the Schedules and Statements are net book values as of October 31, 2012. Consequently, amounts ultimately realized from the disposition of the Debtors' assets may materially vary from the stated net book value. Additionally, because the book values of patents, trademarks, and copyrights may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets that have been fully depreciated or were expensed by the Debtors for accounting purposes do not appear in the Schedules and Statements because they have no net book value. Certain of the Debtors' assets are listed in the Schedules and Statements with undetermined values as of the Petition Date because the net book values of these assets may materially differ from fair market values. Thus, unless otherwise noted, the Schedules and Statements reflect the carrying value of the assets as recorded on Pipeline's books as of October 31, 2012, and are not based upon any estimate of their current market value.

Paid Claims

Pursuant to certain orders entered by the Bankruptcy Court, Pipeline has been authorized to pay certain outstanding prepetition obligations. Accordingly, certain outstanding prepetition liabilities may have been reduced by payments made by the Debtors post-petition.

Recharacterization

Pipeline has made reasonable efforts to characterize, classify, categorize, and/or designate correctly the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of Pipeline's business, Pipeline may have improperly characterized, classified, categorized, or designated certain items. Thus, Pipeline reserves the right to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements as additional information becomes available, including whether contracts listed in the Schedules and Statements were executory as of the Petition Date or remain executory post petition.

**UNITED STATES BANKRUPTCY COURT
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Reservation of Rights

Nothing contained in the Schedules and Statements shall constitute a waiver of Pipeline's rights or an admission with respect to its Chapter 11 case, including with respect to any issues involving substantive consolidation, equitable subordination, defenses, and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws. All rights to object to any claims of any parties and with claims listed on the Schedules are reserved.

Secured Claims

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserves its rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization or structure of any such transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary, do not constitute an admission and are not dispositive for any purpose. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any lien. Nothing in the Global Notes or the Schedules and Statements shall be deemed to be an admission, modification, or interpretation of or relating to such agreements.

Taxes

Schedule E includes claims to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to ongoing audits, and the Debtors are otherwise unable to determine with certainty the amount of some, if not all, of the claims listed on Schedule E. Therefore, the Debtors have listed all such claims as unliquidated, pending final resolution and liquidation of such claims, including for ongoing audits or other outstanding issues. The Debtors reserve their right to assert that any claim listed on Schedule E does not constitute an unsecured priority claim under the Bankruptcy Code.

Totals

All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may differ from the total in the Schedules and Statements.

Undetermined Amounts

The description of an amount as "unknown" or "undetermined" is not intended to reflect the materiality of such amount.

Workers Compensation

Workers' compensation claims generally have been excluded from the Schedules and Statements because the Debtors are performing their obligations as required by law and in accordance with applicable court orders.

UNITED STATES BANKRUPTCY COURT
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SCHEDULE A - REAL PROPERTY

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

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

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

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

Check this box if debtor has no real property to report on this Schedule A.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM

UNITED STATES BANKRUPTCY COURT
District of Delaware

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK 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.		See Attached Schedule B-2	\$14,224
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.	X		
13. Stock and interests in incorporated and unincorporated business. Itemize.		See Attached Schedule B-13	Undetermined
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		See Attached Schedule B-16	\$4,870
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.		See Attached Schedule B-22	Undetermined
23. Licenses, franchises, and other general intangibles. Give particulars.		See Attached Schedule B-23	Undetermined
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.		See Attached Schedule B-24	Undetermined

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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, equipments, and supplies used in business.		See Attached Schedule B-29	\$29,973
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		

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit B-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**

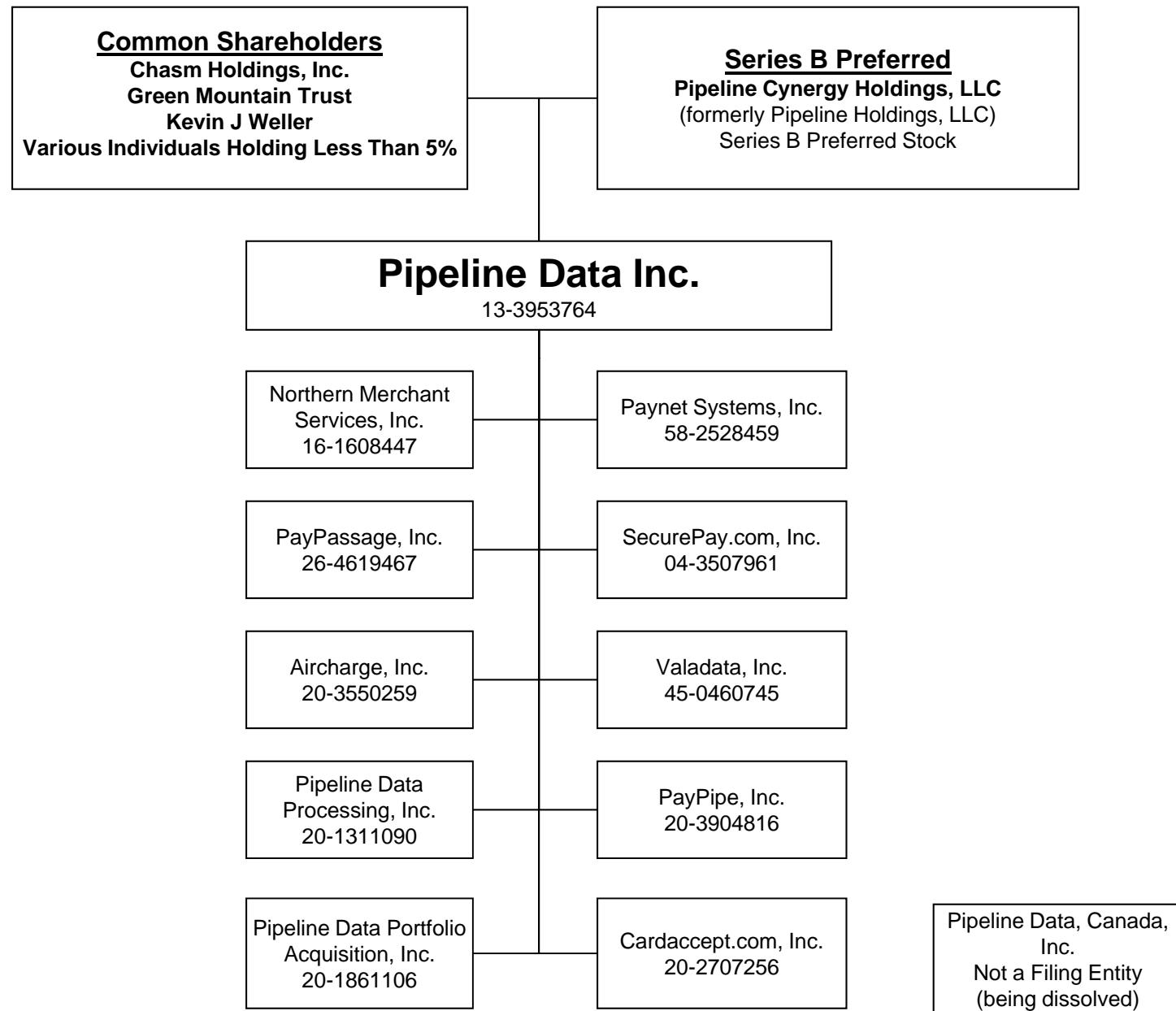
Bank Name	Account Description	Address	Balance
COMERICA BANK	ACH ACCOUNT	500 WOODWARD AVENUE DETROIT, MI 48226	\$5,145
KEYBANK	OPERATING ACCOUNT	200 WASHINGTON ST. WATERTOWN, NY 13601	\$9,079
			\$14,224

Specific Notes

Amounts listed represent beginning bank balances as of the petition date.

The amounts contained in Schedule B that are related to collection, disbursement, concentration and other financial accounts are provided as of November 19, 2012. Zero-balance accounts are reported at zero dollars. Additional details with respect to the Debtors' cash management system and related bank accounts are located in the Order Granting Debtors Motion for an Order Pursuant to 11 U.S.C. Sections 345 & 363©(1) Authorizing: (I) The Continued Use of (A) Cash Management System, (B) Certain Bank Accounts, and (C) Use of Business Forms and Checks with "Debtor-in-Possession" Legend; (II) Banks to Honor Certain Transfers, Charge Certain Fees and Other Amounts, and (III) Continue Use of Existing Investment Guidelines.

Organizational Chart



SecurePay.com, Inc.

Case Number: 12-13128

Exhibit B-16

Accounts receivable

Description	Net Book Value
ACCOUNTS RECEIVABLE	\$4,870
	<u>\$4,870</u>

Exhibit B-22

Patents, copyrights, and other intellectual property

<u>Type</u>	<u>Name or Title</u>
TRADEMARK	AIRCHARGE
TRADEMARK	CARDACCEPT
TRADEMARK	MOBILE SWIPE
TRADEMARK	SECUREPAY

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit B-23****Licenses, franchises, and other general intangibles**

<u>Description</u>	<u>Issuing Agency</u>	<u>Net Book Value</u>
PROPRIETARY SOFTWARE	AIRCHARGE CUSTOM SERVER SOFTWARE	Undetermined
PROPRIETARY SOFTWARE	AIRCHARGE MOBILSWIPE SOFTWARE	Undetermined
PROPRIETARY SOFTWARE	AIRCHARGE PRINTER DRIVERS AND APPLICATIONS	Undetermined
PROPRIETARY SOFTWARE	AIRCHARGE WIRELESS PAYMENTS APPLICATIONS (IPHONE, ANDROID, WINDOWS MOBILE)	Undetermined
PROPRIETARY SOFTWARE	AURORA MERCHANT MANAGEMENT SYSTEM	Undetermined
PROPRIETARY SOFTWARE	AUTO-RESPONDER CRM ADD-ON	Undetermined
LICENSES	BIZNET SOFTWARE	Undetermined
PROPRIETARY SOFTWARE	COGNOS REPORTING TOOL SET	Undetermined
PROPRIETARY SOFTWARE	CRM CUSTOM ADD-ON APPLICATIONS	Undetermined
PROPRIETARY SOFTWARE	CRM CUSTOM LEADS IMPORTER	Undetermined
LICENSES	CRM SERVER	Undetermined
LICENSES	DYNAMICS CRM - ESS USER CAL	Undetermined
LICENSES	DYNAMICS CRM - FULL USE ADDITIVE USER CAL	Undetermined
LICENSES	DYNAMICS CRM - FULL USE ADDITIVE USER CAL	Undetermined
LICENSES	DYNAMICS CRM - LIMITED USE ADDITIVE USER CAL	Undetermined
LICENSES	DYNAMICS CRM - LIMITED USER CAL	Undetermined
LICENSES	DYNAMICS CRM - PROFESSIONAL SERVER	Undetermined
LICENSES	DYNAMICS CRM SERVER	Undetermined
LICENSES	EXCHANGE SERVER – ENTERPRISE	Undetermined
LICENSES	EXCHANGE SERVER STANDARD CAL - USER CAL	Undetermined
LICENSES	FAS FIXED ASSET LISTING SOFTWARE	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit B-23****Licenses, franchises, and other general intangibles**

<u>Description</u>	<u>Issuing Agency</u>	<u>Net Book Value</u>
LICENSES	FOREFRONT PROTECTION FOR EXCHANGE SERVER - PER USER	Undetermined
LICENSES	FOREFRONT PROTECTION SUITE - PER USER	Undetermined
LICENSES	FRX REPORT WRITER (1)	Undetermined
LICENSES	HYPERCOM HPS ADDITIONAL PAYMENT PROCESSOR	Undetermined
LICENSES	HYPERCOM HPS RECURRING BILLING MODULE	Undetermined
LICENSES	HYPERCOM HPS SERVER ENTERPRISE EDITION 64-BIT	Undetermined
LICENSES	HYPERCOM HPS SHOPPING CART INTERFACE MODULE	Undetermined
LICENSES	HYPERCOM HPS SMARTPAYMENTS CLIENT	Undetermined
LICENSES	HYPERCOM HPS SMARTPAYMENTS RMS PLUG-IN	Undetermined
LICENSES	HYPERCOM HPS TPI SOFTWARE SDK	Undetermined
LICENSES	HYPERCOM HPS UNLIMITED MERCHANTS	Undetermined
LICENSES	HYPERCOM SPARTPAYMENTS QUICKBOOKS PLUG-IN	Undetermined
LICENSES	ISUPPORT	Undetermined
LICENSES	JOB SERVER, FLEX PORT	Undetermined
LICENSES	MICROSOFT CRM 3.0	Undetermined
LICENSES	MICROSOFT DYNAMICS CRM ENTERPRISE SERVER LICENSE W/ 20 USER LICENSES	Undetermined
LICENSES	MICROSOFT FOREFRONT	Undetermined
LICENSES	MICROSOFT SHAREPOINT SERVER LICENSE	Undetermined
PROPRIETARY SOFTWARE	NMSI CORRESPONDENT BANKING SOFTWARE AND PORTALS	Undetermined
LICENSES	OFFICE STANDARD	Undetermined
PROPRIETARY SOFTWARE	PIMS CUSTOM FDC EXPORT FILE MANAGER	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit B-23****Licenses, franchises, and other general intangibles**

<u>Description</u>	<u>Issuing Agency</u>	<u>Net Book Value</u>
PROPRIETARY SOFTWARE	PIPELINE COLLECTIONS MANAGEMENT SYSTEM (PCMS)	Undetermined
PROPRIETARY SOFTWARE	PIPELINE DATA DIGITAL SIGNATURE APPLICATION	Undetermined
PROPRIETARY SOFTWARE	PIPELINE FILES MANAGEMENT SYSTEM (FLEXPORT)	Undetermined
PROPRIETARY SOFTWARE	PIPELINE INFORMATION MANAGEMENT SYSTEM (PIMS)	Undetermined
LICENSES	SAGE MAS 200 ACCOUNTING SOFTWARE(1)	Undetermined
PROPRIETARY SOFTWARE	SECUREPAY DIGITAL SIGNATURE APPLICATION	Undetermined
PROPRIETARY SOFTWARE	SECUREPAY PAYMENT GATEWAY	Undetermined
LICENSES	TERMINAL SERVER	Undetermined
LICENSES	VISIO STANDARD	Undetermined
LICENSES	VISUAL SOURCESAFE	Undetermined
LICENSES	VISUAL STUDIO TEAM SOFTWARE DEVELOPER EDITION	Undetermined
LICENSES	WEB SERVER FOR PIMS	Undetermined
LICENSES	WEB SERVER FOR SECUREPAY	Undetermined
LICENSES	WHAT'S UP GOLD - PREMIUM LICENSE	Undetermined
LICENSES	WINDOWS SERVER – ENTERPRISE	Undetermined
LICENSES	WINDOWS SERVER – STANDARD	Undetermined
LICENSES	WINDOWS SERVER – STANDARD	Undetermined
LICENSES	WINDOWS SERVER – STANDARD	Undetermined
LICENSES	WSUS SERVER	Undetermined

SecurePay.com, Inc.

Case Number: 12-13128

Exhibit B-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

<u>Asset Description</u>	<u>Net Book Value</u>
CUSTOMER LIST	Undetermined
	<u>Undetermined</u>

Specific Notes

Due to the highly sensitive and confidential nature of customer information, individual customer data is not listed.

SecurePay.com, Inc.

Case Number: 12-13128

Exhibit B-29

Machinery, fixtures, equipment, and supplies used in business

<u>Asset Description</u>	<u>Net Book Value</u>
COMPUTER SOFTWARE	\$29,973
	<u>\$29,973</u>

Specific Notes

All fully depreciable fixed assets are excluded from the schedules.

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

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

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

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

UNITED STATES BANKRUPTCY COURT
District of Delaware

SecurePay.com, Inc.

Case Number: 12-13128

SPECIFIC NOTES REGARDING SCHEDULE D

Creditors Holding Secured Claims

Amounts listed herein are as of the Petition Date.

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, priority, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor or intercompany agreement) related to such creditor's claim. In certain instances, the Debtors may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors and no claim set forth on Schedule D of any debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. If the debtor is a guarantor with respect to a scheduled claim of another debtor, the claim will be labeled "Contingent." The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Certain of the Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D. However, the Debtors reserves all of their rights to amend Schedule D in the future to the extent the Debtors determine that any claims associated with such agreements are properly reported on Schedule D. The Debtors reserves all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed in Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction, document, or instrument related to a creditor's claim, including to argue that an agreement listed in Schedule G may be treated as a secured financing agreement, rather than an executory contract or unexpired lease. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract. Some of the Debtors' creditors may have filed mechanic or materialman's liens following the commencement of the Debtors' chapter 11 case. Some liens may, by virtue of section 546(b) of the Bankruptcy Code and applicable law, relate back to the period prior to the Petition Date. Any such liens that have been filed after the Petition Date are not listed on Schedule D.

To the extent that any landlords, real property and personal property lessors, utility companies, or other creditors hold a security deposit from any of the Debtors and to the extent that such deposits constitute secured claims, such deposits are not listed on Schedule D, except as specifically stated herein.

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit D-1****Nature of Lien: Secured Debt**

<u>Creditor's Name and Mailing Address</u>	<u>Description</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim Without Deducting Value Of Collateral</u>	<u>Unsecured Portion, If Any</u>
CAMHZN MASTER LDC 350 MADISON AVENUE NEW YORK, NY 10017	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,117,073	Undetermined
CAMOFI MASTER LDC C/O CENTRECOURT ASSET MANAGEMENT 350 MADISON AVENUE NEW YORK, NY 10017	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$19,862,343	Undetermined
COMVEST PIPELINE CYNERGY HOLDINGS, LLC 30-30 47TH AVENUE, 9TH FLOOR LONG ISLAND CITY, NY 11101	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$17,430,220	Undetermined
HIGHBRIDGE INTERNATIONAL, LLC 9 WEST 57TH STREET 27TH FLOOR NEW YORK, NY 10019	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,350,389	Undetermined
IROQUOIS MASTER FUND LTD 641 LEXINGTON AVENUE 26TH FLOOR NEW YORK, NY 10022	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,080,944	Undetermined
MIDSUMMER INVESTMENT LTD 295 MADISON AVENUE 38TH FLOOR NEW YORK, NY 10017	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$13,270,514	Undetermined
Pipeline CYNERGY HOLDINGS, LLC 30-30 47TH AVENUE, 9TH FLOOR LONG ISLAND CITY, NY 11101	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$639,460	Undetermined
PREMIER RENN US EMERGING GROWTH FUND LIMITED 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$810,708	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit D-1****Nature of Lien: Secured Debt**

<u>Creditor's Name and Mailing Address</u>	<u>Description</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim Without Deducting Value Of Collateral</u>	<u>Unsecured Portion, If Any</u>
RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$810,708	Undetermined
RENAISSANCE US GROWTH INVESTMENT TRUST 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$2,432,124	Undetermined
ROCKMORE INVESTMENT MASTER FUND, LTD 150 EAST 58TH STREET 28TH FLOOR NEW YORK, NY 10155	NOTE PAYABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,075,934	Undetermined
			<u><u>\$59,880,417</u></u>	<u><u>Undetermined</u></u>

UNITED STATES BANKRUPTCY COURT
District of Delaware

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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)

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. Section 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. Section 507(a)(4).

Contribution 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. Section 507(a)(5).

Certain farmers and fisherman

Claims of certain farmers and fishermen, up to \$5,775 per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 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. Section 507(a)(7).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 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. Section 507(a)(9).

Administrative Expense Claims

Claims for the value of any goods received by the debtor within 20 days before the Petition Date in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

UNITED STATES BANKRUPTCY COURT
District of Delaware

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

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

Check this box if debtor has no unsecured nonpriority claims to report on this Schedule E

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TOTAL AMOUNT OF CLAIMS		
			C	U	D
See Attached Schedule E-1		Tax Creditors Holding Unsecured Priority Claims	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4 total continuation sheets attached

Total

Undetermined

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

SecurePay.com, Inc.

Case Number: 12-13128

SPECIFIC NOTES REGARDING SCHEDULE E

Creditors Holding Unsecured Priority Claims

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and/or the priority status of any claim on any basis at any time.

As noted in the Global Notes, the Bankruptcy Court entered a first day order granting authority to the Debtors to pay certain prepetition employee wage and other obligations in the ordinary course (the "Employee Wage Order"). Pursuant to the Employee Wage Order, the Debtors believe that any priority employee claims for prepetition amounts have been or will be satisfied, and such satisfied amounts are therefore not listed on Schedule E. Only non priority employee claims against the Debtors for prepetition amounts that have not been paid as of the time that the Schedules and Statements were prepared were included.

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit E-1****Consideration For Claim: Tax Creditors Holding Unsecured Priority Claims**

<u>Creditor's Name and Mailing Address</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount Of Claim</u>
COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF REVENUE CHILD SUPPORT ENFORCEMENT DIV PO BOX 55140 BOSTON, MA 02205-5140	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
FLORIDA DEPT. OF REVENUE 5050 W TENNESSEE STREET TALLAHASSEE, FL 32399-0135	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
FLORIDA U. C. FUND FLORIDA DEPARTMENT OF REVENUE 5050 W TENNESSEE ST TALLAHASSEE, FL 32399-0110	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
GEORGIA DEPT OF REVENUE PROCESSING CENTER PO BOX 740317 ATLANTA, GA 30374-0317	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
GEORGIA SECRETARY OF STATE ANNUAL REGISTRATION FILINGS PO BOX 23038 COLUMBUS, GA 31902-3038	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
ILLINOIS DEPT OF REVENUE RETAILERS OCCUPATION TAX SPRINGFIELD, IL 62796-0001	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
LINDEN C WARD 75 PALMER STREET QUINCY, MA 02169	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
MASSACHUSETTS DEPT OF REVENUE ONLINE PAYMENT ONLY	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
N DAKOTA SECRETARY OF STATE ANNUAL REPORT PROCESSING CTR 600 E BOULEVARD AVE., DEPT 108 PO BOX 5513 BISMARCK, ND 58506-5513	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
NYS SALES TAX PROCESSING PO BOX 15168 ALBANY, NY 12212-5168	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit E-1****Consideration For Claim: Tax Creditors Holding Unsecured Priority Claims**

<u>Creditor's Name and Mailing Address</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount Of Claim</u>
STATE OF NEW HAMPSHIRE NH DRA PO BOX 637 CONCORD, NH 03302-0637	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
TREASURER OF VIRGINIA STATE CORP COMM CLERK'S OFFICE PO BOX 7621 MERRIFIELD, VA 22116-7621	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
VERMONT DEPT. OF TAXES 133 STATE STREET MONTPELIER, VT 05633-1401	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
VERMONT SECRETARY OF STATE 26 TERRACE STREET MONTPELIER, VT 05609-1104	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
		<u>Undetermined</u>

Specific Notes

Although specific dates are not included, all claims listed on Schedule E appear to have arisen or to have been incurred prior to the Petition Date.

In addition, all of the claims listed on Schedule E are potential claims owing to various taxing authorities to which the Debtors may be liable. Considering, however, that (i) certain of the tax claims may be subject to ongoing audits and (ii) Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the remaining claims listed on Schedule E, the Debtors have identified all such claims as undetermined in amount pending final resolution of ongoing audits or other outstanding issues.

ADP provides payroll tax processing services to the Debtors. Therefore, all payroll and withholding (FIT, SIT, CIT, FICA) tax liabilities are remitted to ADP for disbursement and are paid in accordance with federal, state, and local tax regulations. The Debtors do not maintain up-to-date listings of primary taxing authorities related to payroll tax liabilities as they are all paid in the ordinary course of business through ADP.

UNITED STATES BANKRUPTCY COURT
District of Delaware

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C U D	TOTAL AMOUNT OF CLAIMS
See Attached Schedule F-1		Accounts Payable - Trade	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$77
See Attached Schedule F-2		Pending Litigation	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

6 total continuation sheets attached

Total

\$77

UNITED STATES BANKRUPTCY COURT
District of Delaware

SecurePay.com, Inc.

Case Number: 12-13128

SPECIFIC NOTES REGARDING SCHEDULE F

Creditors Holding Unsecured Non Priority Claims

Amounts listed herein are as of the Petition Date.

The Debtors have used reasonable efforts to list all general unsecured claims against the Debtors on Schedule F based upon the Debtors' existing books and records. Schedule F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, such amounts are reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

Schedule F does not include certain reserves for potential unliquidated contingencies that historically were carried on the Debtors' books as of the Petition Date; such reserves were for potential liabilities only and do not represent actual liabilities as of the Petition Date.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although commercially reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F contains information regarding potential and pending litigation involving the Debtors. In certain instances, the debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular debtor has been identified, however, such information is contained in the Schedule for that debtor.

Schedule F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule F does not include rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist.

Except in certain limited circumstances, the Debtors have not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule F. Such guaranties are, instead, listed on Schedule G.

The claims of individual creditors for, among other things, goods, services, or taxes listed on the Debtors' books and records may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights in respect of such credits or allowances. The dollar amounts listed may be exclusive of contingent or unliquidated amounts. The Debtors expressly incorporates by reference into Schedule F all employee wage claims listed in Schedule E that are identified as nonpriority, and the Debtors reserve all of their rights to dispute the validity and amount of all such nonpriority general unsecured amounts of any employee wage claim.

The Debtors routinely engaged in intercompany transactions among the Debtors resulting in intercompany accounts payable and accounts receivable. The Debtors have listed the intercompany information for each debtor on Schedule B and Schedule F, as applicable. Summary schedules do not include receivables or payables related to intercompany transactions.

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit F-1****Consideration For Claim: Accounts Payable - Trade**

<u>Creditor's Name and Mailing Address</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim</u>
ACOUSTIC VISION V10082L 901 4TH STREET NW MANDAN, ND 58554	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$15
ACOUSTIC VISION V10082L 901 4TH STREET NW MANDAN, ND 58554	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
EDC PROCESSING SERVICES PO BOX 596 45 DAN RD; SUITE 100 V100103 CANTON, MA 2021	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$30
EDC PROCESSING SERVICES PO BOX 596 45 DAN RD; SUITE 100 V100103 CANTON, MA 2021	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
MIDWEST AUDITING SERVICES, INC 13706 WOOD LANE STE 101 MINNEAPOLIS, MN 55305	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$21
MIDWEST AUDITING SERVICES, INC 13706 WOOD LANE STE 101 MINNEAPOLIS, MN 55305	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined
QUINN RYAN 9320 CHESAPEAKE DRIVE SUITE 212 SAN DIEGO, CA 92123	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$10
QUINN RYAN 9320 CHESAPEAKE DRIVE SUITE 212 SAN DIEGO, CA 92123	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Undetermined

SecurePay.com, Inc.

Case Number: 12-13128

Exhibit F-1

Consideration For Claim: Accounts Payable - Trade

<u>Creditor's Name and Mailing Address</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Amount of Claim</u>
TRANSACTION RESOURCES, INC. RTE 2 1804 BUILDING RICHMOND, VT 5477	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
				<hr/> <hr/> <hr/> \$77

Specific Notes

Amounts for certain creditors have been marked contingent and unliquidated. Prepetition amounts currently outstanding to these parties may be satisfied under the Order Granting Debtors Motion for Authorization to Honor Certain Prepetition Obligations to Customers and to Continue Certain Customer Practices.

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit F-2****Consideration For Claim: Pending Litigation**

<u>Creditor's Name and Mailing Address</u>	<u>Footnote</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim</u>
ANTHONY MARINO C/O JONATHAN W. BIRDT, ESQ. 880 APOLLO ST., STE 155 EL SEGUNDO, CA 90245		<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
BARBARA KLEIN 74 PENNOCK ROAD ASHLAND, MA 01721	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
BETHZY ROSARIO 20 COUNTRY LANE BRIDGEWATER, MA 02324	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
BOB WALLACE 1446 KINGSBURY COURT GURNEE, IL 60031	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
CARA FASCIONE 103 FIELDSTONE LANE ATKINSON, NH 03811	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
CARL FONG 16 JEAN ROAD ARINGTON, MA 02474	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
CAROLYN BERTALINO 449 SHAWSHEEN AVENUE WILMINGTON, MA 01887	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
CHRISTOPHER SWIFT 47 AUDREA ROAD FRAMINGHAM, MA 01701	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
JIM PLAPPERT 8 ANCHORAGE POINT LOUISVILLE, KY 40223	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
KAREN DAVIS 11 KETCH LANE QUINCY, MA 02171	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit F-2****Consideration For Claim: Pending Litigation**

<u>Creditor's Name and Mailing Address</u>	<u>Footnote</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim</u>
KAREN WALLACE 1446 KINGSBURY COURT GURNEE, IL 60031	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
KENT STIRITZ 9 DUDLEY STREET PLACE ARLINGTON, MA 02476	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
MACALLISTER SMITH 46 CLEAR POND ROAD FAMOUTH, MA 02540	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
MICHAEL STORLAZZI 1599 WASHINGTON STREET BRAINTREE, MA 02184	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
NANCY SMITH-WELLER 174-A MAPLE STREET MASSENA, NY 13662	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
PAUL CHIUMENTO 47 TAYLOR ROAD PORTSMOUTH, RI 02871	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
PEARL HOLLOWAY 132 PEABODY DRIVE WARWICK, RI 02889	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
PHIL CHAIT 5 ELM TOP LANE BEVERLY, MA 01915	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
ROBERT AND LINDA WALLACE 7030 BENTLEY DRIVE GURNEE, IL 60031	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
ROBIN AND BILL MAHER 46 PENNOCK ROAD ASHLAND, MA 01721	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
TANYA CROWLEY 97 WESTON ROAD LINCOLN, MA 01773	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined

SecurePay.com, Inc.**Case Number: 12-13128****Exhibit F-2****Consideration For Claim: Pending Litigation**

<u>Creditor's Name and Mailing Address</u>	<u>Footnote</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim</u>
TERRY BUCKLEY 42 BROAD MEADOW ROAD NEEDHAM, MA 02492	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
TIMOTHY KANE 25 BROOKVIEW ROAD MILLIS, MA 02054	1	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
<hr/>			Undetermined

Specific Notes

1. The listed creditors are parties to the pending matter Smith vs. The ComVest Group, et al. See attachment 4a to the Statement of Financial Affairs for matter details.

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.d., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

2 total continuation sheets attached

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

SecurePay.com, Inc.

Case Number: 12-13128

SPECIFIC NOTES REGARDING SCHEDULE G

Unexpired Leases and Executory Contracts

Schedule G contains a listing of the Debtors' existing contracts and leases as of the Petition Date. Given, however, the complexity of the Debtors' business, inadvertent errors, omissions or the over-inclusion of contracts or leases may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability or the executory nature of any contract or other agreement set forth in Schedule G and to amend or supplement Schedule G if necessary.

The contracts, agreements and leases listed on Schedule G may have expired or been modified, amended and/or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments and agreements, which may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. The presence (or omission) of a contract or agreement on Schedule G does not constitute an admission by Pipeline that such contract or agreement is (or is not) an executory contract or unexpired lease.

In the ordinary course of its business, the Debtors may have entered into certain agreements, including confidentiality agreements, non-disclosure agreements, noncompete agreements, access agreements, service agreements and purchase orders, which may be executory contracts but are not included in Schedule G. To the extent that such agreements are executory contracts, the Debtors reserve all of their rights with respect to any of these agreements. In addition, the Debtors generally have not included any insurance policies, the premiums for which have been prepaid, on Schedule G. The Debtors reserves all of their rights to amend Schedule G to include such policies, as appropriate.

SecurePay.com, Inc.

Case Number: 12-13128

Exhibit G-1

Service Agreements

<u>Name</u>	<u>Description</u>	<u>Address</u>	<u>Contract ID</u>
NEUSTAR ULTRA SERVICES	MANAGED SERVICES AGREEMENT	46000 CENTER OAK PLAZA STERLING, VA 20166	42
PRINCETON ECOM CORPORATION	PAYMENT PROCESSING SERVICES AGREEMENT	650 COLLEGE ROAD EAST PRINCETON, NJ 08540	17

TOTAL NUMBER OF CONTRACTS: 2

Specific Notes

Contracts listed may represent amendments or addendums.

UNITED STATES BANKRUPTCY COURT
District of Delaware

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight-year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

AIRCHARGE, INC
1580 S MILWAUKEE AVE SUITE 408
LIBERTYVILLE, IL 60048

CARDACCEPT.COM, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

NORTHERN MERCHANT SERVICES, INC.
3 WEST MAIN STREET
PO BOX 268
BRASHER FALLS, NY 13613-0300

PAYNET SYSTEMS, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

PAYPASSAGE, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

PAYPIPE INC (FORMERLY CHARGE.COM INC)
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

NAME AND ADDRESS OF CODEBTOR

PIPELINE DATA PORTFOLIO ACQ, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

PIPELINE DATA PROCESSING, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

PIPELINE DATA, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

VALADATA, INC
3 WEST MAIN STREET
PO BOX 300
BRASHER FALLS, NY 13613-0300

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the Authorized Signatory of SecurePay.com, Inc., declare under penalty of perjury that I have read the foregoing summary and schedules, and that they are true and correct to the best of my knowledge, information and belief.

Date: December 18, 2012

Signature: /s/ Donald Gruneisen

Donald Gruneisen, Chief Accounting Officer
Name and Title

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

UNITED STATES BANKRUPTCY COURT
District of Delaware

<u>In re</u>)	Chapter 11
)	
Pipeline Data, Inc, et al.,)	Case No. 12-13123
)	
Debtors.)	(Jointly Administered)
)	

STATEMENT OF FINANCIAL AFFAIRS FOR

SecurePay.com, Inc.

Case No: 12-13128

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

SecurePay.com, Inc.

Case Number: 12-13128

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Introduction

On November 19, 2012 (the "Petition Date"), Aircharge, Inc, Cardaccept.com, Inc, PayPipe Inc, Northern Merchant Services, Inc., Pipeline Data Portfolio Acq, Inc, Pipeline Data Processing, Inc, Pipeline Data, Inc, Paynet Systems, Inc, PayPassage, Inc, SecurePay.com, Inc., and Valadata, Inc (collectively, "Pipeline" or "Debtors"), filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pipeline continues to operate its business and manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On the date hereof, Pipeline, with the assistance of its management and advisors, filed the Schedules of Assets and Liabilities (collectively, "Schedules") and the Statement of Financial Affairs (collectively, "Statements," and, together with the Schedules, "Schedules and Statements") pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. Mr. Donald Gruneisen, Chief Accounting Officer, executed the Schedules and Statements in his capacity as an authorized signatory. Mr. Gruneisen has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

In addition, while Pipeline's management has made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible based on the information that was available at the time of preparation, (i) additional information, or subsequent discovery thereof, may result in material changes to these Schedules and Statements, and (ii) inadvertent errors or omissions may exist. Furthermore, because the Schedules and Statements contain unaudited financial information that is subject to further review and potential adjustment, there can be no assurance that the Schedules and Statements are complete. Accordingly, Pipeline reserves all rights to amend, supplement, or otherwise modify the Schedules and Statements to the extent that it is necessary and appropriate. Pipeline shall not be required, however, to update the Schedules and Statements.

Global Notes and Overview of Methodology

These General Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Schedules and Statements ("Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements. These Global Notes are in addition to the specific notes contained in Pipeline's Schedules and Statements. The fact that certain Global Notes may apply to only particular Schedules or Statements does not exclude the applicability of such Global Note to any or all of Pipeline's remaining Schedules or Statements, as appropriate.

Accounts Receivable

The accounts receivable information included in the Schedules and Statements is as of October 31, 2012 and has been listed net of reserves.

Amendment

Although reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. Accordingly, Pipeline reserves all rights to amend and/or supplement the Schedules and Statements as it deems necessary and appropriate.

Cash Management

The Debtors use a consolidated cash management system through which the Debtors collect substantially all receipts and pay liabilities and expenses.

Causes of Action

Despite reasonable efforts, Pipeline may have inadvertently failed to identify and/or set forth as assets all of its filed or potential causes of action against third parties. Pipeline reserves all rights with respect to any such potential causes of action, and nothing contained in the Global Notes or the Schedules and Statements shall be deemed a waiver of any right to prosecute or defend against any causes of action.

Claims Designations and Claims of Third-Party Related Entities

Although Pipeline has made every effort to classify properly each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to reconcile fully all payments made to certain third parties and their related entities on account of the Debtors' obligations to such entities and their affiliates. Accordingly, any failure of Pipeline to designate a claim identified on the Schedules and Statements as "disputed"; "contingent"; or "unliquidated" does not constitute an admission by Pipeline that such amount is not "disputed"; "contingent"; or "unliquidated." Indeed, Pipeline reserves the right to dispute, or assert offsets or defenses to, any claim reflected on the Schedules or Statements on any grounds whatsoever, including amount, liability, or classification, or to otherwise subsequently designate such claims as "disputed"; "contingent"; or "unliquidated." Identification of a claim on the Schedules and Statements shall not constitute an admission of liability by Pipeline.

Confidentiality

In certain circumstances certain information has been intentionally omitted or revised due to concerns about the confidential or commercially sensitive nature of such information or for privacy of individuals. The revisions or omissions will be limited to only what is necessary the Debtors or third-parties and will provide interested parties with sufficient information.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

SecurePay.com, Inc.

Case Number: 12-13128

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Employees

The Debtors employed approximately 36 employees as of the Petition Date. The Bankruptcy Court entered "first-day" orders granting authority to the Debtors to pay pre petition employee wages, salaries, severance, benefits or other obligations in the ordinary course of their businesses. Accordingly, the Schedules and Statements do not include claims that the Debtors have paid or resolved pursuant to such "first-day" orders. In addition, the Debtors may take certain actions that lead to employee-related claims. Such potential claims are not included in the Schedules and Statements. Furthermore, the Debtors have omitted from their response to Statement Question 3.b. ordinary course payments made to employees within 90 days of the Petition Date.

Estimates

To close the books and records of the Debtors as of the Petition Date, the Debtors' management was required to make estimates, allocations or assumptions that affect the amounts of assets and liabilities as of November 19, 2012 and reported revenue and expenses for the period ending November 19, 2012.

Excluded Assets and Liabilities

Pipeline has excluded certain assets from the Schedules and Statements, including goodwill, customer relationships, and assets with a net book value of zero. Pipeline has also excluded certain liabilities from the Schedules and Statements, including accrued salaries and employee benefits, tax accruals, noncurrent pension liabilities, letters of credit and other accrued liabilities. The Debtors have also excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected; to the extent such damage claims may at some point arise. Liabilities resulting from non-specific accruals and/or estimates of long-term liabilities that are not payable at this time given that they (i) have not been approved for payment in accordance with SP Newsprint's normal procedures or (ii) have not yet been reported and, therefore, do not represent specific claims as of the Petition Date, have been excluded from the Schedules and Statements. Other de minimis or otherwise immaterial assets and liabilities may also have been excluded.

Financial Reporting

The Debtors are publicly traded companies. The Schedules and Statements identify Pipeline's stand-alone assets and liabilities and were not prepared in accordance with generally accepted accounting principles ("GAAP").

Fiscal Year

Pipeline's fiscal year covers the period January 1 through December 31.

Foreign Currency

All amounts are reflected in U.S. Dollars ("USD").

Guarantees and Other Secondary Liability Claims

Pipeline has used its best efforts to locate and identify guarantee obligations and other secondary liability claims related to each of its executory contracts, unexpired leases, secured financings, debt instruments, and other agreements (collectively, the "Guarantees"). Where such Guarantees have been identified, they have been included in the Schedules.

Insiders

For purposes of the Schedules and Statements, the term "insiders" is defined pursuant to section 101(31) of the Bankruptcy Code as: (i) directors; (ii) officers; (iii) shareholders holding in excess of 5% of the voting shares; and (iv) relatives of directors, officers, or shareholders of Pipeline (to the extent known by Pipeline).

Persons listed as "insiders" have been included for informational purposes only. Pipeline does not take any position with respect to: (i) such person's influence over the control of Pipeline; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether any such individual could successfully argue that he or she is not an "insider" under applicable law, including the Bankruptcy Code or federal securities laws, or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights

Any exclusion of Pipeline's intellectual property shall not be construed as an admission by Pipeline that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction, and Pipeline reserves any and all of its rights with respect to the legal status of any and all of its intellectual property.

Intercompany Claims

Receivables and payables among Pipeline and its affiliates (each an "Intercompany Receivable" or "Intercompany Payable" and collectively, the "Intercompany Claims") are included in the Schedules to the extent they are not duplicative of other listed amounts.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

SecurePay.com, Inc.

Case Number: 12-13128

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Inventories, Property and Equipment

Inventories referenced in the Schedules and Statements are stated at cost based on a first-in-first-out methodology. Property and equipment referenced in the Schedules and Statements is stated at cost, net of accumulated depreciation. All inventories, as well as all property and equipment, are presented without consideration of any potential liens.

Leases and Contracts

The Debtors have not included in the Schedules and Statements any future obligations on any leases. To the extent that there was an amount due as of the Petition Date, the creditor has been included in Schedule F. Unless otherwise stated, all lease agreements have been included in Schedule G.

The business of the Debtors is complex. While commercially-reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over inclusions may have occurred. In compiling Schedule G, the Debtors categorized contracts by the type for ease of reference only and do not intend such categorization to denote any significance.

The Debtors have attempted to provide complete lists of all agreements that might be considered to be executory contracts. The Debtors are continuing to review their records and may supplement their Schedules and Statements to the extent necessary. The Debtors hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G, or to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired, or been terminated, modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppels certificates, letters, or other documents, instruments, or agreements which may not be listed therein.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Schedule G generally does not include stand-alone equipment purchase orders. Schedule G does not include agreements that the Debtors have entered into with certain of their advisors.

Liabilities

Pipeline allocated liabilities between the prepetition and postpetition periods based on the information available and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, Pipeline's allocation of liabilities between the pre-petition and post-petition periods may change. The liability information, except where otherwise noted, is listed as of the close of business on November 19, 2012. Accordingly, Pipeline reserves all rights to amend, supplement or otherwise modify the Schedules and Statements as necessary and appropriate. In addition, the liabilities listed on the Schedules do not reflect any analysis conducted by Pipeline regarding potential claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, Pipeline reserves any and all of its rights to dispute or challenge the validity of any claims asserted under section 503(b)(9) of the Bankruptcy Code or otherwise. The Debtors shall not, however, be required to update the Schedules and Statements.

Net Book Value of Assets

It would be prohibitively expensive, unduly burdensome, and an inefficient use of resources for the Debtors to obtain current market valuations of all of its assets. Accordingly, unless otherwise indicated, the values for assets contained in the Schedules and Statements are net book values as of October 31, 2012. Consequently, amounts ultimately realized from the disposition of the Debtors' assets may materially vary from the stated net book value. Additionally, because the book values of patents, trademarks, and copyrights may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets that have been fully depreciated or were expensed by the Debtors for accounting purposes do not appear in the Schedules and Statements because they have no net book value. Certain of the Debtors' assets are listed in the Schedules and Statements with undetermined values as of the Petition Date because the net book values of these assets may materially differ from fair market values. Thus, unless otherwise noted, the Schedules and Statements reflect the carrying value of the assets as recorded on Pipeline's books as of October 31, 2012, and are not based upon any estimate of their current market value.

Paid Claims

Pursuant to certain orders entered by the Bankruptcy Court, Pipeline has been authorized to pay certain outstanding prepetition obligations. Accordingly, certain outstanding prepetition liabilities may have been reduced by payments made by the Debtors post-petition.

Recharacterization

Pipeline has made reasonable efforts to characterize, classify, categorize, and/or designate correctly the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of Pipeline's business, Pipeline may have improperly characterized, classified, categorized, or designated certain items. Thus, Pipeline reserves the right to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements as additional information becomes available, including whether contracts listed in the Schedules and Statements were executory as of the Petition Date or remain executory post petition.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

SecurePay.com, Inc.

Case Number: 12-13128

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Reservation of Rights

Nothing contained in the Schedules and Statements shall constitute a waiver of Pipeline's rights or an admission with respect to its Chapter 11 case, including with respect to any issues involving substantive consolidation, equitable subordination, defenses, and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws. All rights to object to any claims of any parties and with claims listed on the Schedules are reserved.

Secured Claims

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserves its rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization or structure of any such transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary, do not constitute an admission and are not dispositive for any purpose. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any lien. Nothing in the Global Notes or the Schedules and Statements shall be deemed to be an admission, modification, or interpretation of or relating to such agreements.

Taxes

Schedule E includes claims to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to ongoing audits, and the Debtors are otherwise unable to determine with certainty the amount of some, if not all, of the claims listed on Schedule E. Therefore, the Debtors have listed all such claims as unliquidated, pending final resolution and liquidation of such claims, including for ongoing audits or other outstanding issues. The Debtors reserve their right to assert that any claim listed on Schedule E does not constitute an unsecured priority claim under the Bankruptcy Code.

Totals

All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may differ from the total in the Schedules and Statements.

Undetermined Amounts

The description of an amount as "unknown" or "undetermined" is not intended to reflect the materiality of such amount.

Workers Compensation

Workers' compensation claims generally have been excluded from the Schedules and Statements because the Debtors are performing their obligations as required by law and in accordance with applicable court orders.

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT District of Delaware

Chapter 11

In re: SecurePay.com, Inc.

Case Number: 12-13128

Debtor.

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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.)

See Attachment 1 to the Statement of Financial Affairs

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, or operation of the debtor's business during the **two year** immediately preceding the commencement of this case. Give particular 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).

See Attachment 2 to the Statement of Financial Affairs

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 if the aggregate value of all property that constitutes or is affected by such transfer is not 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 creditor 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.)

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.)

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.)

See Attachment 3c to the Statement of Financial Affairs for Pipeline Data, Inc.

None

4. Suits, executions, garnishments, and attachments

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.)

See Attachment 4a to the Statement of Financial Affairs

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.)

In the ordinary course of business, the Debtors may be obligated to withhold amounts from the paychecks of certain regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estate and, accordingly, are not responsive to this question. Moreover, out of concern for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishments in response to this question.

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.)

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.)

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.)

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.)

While every reasonable effort has been made to ensure that the gifts listed in response to Question 7 include all gifts made, certain gifts may have inadvertently been omitted from the Schedules and Statements.

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.)

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, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

10. Other transfers

None

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.)

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

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.)

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.)

13. Setoffs

None List all setoffs made by any creditor, including a bank, against debts 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 either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

The Debtors have attempted to provide data on all known set-offs. However, in certain circumstances, a creditor may have engaged in a set-off without the Debtors' knowledge. To the extent this is the case, such setoffs are not included in the Debtors' responses to Statement Question 13.

14. Property held for another person

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

Any property held by the Debtors pursuant to a lease is included in Schedule G and is not listed herein. Additionally, any customer deposits held by Pipeline are listed individually in Schedule F.

15. Prior address of debtor

None If the debtor has moved within the **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.

1515 Hancock St, Quincy, MA 02170 and 5465 W. Grand Ave, Gurnee, IL 60031

16. Spouses and Former Spouses

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 this 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.

17. Environmental Information

For the purposes of this questions, 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
<input checked="" type="checkbox"/> | 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. |
| <hr/> | |
| None
<input checked="" type="checkbox"/> | 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. |
| <hr/> | |
| None
<input checked="" type="checkbox"/> | c. List all judicial or administrative proceedings, including settlements or order, 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. |

18. Nature, location, and names of business

- | | |
|----------------------------------|---|
| None
<input type="checkbox"/> | <i>a. If the debtor is an individual,</i> list the names, addresses and 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, partnership, sole proprietorship, or was a self-employed professional within the six-years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the six-years immediately preceding the commencement of this case |
|----------------------------------|---|

If the debtor is a partnership, list the names, addresses and 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 securities, within the **six-years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses and 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 securities, within the **six-years** immediately preceding the commencement of this case.

See Attachment 18a to the Statement of Financial Affairs

- | | |
|---|---|
| None
<input checked="" type="checkbox"/> | 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. |
|---|---|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

See Attachment 19a to the Statement of Financial Affairs

None

- b. List all firms or individuals who within the **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.

See Attachment 19b to the Statement of Financial Affairs

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.

See Attachment 19c to the Statement of Financial Affairs

None

- d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

See Attachment 19d to the Statement of Financial Affairs

20. Inventories

None

- a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None

- b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

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.
- 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.
-

See Attachment 21b to the Statement of Financial Affairs

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

See Attachment 22b to the Statement of Financial Affairs

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.
-

See Attachment 3c to the Statement of Financial Affairs for Pipeline Data, Inc.

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 the **six-years** immediately preceding the commencement of this case.
-

See Attachment 24 to the Statement of Financial Affairs

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 this case.
-

Income from employment or operation of business

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.

<u>Source</u>	<u>Amount</u>
FISCAL YEAR 2010 GROSS PROFIT	\$64,119
FISCAL YEAR 2011 GROSS PROFIT	\$39,306
FISCAL YEAR-TO-DATE OCT 31, 2012 GROSS PROFIT	\$25,299

Specific Notes

Information provided in response to Statement 1 is for fiscal years ended December 31, 2010, December 31, 2011 and the period of January 1, 2012 through October 31, 2012.

Amounts listed herein represent gross profits.

Income other than from employment or operation of business

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.

<u>Source</u>	<u>Amount</u>
FISCAL YEAR 2010 OTHER INCOME	\$0
FISCAL YEAR 2011 OTHER INCOME	\$2
FISCAL YEAR-TO-DATE SEP 30, 2012 OTHER INCOME	\$0

Specific Notes

Information provided in response to Statement 2 is for fiscal years ended December 31, 2010, December 31, 2011 and the period of January 1, 2012 through October 31, 2012.

Suits and administrative proceedings, executions, garnishments and attachments

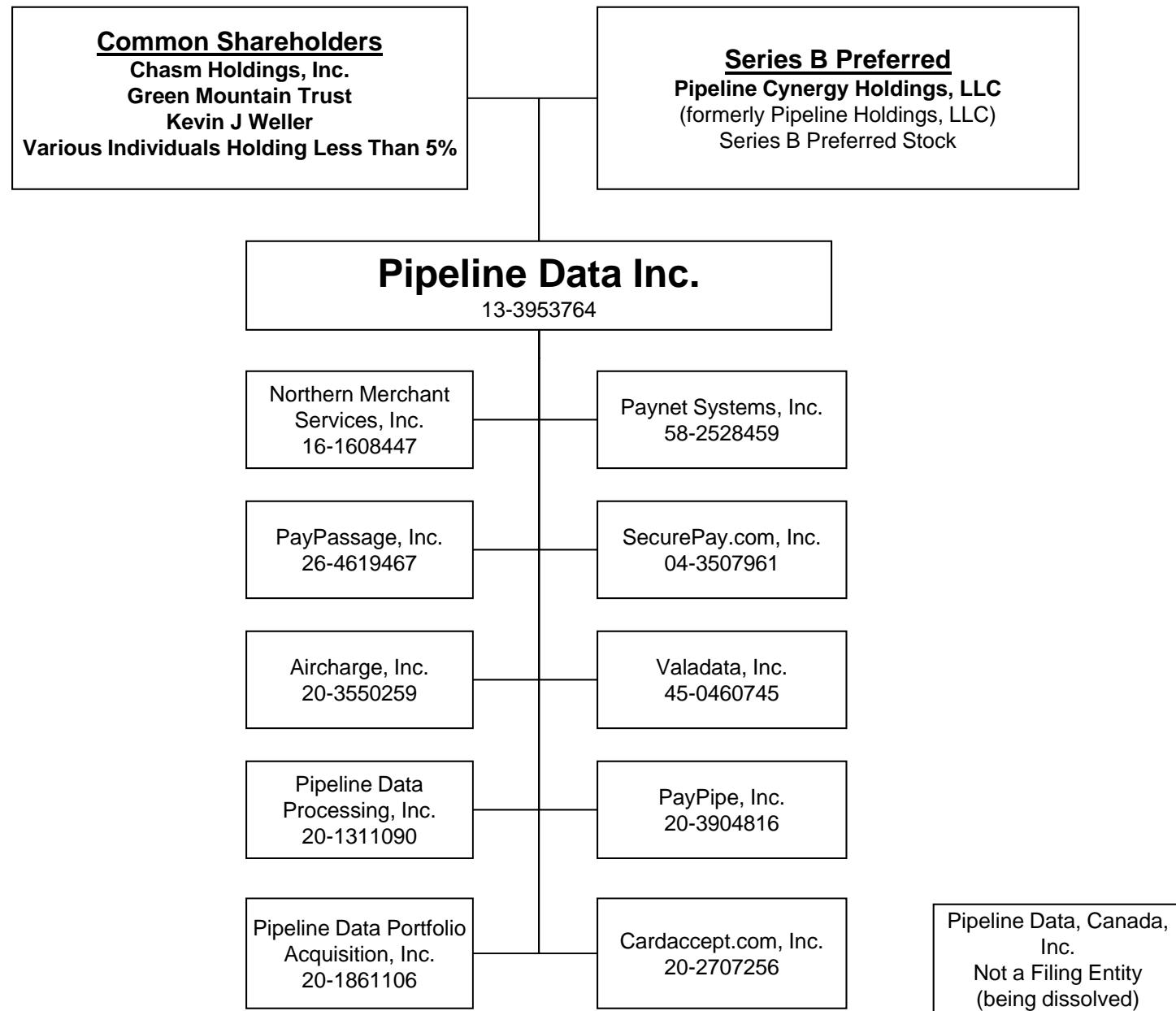
List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case

<u>Caption Of Suit</u>	<u>Nature Of Proceeding</u>	<u>Court Or Agency And Location</u>	<u>Status Or Disposition</u>
ANTHONY MARINO VS. PIPELINE DATA, INC., CYNERGY DATA LLC, PIPELINE CYNERGY HOLDINGS, LLC; COMVEST GROUP HOLDINGS LLC, RANDAL A MCCOY AND DOES 1-100	UNPAID WAGES	LASC - SOUTHWEST DISTRICT	PENDING
SMITH VS. THE COMVEST GROUP, ET AL.	SHAREHOLDER LAWSUIT	CIRCUIT COURT OF THE 15TH JUDICIAL CIRCUIT PALM BEACH COUNTY, NY	PENDING
NET MONEYIN, INC. VS. MELLON FINANCIAL CORP., ET AL	INTELLECTUAL PROPERTY INFRINGEMENT	UNITED STATES DISTRICT COURT OF ARIZONA	PENDING

Specific Notes

The shareholders referenced in Smith vs. The Comvest Group, Et Al. and related parties are listed individually as potential creditors in Schedule F.

Organizational Chart



Books, records and financial statements

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

<u>Name And Address</u>	<u>Dates Services Rendered</u>
BADRA ROUHI 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	PRIOR TO 2010 - PRESENT
DON GRUNEISEN 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	PRIOR TO 2010 - PRESENT
JACQUELINE LEGGUE 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	PRIOR TO 2010 - PRESENT
JAMES ANDERSON 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	PRIOR TO 2010 - DECEMBER 2011

Books, records and financial statements

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

<u>Name</u>	<u>Address</u>	<u>Dates Services Rendered</u>
DANNIBLE & MCKEE, LLP	FINANCIAL PLAZA 221 S. WARREN STREET SYRACUSE, NY 13202	PRIOR TO 2010 - NOVEMBER 2012
DELOITTE & TOUCHE, LLP	PO BOX 7247-6446 PHILADELPHIA, PA 19170	PRIOR TO 2010 - OCTOBER 2011
GRANT THORNTON LLP	175 W. JACKSON BLVD., 20TH FLOOR CHICAGO, IL 60604	OCTOBER 2011 - NOVEMBER 2012

Books, records and financial statements

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.

<u>Name</u>	<u>Address</u>
CYNERGY DATA LLC	30-30 47TH AVENUE, 9TH FLOOR LONG ISLAND CITY, NY 11101
DON GRUNEISEN	4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022
JOHN SWEENEY	105 MAXESS RD, STE 120N MELVILLE, NY 11747
NANCY DISMAN	105 MAXESS RD, STE 120N MELVILLE, NY 11747

Books, records and financial statements

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.

<u>Name And Address</u>	<u>Date Issued</u>
CAMHZN MASTER LDC 350 MADISON AVENUE NEW YORK, NY 10017	AUGUST 24, 2012
CAMOFI MASTER LDC C/O CENTRECOURT ASSET MANAGEMENT 350 MADISON AVENUE NEW YORK, NY 10017	AUGUST 24, 2012
COMVEST PIPELINE CYNERGY HOLDINGS, LLC 30-30 47TH AVENUE, 9TH FLOOR LONG ISLAND CITY, NY 11101	AUGUST 24, 2012
HIGHBRIDGE INTERNATIONAL 9 WEST 57TH STREET 27TH FLOOR NEW YORK, NY 10019	AUGUST 24, 2012
IROQUOIS MASTER FUND 641 LEXINGTON AVENUE 26TH FLOOR NEW YORK, NY 10022	AUGUST 24, 2012
MIDSUMMER INVESTMENT LTD 295 MADISON AVENUE 38TH FLOOR NEW YORK, NY 10017	AUGUST 24, 2012
PIPELINE CYNERGY HOLDINGS, LLC 30-30 47TH AVENUE, 9TH FLOOR LONG ISLAND CITY, NY 11101	AUGUST 24, 2012
RENAISSANCE CAPITAL GROWTH & INCOME FUND 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	AUGUST 24, 2012
RENAISSANCE US GROWTH INVESTMENT TRUST 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	AUGUST 24, 2012
RENN ENTREPRENEURIAL FUND LIMITED 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206	AUGUST 24, 2012
ROCKMORE INVESTMENT MASTER FUND LTD. 150 EAST 58TH STREET 28TH FLOOR NEW YORK, NY 10155	AUGUST 24, 2012

Books, records and financial statements

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.

<u>Name And Address</u>	<u>Date Issued</u>
-------------------------	--------------------

Specific Notes

The Debtor may have provided financial statement information to agent banks in connection with initiating ISO relationships. These parties have not been included in Attachment 19d.

Current Partners, Officers, Directors and Shareholders

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.

<u>Name And Address</u>	<u>Title</u>	<u>Nature of Ownership</u>	<u>Ownership %</u>
DON GRUNEISEN 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	CHIEF ACCOUNTING OFFICER AND TREASURER	NONE	N/A
SHEILA CORVINO 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	CHIEF LEGAL OFFICER	COMMON STOCK	0.27%
MICHAEL FALK 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	DIRECTOR	NONE	N/A
PETE KIGHT 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	DIRECTOR	NONE	N/A
TIM AGNEW 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	DIRECTOR	NONE	N/A
TOM TESMER 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	PRESIDENT	COMMON STOCK	0.37%
CHASM HOLDINGS INC 1515 HANCOCK ST SUITE 301 QUINCY, MA 02169	SHAREHOLDER	COMMON STOCK	12.85%
GREEN MOUNTAIN TRUST TRUST PO BOX 22023 TAMPA, FL 33622	SHAREHOLDER	COMMON STOCK	8.92%
Pipeline Cynergy Holdings, LLC 30-30 47th Avenue 9th Floor Long Island City, NY 11101	SHAREHOLDER	PREFERRED STOCK	See Footnote
KEVIN WELLER 12 West Main Street Brasher Falls, NY 13613	VICE PRESIDENT AND SHAREHOLDER	COMMON STOCK	7.56%

Specific Notes

Pipeline Cynergy Holdings, LLC owns 5 million shares of Series B Preferred stock.

Former partners, officers, directors and shareholders

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

<u>Name And Address</u>	<u>Title</u>	<u>Date Of Termination</u>
RANDAL MCCOY 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	CHIEF EXECUTIVE OFFICER	December 2011
JAMES ANDERSON 4400 NORTH POINT PKWY SUITE 260 ALPHARETTA, GA 30022	CHIEF FINANCIAL OFFICER	November 2012 ¹

Specific Notes

1. James Anderson's position as Chief Financial Officer of the Debtors concluded in December 2011.

Tax Consolidation Group

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

<u>Name Of Parent Corporation</u>	<u>Taxpayer-Identification Number (EIN)</u>
SECUREPAY.COM, INC.	04-3507961

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

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: _____ December 18, 2012 _____

Signature: _____ /s/ Donald Gruneisen _____

Donald Gruneisen, Chief Accounting Officer
Name and Title

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