

<b>FORM B1</b>	<b>United States Bankruptcy Court Southern District of New York</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): HHG Corp.	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Extreme Championship Wrestling; ECW Wrestling	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
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Soc. Sec./Tax I.D. No. (if more than one, state all): 13-3834525	Soc. Sec./Tax I.D. No. (if more than one, state all):
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Street Address of Debtor (No. & Street, City, State & Zip Code): 6 Azalea Court Scarsdale, NY 10583	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
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County of Residence or of the Principal Place of Business: Westchester	County of Residence or of the Principal Place of Business:
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Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
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Location of Principal Assets of Business Debtor (if different from street address above):

**Information Regarding the Debtor (Check the Applicable Boxes)**

**Venue** (Check any applicable box)

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

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

**Type of Debtor** (Check all boxes that apply)

Individual(s)                       Railroad

Corporation                         Stockbroker

Partnership                          Commodity Broker

Other \_\_\_\_\_

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

Chapter 7                             Chapter 11                       Chapter 13

Chapter 9                             Chapter 12

Sec. 304 - Case ancillary to foreign proceeding

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

Consumer/Non-Business             Business

**Filing Fee** (Check one box)

Full Filing Fee attached

Filing Fee to be paid in installments (Applicable to individuals only.)  
Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

**Chapter 11 Small Business** (Check all boxes that apply)

Debtor is a small business as defined in 11 U.S.C. § 101

Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

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

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

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

<b>Voluntary Petition</b> (This page must be completed and filed in every case)	Name of Debtor(s): HHG Corp. <span style="float: right;">FORM B1, Page 2</span>
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<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)
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Location Where Filed: - None -	Case Number:	Date Filed:
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<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)
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Name of Debtor: - None -	Case Number:	Date Filed:
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District:	Relationship:	Judge:
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Signatures	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date	<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X <u>/s/ Paul Heyman</u> Signature of Authorized Individual  <u>Paul Heyman</u> Printed Name of Authorized Individual  <u>President</u> Title of Authorized Individual  <u>April 4, 2001</u> Date

<b>Signature of Attorney</b> X <u>/s/ Jerome Reisman (JR-0933)</u> Signature of Attorney for Debtor(s) <u>Jerome Reisman (JR-0933)</u> Printed Name of Attorney for Debtor(s) <u>Reisman, Peirez &amp; Reisman, L.L.P.</u> Firm Name 1305 Franklin Avenue Garden City, New York 11530  Address <u>(516) 746-7799</u> Telephone Number <u>April 4, 2001</u> Date	<b>Signature of Non-Attorney Petition Preparer</b>  I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number  _____ Address  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:
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<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.
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<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  X _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span>
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_____ Signature of Bankruptcy Petition Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.
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**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS****United States Bankruptcy Court  
Southern District of New York**In re HHG Corp.,  
DebtorCase No. 01-11982Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Annodeus Inc. Attn: James Scoroposki One Acclaim Plaza Glen Cove, NY 11542	Annodeus Inc. Attn: James Scoroposki One Acclaim Plaza Glen Cove, NY 11542	Per agreements	Disputed	1,000,000.00  (0.00 secured.)
World Wrestling Federation Entertainment 1241 East Main Street Stamford, CT 06902	World Wrestling Federation Entertainment 1241 East Main Street Stamford, CT 06902	Work, labor and services and/or goods sold and delivered		587,500.00
Farm Club Online, Inc. Loeb & Loeb, Attn: HA Flegelman Esq. 345 Park Avenue New York, NY 10154	Farm Club Online, Inc. Loeb & Loeb, Attn: HA Flegelman Esq. 345 Park Avenue New York, NY 10154	Per agreement	Disputed	300,000.00  (0.00 secured.)
The Original San Francisco Toymakers 360 Oyster Point Boulevard, Suite 110 South San Francisco, CA 94080	The Original San Francisco Toymakers 360 Oyster Point Boulevard, Suite 110 South San Francisco, CA 94080	Work, labor and services and/or goods sold and delivered		250,000.00
MSG Network, Inc. 2 Pennsylvania Plaza, 18th Fl. New York, NY 10121	MSG Network, Inc. 2 Pennsylvania Plaza, 18th Fl. New York, NY 10121	Work, labor and services and/or goods sold and delivered		244,000.00

In re HHG Corp.,  
Debtor

Case No. 01-11982

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
American Cable Productions, Inc. 41 Monroe Street Pelham Manor, NY 10803	American Cable Productions, Inc. 41 Monroe Street Pelham Manor, NY 10803	Work, labor and services and/or goods sold and delivered		243,000.00
Eugene J. Ciarkowski 850 Bergen Avenue Jersey City, NJ 07306	Eugene J. Ciarkowski 850 Bergen Avenue Jersey City, NJ 07306	Work, labor and services and/or goods sold and delivered		153,000.00
In Demand L.L.C. 345 Hudson Street, 17th Floor New York, NY 10014	In Demand L.L.C. 345 Hudson Street, 17th Floor New York, NY 10014	Work, labor and services and/or goods sold and delivered	Disputed	150,000.00
Robert Szatkowski 3640 South Parker Street San Pedro, CA 90731	Robert Szatkowski 3640 South Parker Street San Pedro, CA 90731	Work, labor and services and/or goods sold and delivered		150,000.00
Hofffinger, Friedland, Dobrish & Stern, 110 East 59th Street New York, NY 10022	Hofffinger, Friedland, Dobrish & Stern, 110 East 59th Street New York, NY 10022	Work, labor and services and/or goods sold and delivered		140,000.00
Eugene R. Boffa, Jr 850 Bergen Avenue Jersey City, NJ 07306	Eugene R. Boffa, Jr 850 Bergen Avenue Jersey City, NJ 07306	Work, labor and services and/or goods sold and delivered		138,000.00

In re HHG Corp.,  
Debtor

Case No. 01-11982

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Advanced Transportation Services, Inc. Pension Trust Inc. 513 Passaic Avenue West Caldwell, NJ 07006	Advanced Transportation Services, Inc. Pension Trust Inc. 513 Passaic Avenue West Caldwell, NJ 07006	Per agreement	Disputed	125,140.00  (0.00 secured.)
Thomas Laughlin 189 Westover Road Stamford, CT 06902	Thomas Laughlin 189 Westover Road Stamford, CT 06902	Work, labor and services and/or goods sold and delivered		100,000.00
Stonecutter Productions, Inc. 201 East 87th Street, Suite 24R New York, NY 10128	Stonecutter Productions, Inc. 201 East 87th Street, Suite 24R New York, NY 10128	Work, labor and services and/or goods sold and delivered		75,000.00
William Byrd William Byrd Productions, Inc 1916 Church Street Nashville, TN 37203	William Byrd William Byrd Productions, Inc 1916 Church Street Nashville, TN 37203	Work, labor and services and/or goods sold and delivered	Disputed	64,000.00
Weigel Broadcasting Co., Inc. 26 North Halsted Street Chicago, IL 60661				60,000.00
Joseph Bonsignore 35 Sleepy Hollow Lane Stamford, CT 06907				50,480.00

In re HHG Corp.,  
Debtor

Case No. 01-11982

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract, etc.)</b>	<b>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</b>	<b>Amount of claim [if secured, also state value of security]</b>
Peter Klamka PTN Media, Inc. 2750 South State Street Ann Arbor, MI 48104				50,000.00
Donohue, Gironda & Doria CPA 310 Broadway Bayonne, NJ 07002				50,000.00
Steven Karel 201 East 87th Street, Suite 24R New York, NY 10128				50,000.00

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

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

Date April 4, 2001

Signature /s/ Paul Heyman  
Paul Heyman  
President

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

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

In re HHG Corp.  
Debtor

Case No. 01-11982

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	1,385,500.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		1,456,595.14	
E - Creditors Holding Unsecured Priority Claims	Yes	3		162,997.57	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	42		7,261,842.46	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
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		55			
		Total Assets	1,385,500.00		
		Total Liabilities		8,881,435.17	

In re HHG Corp.  
Debtor

Case No. 01-11982

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None				

Sub-Total > 0.00 (Total of this page)

Total > 0.00

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property



In re HHG Corp.,  
 Debtor

Case No. 01-11982

### 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 in Schedule C - Property Claimed as Exempt.

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Account No. 6105313800 Bank of New York 2 Journal Square Plaza Jersey City, NJ 07306	-	2,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
			Sub-Total >	2,000.00
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re HHG Corp.,  
Debtor

Case No. 01-11982

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		In Demand Network \$800,000 Acclaim Entertainment Inc. 50,000 Original San Francisco Toymakers 10,000	-	860,000.00
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			

Sub-Total > 860,000.00  
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re HHG Corp.,  
Debtor

Case No. 01-11982

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. 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			
21. Patents, copyrights, and other intellectual property. Give particulars.		Tape video library	-	500,000.00
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.		1998 Ford F800 Truck 6 Azalea Court Scarsdale, New York	-	19,500.00
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.	X			
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.		Merchandise	-	4,000.00
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			

Sub-Total > 523,500.00  
(Total of this page)

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re HHG Corp.,  
Debtor

Case No. 01-11982

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Other personal property of any kind not already listed.	X			

Sub-Total > 0.00  
(Total of this page)  
Total > 1,385,500.00

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached  
to the Schedule of Personal Property

**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 jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. 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 this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

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

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.							
Advanced Transportation Services, Inc. Pension Trust Inc. 513 Passaic Avenue West Caldwell, NJ 07006	-				X		
		as of 3/14/01					
		Per agreement					
		Value \$ 0.00				125,140.00	125,140.00
Account No.							
Annodeus Inc. Attn: James Scoroposki One Acclaim Plaza Glen Cove, NY 11542	-				X		
		as of 3/14/01					
		Per agreement					
		Value \$ 0.00				1,000,000.00	1,000,000.00
Account No.							
Farm Club Online, Inc. Loeb & Loeb, Attn: HA Flegelman Esq. 345 Park Avenue New York, NY 10154	-				X		
		as of 3/14/01					
		Per agreement					
		Value \$ 0.00				300,000.00	300,000.00
Account No.							
Ford Credit PO Box 543099 Omaha, NE 68154	X -						
		as of 3/14/01					
		1998 F800 truck					
		Value \$ 19,500.00				14,455.14	0.00
Subtotal (Total of this page)						1,439,595.14	

1 continuation sheets attached

In re HHG Corp.  
 Debtor

Case No. 01-11982

**SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			as of 3/14/01					
Quantum Corporate Funding, Ltd. 1140 Avenue of Americas, 16th Fl. New York, NY 10036			Per agreement					
			Value \$				17,000.00	17,000.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet 1 of 1 continuation sheets attached to  
 Schedule of Creditors Holding Secured Claims

Subtotal  
 (Total of this page)

17,000.00

Total  
 (Report on Summary of Schedules)

1,456,595.14

98180

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

**In re: HHG Corp.**

**Case No. 01-11982  
Chapter 11**

**RIDER TO SCHEDULE D**

Debtor hereby reserves any and all of its rights to dispute, challenge and/or object to the validity, perfection, enforceability and/or priority of any lien, claim, encumbrance, security instrument or similar instrument that is purported to secure any claim identified on this Schedule D.

Debtor**SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name 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 this 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, 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. § 507(a)(2).

**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 \$4,300\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,300\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

**Deposits by individuals**

Claims of individuals up to \$1,950\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

**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. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

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

**Commitments to Maintain the Capital of an Insured Depository Institution**

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

\*Amounts are subject to adjustment on April 1, 1998, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached



In re HHG Corp.  
Debtor

Case No. 01-11982

**SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. Paul Heyman 6 Azalea Court Scarsdale, NY 10583			as of 3/14/01 Wages				128,000.00	4,300.00
Account No.								
Account No.								
Account No.								
Account No.								

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

128,000.00
------------

**SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Taxes and Certain Other Debts  
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. 13-383425 IRS Office of District Director PO Box 3000, Church St Station New York, NY 10008	-	-	as of 3/14/01 income taxes; FICA; Federal withholding taxes			X	Unknown	Unknown
Account No. Form MT-160 NYS Dept. of Taxation and Finance W.A. Harriman State Campus Albany, NY 12227	-	-	as of 3/14/01 Boxing and Wrestling Exhibition Tax			X	30,000.00	30,000.00
Account No. NYS Tax Commission 90 S. Ridge Street Port Chester, NY 10573	-	-	as of 3/14/01 Tax Warrant			X	997.57	997.57
Account No. State of Connecticut Department of Revenue 25 Sigourney Street Hartford, CT 06106	-	-	as of 3/14/01 Withholding taxes			X	4,000.00	4,000.00
Account No.								

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

34,997.57

Total

162,997.57

(Report on Summary of Schedules)

Debtor

**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 date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	Husband, Wife, Joint, or Community		CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	CODEBTOR	H W J C				
Account No. 110-58-3806  Donna Adamo 172 Humbolt Street East Rutherford, NJ 07073						1,800.00
Account No.  Aerial Theater 520 Texas Avenue Houston, TX 77002						2,822.50
Account No.  Alario Center, Jefferson Parish Attorney Joseph Yenni Building, Suite 701 1221 Elmwood Park Boulevard 1221 Elmwood Park Boulevard Harahan, LA 70123						4,562.50
Account No. 261-31-8802  William Alfonso 9201 N. Mobley Road Odessa, FL 33556						5,000.00
Subtotal (Total of this page)						14,185.00

41 continuation sheets attached

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. America One Television 100 Royal East Lane, Suite 100 Irving, TX 75039	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				10,000.00
Account No. American Cable Productions, Inc. 41 Monroe Street Pelham Manor, NY 10803	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				243,000.00
Account No. American Pop, Inc. 10 River Street Red Bank, NJ 07701	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				3,644.00
Account No. Scott Antol 2927 Noah Drive Acworth, GA 30101	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				Unknown
Account No. Inv. 804787 ASAP Messenger, Inc. 17 Gramercy Place Thornwood, NY 10594	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				126.00
Sheet no. <u>1</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	256,770.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 054 097-3220 001  AT & T PO Box 2971 Omaha, NE 68103-2971	-					128.73
Account No.  AT&T Media c/o NCO Financial Systems, Inc 8825 SW Cascade Blvd Suite 300 Beaverton, OR 97005	-					446.00
Account No. (610) 518-3312  Mike Aulthouse P.O. Box 721 Frazer, PA 19355	-					200.00
Account No.  Gregory Bagarozy 21 Cimarron Road Putnam Valley, NY 10579	-					20,576.93
Account No. 190-42-6449  Debra Beaumont 800 Trenton Road #493 Langhorne, PA 19047	-					2,500.00
Sheet no. <u>2</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	23,851.66

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Betz/Larsen Event Management 104-11th Avenue Windermere, FL 34786	-					14,983.17
Account No. Inv ECW 01-Rev Blockbuster Sony Entertainment Center 1 Harbour Boulevard Camden, NJ 08103	-					6,645.78
Account No. BML Productions, Inc. 10 Johnson Drive Raritan, NJ 08869	-					4,000.00
Account No. BML Stage Lighting, Inc. 10 Johnson Drive Raritan, NJ 08869	-					36,341.63
Account No. Eugene R. Boffa, Jr 850 Bergen Avenue Jersey City, NJ 07306	-					138,000.00
Sheet no. <u>3</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	199,970.58

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		Husband, Wife, Joint, or Community						
Account No. Eugene R. Boffa, Jr 850 Bergen Avenue Jersey City, NJ 07306	-		as of 3/14/01 Work, labor and services and/or goods sold and delivered				30,000.00	
Account No. Boffa, Shaljian, Cammarata & O'Connor, L 850 Bergen Avenue Jersey City, NJ 07306	-		as of 3/14/01 Work, labor and services and/or goods sold and delivered				20,000.00	
Account No. (856) 931-3179 Mark Bonamassa 324 Grant Avenue Mount Ephraim, NJ 08059	-		as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00	
Account No. Joseph Bonsignore 35 Sleepy Hollow Lane Stamford, CT 06907	-		as of 3/14/01 Work, labor and services and/or goods sold and delivered				50,480.00	
Account No. 408-39-5829 Jason Broyles 111 Hylander Drive, Apt #1 Elizabethton, TN 37643	-		as of 3/14/01 Work, labor and services and/or goods sold and delivered				300.00	
Sheet no. <u>4</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	100,880.00

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  Terry Brunk 3910 Aurelius Road Lansing, MI 48910-4813		as of 3/14/01 Work, labor and services and/or goods sold and delivered				0.00
Account No. 142-64-6108  Michael Bucci 910 Raleigh Drive Toms River, NJ 08753		as of 3/14/01 Work, labor and services and/or goods sold and delivered				4,000.00
Account No.  Buckeye Cable Systems c/o Alexander & Hamilton, Inc. 2618 Edenborn Avenue Metairie, LA 70002		as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,275.00
Account No.  William Byrd William Byrd Productions, Inc 1916 Church Street Nashville, TN 37203		as of 3/14/01 Work, labor and services and/or goods sold and delivered			X	64,000.00
Account No.  William Byrd c/o Isham B. Bradley 109 Westpark Drive, Suite 310 Brentwood, TN 37027		as of 3/14/01 Work, labor and services and/or goods sold and delivered			X	Unknown
Sheet no. <u>5</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	69,275.00



In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		Husband, Wife, Joint, or Community					
Account No. Cable One of Sioux City 1119 4th Street, Suite 218 Sioux City, IA 51101		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				600.00
Account No. Cable Rep Advertising PO Drawer 10440 College Station, TX 77842-0470		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				807.98
Account No. Don Callis 807 Waverly Street Winnipeg, MB, Canada R3M3K9		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				12,000.00
Account No. Contr 2840/2958 Charter Media Advertising Sales Department 15 Berkshire Road Sandy Hook, CT 06482		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,240.00
Account No. Chase Manhattan Bank CPB Credit Service Center 200 Jericho Quadrangle, 1st Fl. Jericho, NY 11753		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				29,441.00
<p align="right">Subtotal (Total of this page)</p>							44,088.98

Sheet no. 6 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Chattanooga Publishing Company 400 East 11th Street Chattanooga, TN 37401	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				130.90
Account No. Eugene J. Ciarkowski 850 Bergen Avenue Jersey City, NJ 07306	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				153,000.00
Account No. Eugene J. Ciarkowski 850 Bergen Avenue Jersey City, NJ 07306	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				30,000.00
Account No. (718) 339-2505 Charles Ciccotto 2023 East 35th Street Brooklyn, NY 11234	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. Inv. 25200 WEDG Citadel Communications Corp. 464 Franklin Street Buffalo, NY 14202	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,580.00
Sheet no. <u>7</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	184,910.90

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 15818 (2/2/01) WTOT  Clear Channel Broadcasting, Inc. 5631 Collections Center Drive Chicago, IL 60693	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				2,005.00
Account No. 2873 (1/31/01)  Clear Channel Communications 1541 Alta Drive, 4th Floor Whitehall, PA 18052-5632	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				990.00
Account No. (718) 894-1650  Ed Cleveland 6520 Perry Avenue Maspeth, NY 11378	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				120.00
Account No. (215) 871-3837  Howie Cohen 2801 Conshohocken Avenue, Apt. 206 Philadelphia, PA 19131	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No.  Steve Corino 619 Gravel Pike #3 Collegeville, PA 19426	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				0.00
Sheet no. <u>8</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,315.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. (718) 275-0249  Mark Crescas 98-10 64th Avenue, Apartment 2A Rego Park, NY 11374		as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Account No. 39466 WRWK-FM  Cumulus Broadcasting 3225 Arlington Avenue Toledo, OH 43614		as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,680.00
Account No. ECW 010  Cumulus Broadcasting Regional Accounting Office One Commerce Street, Suite 600 Montgomery, AL 36104		as of 3/14/01 Work, labor and services and/or goods sold and delivered				750.00
Account No.  Michael D'Amico c/o Lipsitz Green & Fahringer, et al. 42 Delaware Avenue, Suite 300 Buffalo, NY 14202-3901		as of 3/14/01 Alleged personal injuries			X	Unknown
Account No. 210-64-1654  Lou D'Angeli 517 Scott Road Gladwyne, PA 19035		as of 3/14/01 Work, labor and services and/or goods sold and delivered				7,000.00
Sheet no. <u>9</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	9,530.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. (609) 587-2520						
Joe Debiec 107 Waverly Place Trenton, NJ 08609	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No.						
Dennison, Scheiner, Schultz & Wakeman 612 Crystal Square 4 1745 Jefferson Davis Highway Arlington, VA 22202	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,020.00
Account No. 111-62-1513						
Michael DePaoli 85 Fawn Lane East S. Setauket, NY 11720	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				21,250.00
Account No. 133-62-1513						
Anthony DeVito 16 Bivona Lane New Windsor, NY 12553	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				500.00
Account No.						
Discount Travel Services 11715 Bricksome Avenue, Suite A3 Baton Rouge, LA 70816	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				11,700.00
Sheet no. <u>10</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	34,670.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Donohue, Gironda & Doria CPA 310 Broadway Bayonne, NJ 07002	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				50,000.00
Account No. 069-58-8749 Joseph Dorgan 1064 Creatwood Circle Smyrna, GA 30080	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				Unknown
Account No. (908) 753-4015 Jeff Durfee 117 Arlington Avenue South Plainfield, NJ 07080	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Account No. Elite Signs, Inc. 2610 Third Avenue Bronx, NY 10454	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				5,953.75
Account No. Entertainment Management Insurance Svcs c/o Miller & Platt, PC 175 Main Street White Plains, NY 10601	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			X	1,480.00
Sheet no. <u>11</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	57,533.75

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Inv. 9832  ESPN Radio 5016 Capitol Avenue Omaha, NE 68132	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				500.00
Account No. (215) 769-6963  Lara Faber 1619 Mt. Vernon Street, Apartment 3F Philadelphia, PA 19130	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				120.00
Account No.  Federal Express Corporation c/o Sacks & Associates 99 Court Street White Plains, NY 10601	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered		X		7,000.00
Account No. (646) 387-3380  Jorge Feliciano 635 E. 158th Street, Apartment 3B Bronx, NY 10456	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. 157-76-3224  John Finegan 58 Wilson Avenue Belmar, NJ 08031	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				Unknown
Sheet no. <u>12</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	7,820.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. (610) 583-4954  Jim Fiore 774 Bennington Road Folcroft, PA 19032	-					120.00
Account No. 198-68-0167  Francine Fournier 1306 Donna Marie Way Bear, DE 19701	-					47,275.00
Account No.  Fox Cable Networks Group Mathew Catusco, Mgr. Credit/Collections 1211 Aveue of the Americas, 31st Floor New York, NY 10036	-					16,000.00
Account No. 202-50-3636  James Fullington 319 Lawrence Road Broomall, PA 19008	-					Unknown
Account No.  Garden State Cable c/o SZABO Associates, Inc. 3355 Lenox Road, N.E., 9th Fl. Atlanta, GA 30326	-					3,218.16
Sheet no. <u>13</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	66,613.16



Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 364-80-7699  Terry Gerin 4128 Pelham C-4 Dearborn Heights, MI 48125	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				50,000.00
Account No.  The Goldsmith Company, Inc. 6922 Hollywood Boulevard, 12th Floor Los Angeles, CA 90028	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				15,000.00
Account No.  Bela Gomes 411 Scott Mobus Place Harrison, NJ 07029	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				2,800.00
Account No. (302) 697-8024  Frank Gronwald 136 Applewood Drive Dover, DE 19901	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Account No. 243-39-0679  Chris Hamrick 585 State Route 37 #1 Blountville, TN 37617	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			X	300.00
Sheet no. <u>14</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	68,200.00

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Richard S. Heyman 6 Azalea Court Scarsdale, NY 10583		-					1,169,384.96	
Account No. Sulamita Heyman 6 Azalea Court Scarsdale, NY 10583		-					176,500.00	
Account No. Sulamita Heyman 6 Azalea Court Scarsdale, NY 10583		-					50,000.00	
Account No. Hofffinger, Friedland, Dobrish & Stern, 110 East 59th Street New York, NY 10022		-					140,000.00	
Account No. 037-48-1515 Matt Hyson 400 New River Road #206 Manville, RI 02838		-					Unknown	
Sheet no. <u>15</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,535,884.96

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  In Demand L.L.C. 345 Hudson Street, 17th Floor New York, NY 10014	-	-				X	150,000.00
Account No.  Francisco Islas 190 Bristol-Oxford Valley Road #145 Langhorne, PA 19047	-	-					5,000.00
Account No.  J-Mar Championship Belts c/o Frederic R. Kass, Esq. 761 South Front Street Columbus, OH 43206	-	-					Unknown
Account No. 718-333-0961  Larry Jamel 86 Bay 29th Street Brooklyn, NY 11214	-	-					200.00
Account No. (215) 361-7715  Evan Janusewski 62 N. Richardson Avenue Lansdale, PA 19446	-	-					100.00
Sheet no. <u>16</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	155,300.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Jefferson University Physician 615 Chestnut Street, 14th Fl. Philadelphia, PA 19106-4495	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				155.00
Account No. Joan Cardullo Trust c/o Roger Rothman, Esq. 145 South 4th Street Bayshore, NY 11706	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,700.00
Account No. 245-43-2239 Will Jones 958 West Memorial Church Road Freemont, NC 27830	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				500.00
Account No. (732) 716-0970 Gary Juliano 243 B. Columbine Whiting, NJ 08759	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. Steven Karel 201 East 87th Street, Suite 24R New York, NY 10128	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				50,000.00
Sheet no. <u>17</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	52,555.00

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. (609) 585-9361  Brian Katz 29 Elmont Road Trenton, NJ 08610			as of 3/14/01 Work, labor and services and/or goods sold and delivered			200.00
Account No.  KAZP Radio 5011 Capitol Avenue Omaha, NE 68132			as of 3/14/01 Work, labor and services and/or goods sold and delivered			500.00
Account No.  Michael Kehner 737 Taylor Drive Folcroft, PA 19032			as of 3/14/01 Work, labor and services and/or goods sold and delivered			Unknown
Account No. 221-52-9381  Patrick Kenney 851 Port Reading Avenue Port Reading, NJ 07064			as of 3/14/01 Work, labor and services and/or goods sold and delivered			9,000.00
Account No.  Dan Kiriakis 24 West 59th Street #B Westmont, IL 60559			as of 3/14/01 Work, labor and services and/or goods sold and delivered			300.00
Sheet no. <u>18</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,000.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Peter Klamka PTN Media, Inc. 2750 South State Street Ann Arbor, MI 48104	-					50,000.00
Account No. 061-74-3630  Matt Knowles 5240 Tucker Road Campbell, NY 14821	-					300.00
Account No.  Dan Kowal KO Promotions, Inc. 3 Oakridge Drive Langhorne, PA 19047	-					17,065.75
Account No.  KSEZ Radio c/o Radioworks, Inc. PO Box 3009 Sioux City, IA 51102	-					1,135.00
Account No.  Erich Kulas c/o Leppo & Leppo, Att: Carl R Leppo Esq 15 South Main Street Randolph, MA 02368	-				X	Unknown
Sheet no. <u>19</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	68,500.75

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		Husband, Wife, Joint, or Community						
Account No. (631) 744-9467  Francis Lane 6 Palm Road Rocky Point, NY 11778		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00	
Account No.  Ronald Lang Atlas Protection 73 Dale Avenue Hempstead, NY 11550		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				14,068.00	
Account No.  Thomas Laughlin 189 Westover Road Stamford, CT 06902		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100,000.00	
Account No. (973) 328-7247  Alan Leatherman 31 Higher Street Wharton, NJ 07885		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00	
Account No.  Lehigh University Stabler Athletic & Convocation Center 124 Goodman Drive Bethlehem, PA 18015-3796		-	as of 3/14/01 Payment under agreement				2,500.00	
Sheet no. <u>20</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	116,868.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. (718) 727-9875  George Leon 188 Daniel Low Terrace Staten Island, NY 10301	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. (718) 712-0221  Mike Leon 144-12 Weller Lane Rosedale, NY 11422	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				400.00
Account No.  John K. Lincoln c/o Lutz, Pawk & McKay; Att: L.P. Lutz 220 South Main Street, Suite 105 Butler, PA 16001	-	as of 3/14/01 Alleged personal injuries			X	Unknown
Account No. 810 04 4870 6 2  LIPA PO Box 9039 Hicksville, NY 11802-9654	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,048.39
Account No. (718) 456-9868  Thomas Lipinski 73-12 72nd Street, 2nd Floor Glendale, NY 11385	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				60.00
					Subtotal (Total of this page)	1,708.39

Sheet no. 21 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims



Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 275726/010  Livingston International Inc. 6725 Airport Road, Suite 500 Mississauga, ON, Canada L4V 1V2	-					7,179.05
Account No.  Jerry Lynn c/o J.L. Underground, Inc. 1505 Burnsville Parkway #10 Burnsville, MN 55337	-					Unknown
Account No. 089-68-7416  James Maritato 120-5 Route 303 North Congers, NY 10920	-					25,000.00
Account No. 071-58-4520  Thomas Marquez 4252 Union Street #616 Flushing, NY 11355	-					500.00
Account No.  Marquis Associates, LLC 56 Lafayette Avenue White Plains, NY 10603	-					800.00
Sheet no. <u>22</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	33,479.05

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Troy Martin 4504 38th Avenue New Brighton, PA 15066	-					48,000.00
Account No.  McCarter & English Four Gateway Center 100 Mulberry Street Newark, NJ 07101	-					1,615.54
Account No. (732) 495-7070  Dan McCarthy 84 7th Street West Keansburg, NJ 07734	-					120.00
Account No. 101-58-4370  Angel Medina 41-05 10th Street, Apt 2C Long Island City, NY 11101	-					500.00
Account No.  Mintz & Levin c/o Ganz & Wolkenbreit 1 Columbia Circle Albany, NY 12203	-				X	2,512.23
Sheet no. <u>23</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	52,747.77

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  James Mitchell 1155 Marni Ridge Court Kissimmee, FL 34747	-					Unknown
Account No. 136-64-2667  James Molineaux 2026 Sycamore Street Haddon Heights, NJ 08305	-					Unknown
Account No. 428-25-1112  Carlene Moore 6104 Bianca Circle #185 Fort Worth, TX 76132	-					1,000.00
Account No.  Morning Call c/o Allied Interstate, Inc. 23945 Calabasas Road Suite 210 Calabasas, CA 91302	-					3,445.90
Account No. 129-62-6093  Dan Morrison 12 Grand Avenue Iselin, NJ 08830	-					2,100.00
Sheet no. <u>24</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	6,545.90

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Mr. Printer Graphic Center 855 Bustleton Avenue Richboro, PA 18954	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,579.02
Account No.  MSG Network, Inc. 2 Pennsylvania Plaza, 18th Fl. New York, NY 10121	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				244,000.00
Account No.  Michael Anthony Murray c/o WW Plyler @ McMillian Smith & Plyler P.O. Box 150 Raleigh, NC 27602-0150	-	as of 3/14/01 Alleged personal injuries			X	Unknown
Account No. (215) 969-1164  Joseph B. Myers 9414 Academy Road Philadelphia, PA 19114	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Account No.  NCO Financial Systems, Inc. 8625 S.W. Cascade Blvd., Suite 300 Beaverton, OR 97005	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				7,701.00
Sheet no. <u>25</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	253,380.02

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Charles and Karen Novak c/o Ardito & Domina 28-05 Steinway Street Astoria, NY 11103-3331	-				X	Unknown
Account No. (215) 969-9221  Joseph Offenback 2607 Welsh Road Apt. H105 West Philadelphia, PA 19114	-					200.00
Account No.  The Original San Francisco Toymakers 360 Oyster Point Boulevard, Suite 110 South San Francisco, CA 94080	-					250,000.00
Account No. (410) 642-6590  Chad Parker 64 Oxford Court Perryville, MD 21903	-					200.00
Account No.  PDR Productions, Inc. c/o Heitner & Breitstein 26 Court Street Brooklyn, NY 11242	-				X	10,502.61
Sheet no. <u>26</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	260,902.61

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Perry, Hicks, Crotty & Deshaies 388 County Street New Bedford, MA 02740	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				135.00
Account No. Philadelphia Orthopaedic Assoc 2410-14 S. Broad Street, #200 Philadelphia, PA 19145	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. 000822 Players Computer, Inc. 20 Constance Court Hauppauge, NY 11788	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				24,640.00
Account No. Peter Polaco 925 Oronoke Road, Unit 26F Waterbury, CT 06708	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				7,990.00
Account No. Robbie C. Pope c/o Mark W. Thomas Esq. 127 Peachtree Street, NE, Suite 400 Atlanta, GA 30303	-	as of 3/14/01 Alleged personal injuries			X	Unknown
Sheet no. <u>27</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	32,965.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. HHG01NY 7041 Producers Management TeleVision 800 North Henderson Road King of Prussia, PA 19406-1936		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			19,950.00
Account No. 156-78-0260 Dawn Marie Psalpis 851 Port Reading Avenue Port Reading, NJ 07064		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			9,000.00
Account No. Victor Quinones 1219 Castillo del Mar, L3 4633 Avenida Isla Verde Carolina, PR 00979		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			12,000.00
Account No. R & R Athletic Apparel 228 Southport Street Ronkonkoma, NY 11779		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			5,000.00
Account No. Rainbow Advertising PO Box 19301 Newark, NJ 07195-0301		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered			683.00
Sheet no. <u>28</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	46,633.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 146-76-4331  Jon Rechner 60 Highway 71, Unit 3 Spring Lake Heights, NJ 07762	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				4,000.00
Account No. (718) 821-1118  Peter Reinert 1387 Madison Street Brooklyn, NY 11237	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. 138-61-4179  Ken Reininghaus 5D Potomac Lane Whiting, NJ 08759	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				3,000.00
Account No. (215) 643-2531  Pete Riccio 95 Chestnet Street Ambler, PA 19002	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Account No.  Richard S. Heyman, P.C. 6 Azalea Court Scarsdale, NY 10583	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				799,744.23
Sheet no. <u>29</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	807,044.23



In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Richard S. Heyman, P.C. Pension Trust 6 Azalea Court Scarsdale, NY 10583	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,606,300.00
Account No. 2996830000 Richmond Times Dispatch PO Box 27775 Richmond, VA 23261	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				480.00
Account No. Roccus Capital Partners 300 Park Avenue, 17th Fl New York, NY 10022	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				20,000.00
Account No. Inv 60050 ROCK Radio Network 10 Columbus Boulevard Hartford, CT 06106	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				3,500.00
Account No. (215) 425-8335 Luis Rodriquez 2008 E. Dreer Street Philadelphia, PA 19125	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				100.00
Subtotal (Total of this page)						1,630,380.00

Sheet no. 30 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  RSS Enterprises, Inc. c/o Robert Szatkowski 3640 South Parker Street San Pedro, CA 90731	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				Unknown
Account No. 022-50-4959  Gabe Sapolsky 1321 South Broad Street #4 Philadelphia, PA 19147	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,400.00
Account No. (215) 674-2299  Chris Schaub 741 Mason Drive Warminster, PA 18974	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No.  Carmen Sememza, Jr. 1122 Marsh-Thorndale Road West Chester, PA 19380	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				200.00
Account No. 113-60-9182  Charles John Spencer 3257 Turtle Lake Drive S.E. Marietta, GA 30067	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				600.00
Sheet no. <u>31</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,400.00

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 99939454568  St. Joseph Hospital PO Box 861276 Orlando, FL 32886-1276			as of 3/14/01 Work, labor and services and/or goods sold and delivered			16,659.72
Account No.  Stonecutter Event Promotions, Inc. 201 East 87th Street, Suite 24R New York, NY 10128			as of 3/14/01 Work, labor and services and/or goods sold and delivered			35,000.00
Account No.  Stonecutter Media, Ltd. 201 East 87th Street, Suite 24R New York, NY 10128			as of 3/14/01 Work, labor and services and/or goods sold and delivered			0.00
Account No.  Stonecutter Productions, Inc. 201 East 87th Street, Suite 24R New York, NY 10128			as of 3/14/01 Work, labor and services and/or goods sold and delivered			75,000.00
Account No. (732) 679-1251  Jack Szafran 192 Yorkshire Court Old Bridge, NJ 08857			as of 3/14/01 Work, labor and services and/or goods sold and delivered			200.00
Sheet no. <u>32</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	126,859.72

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 368-76-7812  Robert Szatkowski 3640 South Parker Street San Pedro, CA 90731		as of 3/14/01 Work, labor and services and/or goods sold and delivered				150,000.00
Account No.  Yoshihiro Tajiri 20205 Corner Stone Drive Yardley, PA 19067		as of 3/14/01 Work, labor and services and/or goods sold and delivered				5,000.00
Account No. Inv. 33478  Time Warner Communications 8400 West Tidwell Houston, TX 77040		as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,242.70
Account No.  TNN Cable 2806 Opryland Drive Nashville, TN 37214		as of 3/14/01 Work, labor and services and/or goods sold and delivered	X		X	Unknown
Account No.  Top Rope Productions, Inc. 2311 Wickingham Drive Marietta, GA 30066		as of 3/14/01 Work, labor and services and/or goods sold and delivered			X	25,000.00
					Subtotal (Total of this page)	181,242.70

Sheet no. 33 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					
Account No. 2311 (1/31/01)  Tribune Showprint, Inc. 107 South Oak Street Earl Park, IN 47942		as of 3/14/01 Work, labor and services and/or goods sold and delivered				885.99	
Account No.  Elizabeth Tutt 1685 East Girard Place, #616 Englewood, CO 80110		as of 3/14/01 Work, labor and services and/or goods sold and delivered				16,746.68	
Account No. 70289  TWC Advertising Sales 120 Plaza Drive, Suite C Vestal, NY 13850		as of 3/14/01 Work, labor and services and/or goods sold and delivered				3,445.90	
Account No. 32X81X  United Parcel Service PO Box 4980 Hagerstown, MD 21747-4980		as of 3/14/01 Work, labor and services and/or goods sold and delivered				169.88	
Account No.  University Of Minnesota University Gateway, Suite 360 200 Oak Street, S.E. Minneapolis, MN 55455		as of 3/14/01 Work, labor and services and/or goods sold and delivered				9,883.61	
<p>Sheet no. <u>34</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</p>						<p>Subtotal (Total of this page)</p>	<p>31,132.06</p>

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 090-56-3377 Salvatore Valente 13 Milfran Place Fords, NJ 08863	-					400.00
Account No. 631 586-7329 991 276 Verizon PO Box 15124 Albany, NY 12212-5124	-					89.13
Account No. 914 993-0274 179 697 Verizon PO Box 15124 Albany, NY 12212-5124	-					177.05
Account No. Verizon PO Box 15124 Albany, NY 12212-5124	-					334.70
Account No. Verizon Communications PO Box 280001 Lehigh Valley, PA 18002-8002	-					2,448.39
					Subtotal (Total of this page)	3,449.27

Sheet no. 35 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		Husband, Wife, Joint, or Community						
Account No. Michael Vettor 10140 Brandon Circle Orlando, FL 32836		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				2,800.00	
Account No. Harry Walker 415 Jorob Court Pt. Pleasant, NJ 08742		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				17,000.00	
Account No. Warren Keith Photography Address Unknown		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				275.00	
Account No. 085-72-2055 John Watson 577 Spruce Avenue Sayville, NY 11782		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				12,000.00	
Account No. WBUI-TV 2510 Parkway Court Decatur, IL 62526		-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				560.00	
Sheet no. <u>36</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	32,635.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Contr 44558  WDRL-TV PO Box 14005 Roanoke, VA 24038	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				600.00
Account No.  Lucian Webb c/o Bochetto & Lentz PC Attn:SJ Springer 1524 Locust Street Philadelphia, PA 19102	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered		X		Unknown
Account No. Inv. 10/17/99  WEEI 118 Huntington Avenue Boston, MA 02116	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				2,475.00
Account No. WCIU-TV  Weigel Broadcasting Co., Inc. 26 North Halsted Street Chicago, IL 60661	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				60,000.00
Account No.  Ray Westmoreland 17 Gramercy Place Thornwood, NY 10594	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered		X		1,165.00
Sheet no. <u>37</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	64,240.00



In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Cont. 80008  WGTW-TV 3900 Main Street Philadelphia, PA 19127	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				6,500.00
Account No. 154-74-4875  William Wiles 266 Heritage Drive Bricktown, NJ 08703	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				1,000.00
Account No.  William Byrd Productions, Inc. c/o Isham B. Bradley 109 Westpark Drive, Suite 310 Brentwood, TN 37027	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered		X		Unknown
Account No. Contr 0008607 (Inv. 15818)  WIOT-FM PO Box 91752 Chicago, IL 60693	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				2,005.00
Account No. Inv. 572  WNGS 9279 Dutch Hill Road West Valley, NY 14171	-	as of 3/14/01 Work, labor and services and/or goods sold and delivered				51.00
Subtotal (Total of this page)						9,556.00

Sheet no. 38 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Inv. 5429  WNPA-TV 420 North 20th Street Philadelphia, PA 19130			as of 3/14/01 Work, labor and services and/or goods sold and delivered			2,040.00
Account No.  WNYO 699 Hertel Avenue, Suite 100 Buffalo, NY 14207			as of 3/14/01 Work, labor and services and/or goods sold and delivered			3,000.00
Account No.  Brian Woel 1002 Gabel Street Silver Springs, MD 20901			as of 3/14/01 Work, labor and services and/or goods sold and delivered			300.00
Account No.  World Wrestling Federation Entertainment 1241 East Main Street Stamford, CT 06902			as of 3/14/01 Work, labor and services and/or goods sold and delivered			587,500.00
Account No. Inv. 765-0004-0000  WQBZ Clear Channel Broadcasting, Inc. One Washington Square Albany, NY 12205			as of 3/14/01 Work, labor and services and/or goods sold and delivered			2,570.00
					Subtotal (Total of this page)	595,410.00

Sheet no. 39 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 240-49-2036  Christopher Wright 14532 Highway 96N Zebulon, NC 27597	-					500.00
Account No. Inv. 181-033001  WUPA Atlanta 2700 Northeast Expressway Building A Atlanta, GA 30345	-					2,000.00
Account No. Contr 1866  WZZK 301 Beaton Parkway West, Suite 200 Birmingham, AL 35209	-					2,045.00
Account No.  WZZO-FM Communications Credit Recovery 1025 Old Country Road, #3035 Westbury, NY 11590	-					990.00
Account No.  York Expo Center 334 Carlisle Avenue York, PA 17404	-					2,694.00
Sheet no. <u>40</u> of <u>41</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,229.00

In re HHG Corp.

Case No. 01-11982

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 241-92-0217							Unknown
Jerome Young 6162 Mack Avenue Dayton, OH 45404		-					
Account No. (215) 671-8180							180.00
Jack Zabarsky 9248 Old Newtown Road Philadelphia, PA 19115		-					
Account No.							
Account No.							
Account No.							
Account No.							
						Subtotal (Total of this page)	180.00
						Total (Report on Summary of Schedules)	7,261,842.46

Sheet no. 41 of 41 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

### SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Joan Cardollo Trust c/o Roger Rothman, Esq. 145 South 4th Street Bay Shore, NY 11706	Month-to-month tenancy for nonresidential real property
Pioneer Entertainment (USA) L.P. 2265 E. 220th Street Long Beach, CA 90810	License agreement dated 5/24/99
Matt Hyson a/k/a "Spike Dudley" 400 New River Road #206 Manville, RI 02838	Independent contract agreement dated 6/24/99
Dan Morrison a/k/a "Danny Daring" 12 Grand Avenue Iselin, NJ 08830	Independent contract agreement dated 8/27/99
Terry Brunk a/k/a "Sabu" 3910 Aurelius Road Lansing, MI 48910-4813	Independent contract agreement dated 7/29/99
Jerry Lynn c/o J.L. Underground, Inc. 1505 Burnsville Parkway #10 Burnsville, MN 55337	Independent contract agreement dated 7/8/99
Steve Corino 619 Gravel Pike #3 Collegeville, PA 19426	Independent contract agreement dated 4/30/99
Francine Fournier 1306 Donna Marie Way Bear, DE 19701	Independent contract agreement dated 7/8/99
James Maritato a/k/a "Little Guido" 120-5 Route 303 North Congers, NY 10920	Independent contract agreement dated 8/15/99
Dawn Marie Psalpis 851 Port Reading Avenue Port Reading, NJ 07064	Independent contract agreement dated 1/1/99; merchandising agreement
Carlene Moore 6104 Bianca Circle #185 Fort Worth, TX 76132	Independent contract agreement dated 8/14/99

In re HHG Corp.  
Debtor

Case No. 01-11982

**SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Michael DePaoli a/k/a "Roadkill" 85 Fawn Lane East S. Setauket, NY 11720	Independent contract agreement dated 8/27/99
Peter Polaco 925 Oronoke Road, Unit 26F Waterbury, CT 06708	Independent contract agreement dated 9/10/88; merchandising agreement
In Demand LLC 345 Hudson Street, 17th Floor New York, NY 10014	Event license agreement dated as of 9/7/99
The Original San Francisco Toymakers 360 Oyster Point Boulevard, Suite 110 South San Francisco, CA 94080	License agreement dated 8/15/98
Annodeus Inc. Attn: James Scoroposki One Acclaim Plaza Glen Cove, NY 11542	License agreement dated 8/25/99

In re HHG Corp.  
Debtor

Case No. 01-11982

### 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 debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Thomas Laughlin 189 Westover Road Stamford, CT 06902	Ford Credit PO Box 543099 Omaha, NE 68154

0 continuation sheets attached to Schedule of Codebtors

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

In re HHG Corp.  
Debtor

Case No. 01-11982

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

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

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 56 sheets [total shown on summary page plus 1], and that they are true and correct to the best of my knowledge, information, and belief.

Date April 4, 2001

Signature /s/ Paul Heyman  
Paul Heyman  
President

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



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

In re HHG Corp.  
Debtor

Case No. 01-11982

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

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.

Questions 1 - 15 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 16 - 21. **If the answer to any question is "None," or the question is not applicable, 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 the two years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or person in control of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

*"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 person in control 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 from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE (if more than one)
\$5,822,312.00	1999
\$4,124,452.00	2000
\$66,733.00	2001

**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 years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

**3. Payments to creditors**

None  a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Advanced Transportation Services, Inc. Pension Trust Inc. 513 Passaic Avenue West Caldwell, NJ 07006	various within 90 days	\$113,159.00	\$125,140.00

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

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Federal Express v. ECW, Index No. 10237/98	Recover amounts due	NYS Supreme Court, Westchester County	Default under settlement agreement.
Entertainment Management Insurance Services, Inc. v. HHG Corp., Index No. 02272/00	Amount demanded \$1,480 for short rate cancellation of O&E insurance policy	NYS Supreme Court, Westchester County	Pending.
PDR Productions, Inc. v. Paul Heyman, individually and d/b/a Extreme Championship Wrestling	Amount demanded: \$10,502.61 for labor and services	NYC Civil Court, Kings County	Pending.
Mintz & Levin, LLC v. Paul Heyman, Index No. 4214/97	Plaintiff is assignee of Oliphant Financial Corporation which in turn is assignee of Bank One, N.A. which issued Paul Heyman a VISA card; the card was never used; the charges are initiation fee, late charges, etc.; amount demanded is \$2,512.23 plus interest from 1/8/93.	NYS Supreme Court, Westchester County	Pending.
Ray Westmoreland (ASAP) v. Paul Heyman (HHG), Docket No. 99080992	Recover outstanding sums	Town of Greenburgh Justice Court, Westchester County	Pending.
Lucian Webb v. ECW, Paul Heyman, etc., 95-18232	Recover outstanding amounts.	PA, Montgomery County Court of Common Pleas	Arbitration hearing pending on jurisdictional issues.
D'Amico v. ECW, Index No. 1667-99	Alleged personal injuries	NYS Supreme Court, Erie County	Pending.
Lincoln v. SICO North America, Inc., et al., Index No. 21824-99	Alleged personal injuries	Court of Common Pleas of Allegheny County, Pennsylvania	Pending
Murray v. E.C.W., Index No. 00-CVS-9186	Alleged personal injuries	NC Wake County Court	Pending.
Pope v. HHG Corp., Index No. 2000-A-675-3	Alleged personal injuries	State of Georgia, Cobb County	Pending
Byrd v. HHG, Index No. DCCC 00-288-III	Claim for compensation	TN Davidson County Chancery Court	Pending.
Charles and Karen Novak v. HHG	Alleged personal injuries	Unknown	Pending
HHG, Inc. v. In Demand LLC, index no. 01-601455	Recover amounts due	NYS Supreme Court, New York County	Pending

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

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

**5. Repossessions, foreclosures and returns**

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

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

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

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

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

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

**7. Gifts**

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

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

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Reisman, Peirez & Reisman, L.L 1305 Franklin Avenue Garden City, NY 11530	3/7/01	\$10,000 in connection with representing the Debtor in connection with debtor-creditor matters and litigation including, but not limited to, HHG Corp. v. In Demand, LLC, Supreme Court, New York County, index no. 01-601455

**10. Other transfers**

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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**11. Closed financial accounts**

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

NAME AND ADDRESS OF INSTITUTION	TYPE AND NUMBER OF ACCOUNT AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

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

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

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

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

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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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 two 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 securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

[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 two years immediately preceding the commencement of this case.]

**16. Nature, location and name of business**

- None  a. If the debtor is an individual, list the names and addresses 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 **two years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the two years immediately preceding the commencement of this case.
- b. If the debtor is a partnership, list the names and addresses of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **two years** immediately preceding the commencement of this case.
- c. If the debtor is a corporation, list the names and addresses of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities within the **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES OF OPERATION
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**17. Books, records and financial statements**

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Donohue, Gironda & Doria CPA 310 Broadway Bayonne, NJ 07002	1996 to date

- 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.

NAME AND ADDRESS	DATES SERVICES RENDERED
Donohue, Gironda & Doria CPA 310 Broadway Bayonne, NJ 07002	1996 to date

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

NAME	ADDRESS
Donohue, Gironda & Doria CPA Ongoing	310 Broadway Bayonne, NJ 07002

- 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.

NAME AND ADDRESS	DATE ISSUED
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**18. Inventories**

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

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

DATE OF INVENTORY	NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
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**19. Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.  
NAME AND ADDRESS NATURE AND PERCENTAGE OF INTEREST

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Paul Heyman 6 Azalea Court Scarsdale, NY 10583	President, Secretary, sole Director	85 percent
Annodeus Inc. Attn: James Scoroposki One Acclaim Plaza Glen Cove, NY 11542		15 percent

**20. Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.  
NAME AND ADDRESS DATE OF WITHDRAWAL

None  b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.  
NAME AND ADDRESS TITLE DATE OF TERMINATION

**21. Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.  
NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR DATE AND PURPOSE OF WITHDRAWAL AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 April 4, 2001

Signature /s/ Paul Heyman  
Paul Heyman  
President

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

United States Bankruptcy Court

Eastern District of New York

In re HHG Corp.

Debtor

Case No. 01-11982

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR THE DEBTOR(S)

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

Table with 2 columns: Description and Amount. Rows include: For legal services, I have agreed to accept as a retainer \$15,000.00; Plus \$1,000 towards expenses, totaling \$16,000.00; Prior to the filing of this statement I have received \$16,000.00; Balance Due on retainer \$0.00.

Plus all further fees and expenses awarded by the Court

2. The source of the compensation paid to me was:

- checkbox Debtor
checkbox Other (specify):

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

- checkbox Debtor
checkbox Other (specify):

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

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

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearing thereof;
d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

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

7. See also Statement of Financial Affairs, paragraph 9.

CERTIFICATION

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

Date: April 5, 2001

/s/ Jerome Reisman
Signature of Attorney
Jerome Reisman (JR-0933)
Reisman, Peirez & Reisman, L.L.P.
Name of Law Firm

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

In re HHG Corp.  
Debtor

Case No. 01-11982

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Paul Heyman 6 Azalea Court Scarsdale, NY 10583	Common	85 percent	Ownership
Annodeus, Inc. c/o James Scoroposki 1 Acclaim Plaza Glen Cove, NY 11542	Common	15 percent	Ownership

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

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

Date April 4, 2001

Signature /s/ Paul Heyman  
Paul Heyman  
President

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

0 continuation sheets attached to List of Equity Security Holders



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

In re HHG Corp.  
Debtor

Case No. 01-11982

Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date April 4, 2001

Signature /s/ Paul Heyman  
Paul Heyman  
President

Donna Adamo  
172 Humbolt Street  
East Rutherford, NJ 07073

Advanced Transportation Services, Inc.  
Pension Trust Inc.  
513 Passaic Avenue  
West Caldwell, NJ 07006

Aerial Theater  
520 Texas Avenue  
Houston, TX 77002

Alario Center, Jefferson Parish Attorney  
Joseph Yenni Building, Suite 701  
1221 Elmwood Park Boulevard  
1221 Elmwood Park Boulevard  
Harahan, LA 70123

William Alfonso  
9201 N. Mobley Road  
Odessa, FL 33556

America One Television  
100 Royal East Lane, Suite 100  
Irving, TX 75039

American Cable Productions, Inc.  
41 Monroe Street  
Pelham Manor, NY 10803

American Pop, Inc.  
10 River Street  
Red Bank, NJ 07701

Annodus Inc.  
Attn: James Scoroposki  
One Acclaim Plaza  
Glen Cove, NY 11542

Scott Antol  
2927 Noah Drive  
Acworth, GA 30101

ASAP Messenger, Inc.  
17 Gramercy Place  
Thornwood, NY 10594

AT & T  
PO Box 2971  
Omaha, NE 68103-2971

AT&T Media  
c/o NCO Financial Systems, Inc  
8825 SW Cascade Blvd Suite 300  
Beaverton, OR 97005

Mike Aulthouse  
P.O. Box 721  
Frazer, PA 19355

Gregory Bagarozy  
21 Cimarron Road  
Putnam Valley, NY 10579

Debra Beaumont  
800 Trenton Road #493  
Langhorne, PA 19047

Betz/Larsen Event Management  
104-11th Avenue  
Windermere, FL 34786

Blockbuster Sony Entertainment Center  
1 Harbour Boulevard  
Camden, NJ 08103

BML Productions, Inc.  
10 Johnson Drive  
Raritan, NJ 08869

BML Stage Lighting, Inc.  
10 Johnson Drive  
Raritan, NJ 08869

Eugene R. Boffa, Jr  
850 Bergen Avenue  
Jersey City, NJ 07306

Boffa, Shaljian, Cammarata & O'Connor, L  
850 Bergen Avenue  
Jersey City, NJ 07306

Mark Bonamassa  
324 Grant Avenue  
Mount Ephraim, NJ 08059

Joseph Bonsignore  
35 Sleepy Hollow Lane  
Stamford, CT 06907

Jason Broyles  
111 Hylander Drive, Apt #1  
Elizabethton, TN 37643

Terry Brunk  
3910 Aurelius Road  
Lansing, MI 48910-4813

Michael Bucci  
910 Raleigh Drive  
Toms River, NJ 08753

Buckeye Cable Systems  
c/o Alexander & Hamilton, Inc.  
2618 Edenborn Avenue  
Metairie, LA 70002

William Byrd  
William Byrd Productions, Inc  
1916 Church Street  
Nashville, TN 37203

William Byrd  
c/o Isham B. Bradley  
109 Westpark Drive, Suite 310  
Brentwood, TN 37027

Cable One of Sioux City  
1119 4th Street, Suite 218  
Sioux City, IA 51101

Cable Rep Advertising  
PO Drawer 10440  
College Station, TX 77842-0470

Don Callis  
807 Waverly Street  
Winnepeg, MB, Canada R3M3K9

Charter Media  
Advertising Sales Department  
15 Berkshire Road  
Sandy Hook, CT 06482

Chase Manhattan Bank  
CPB Credit Service Center  
200 Jericho Quadrangle, 1st Fl.  
Jericho, NY 11753

Chattanooga Publishing Company  
400 East 11th Street  
Chattanooga, TN 37401

Eugene J. Ciarkowski  
850 Bergen Avenue  
Jersey City, NJ 07306

Charles Ciccotto  
2023 East 35th Street  
Brooklyn, NY 11234

Citadel Communications Corp.  
464 Franklin Street  
Buffalo, NY 14202

Clear Channel Broadcasting, Inc.  
5631 Collections Center Drive  
Chicago, IL 60693

Clear Channel Communications  
1541 Alta Drive, 4th Floor  
Whitehall, PA 18052-5632

Ed Cleveland  
6520 Perry Avenue  
Maspeth, NY 11378

Howie Cohen  
2801 Conshohocken Avenue, Apt. 206  
Philadelphia, PA 19131

Steve Corino  
619 Gravel Pike #3  
Collegeville, PA 19426

Mark Crescas  
98-10 64th Avenue, Apartment 2A  
Rego Park, NY 11374

Cumulus Broadcasting  
3225 Arlington Avenue  
Toledo, OH 43614

Cumulus Broadcasting  
Regional Accounting Office  
One Commerce Street, Suite 600  
Montgomery, AL 36104

Michael D'Amico  
c/o Lipsitz Green & Fahringer, et al.  
42 Delaware Avenue, Suite 300  
Buffalo, NY 14202-3901

Lou D'Angeli  
517 Scott Road  
Gladwyne, PA 19035

Joe Debiec  
107 Waverly Place  
Trenton, NJ 08609

Dennison, Scheiner, Schultz & Wakeman  
612 Crystal Square 4  
1745 Jefferson Davis Highway  
Arlington, VA 22202

Michael DePaoli  
85 Fawn Lane East  
S. Setauket, NY 11720

Anthony DeVito  
16 Bivona Lane  
New Windsor, NY 12553

Discount Travel Services  
11715 Bricksome Avenue, Suite A3  
Baton Rouge, LA 70816

Donohue, Gironda & Doria CPA  
310 Broadway  
Bayonne, NJ 07002

Joseph Dorgan  
1064 Creatwood Circle  
Smyrna, GA 30080

Jeff Durfee  
117 Arlington Avenue  
South Plainfield, NJ 07080

Elite Signs, Inc.  
2610 Third Avenue  
Bronx, NY 10454

Entertainment Management Insurance Svcs  
c/o Miller & Platt, PC  
175 Main Street  
White Plains, NY 10601

ESPN Radio  
5016 Capitol Avenue  
Omaha, NE 68132

Lara Faber  
1619 Mt. Vernon Street, Apartment 3F  
Philadelphia, PA 19130

Farm Club Online, Inc.  
Loeb & Loeb, Attn: HA Flegelman Esq.  
345 Park Avenue  
New York, NY 10154

Federal Express Corporation  
c/o Sacks & Associates  
99 Court Street  
White Plains, NY 10601

Jorge Feliciano  
635 E. 158th Street, Apartment 3B  
Bronx, NY 10456

John Finegan  
58 Wilson Avenue  
Belmar, NJ 08031

Jim Fiore  
774 Bennington Road  
Folcroft, PA 19032

Ford Credit  
PO Box 543099  
Omaha, NE 68154

Francine Fournier  
1306 Donna Marie Way  
Bear, DE 19701

Fox Cable Networks Group  
Mathew Catusco, Mgr. Credit/Collections  
1211 Aveue of the Americas, 31st Floor  
New York, NY 10036

James Fullington  
319 Lawrence Road  
Broomall, PA 19008

Garden State Cable  
c/o SZABO Associates, Inc.  
3355 Lenox Road, N.E., 9th Fl.  
Atlanta, GA 30326

Terry Gerin  
4128 Pelham C-4  
Dearborn Heights, MI 48125



The Goldsmith Company, Inc.  
6922 Hollywood Boulevard, 12th Floor  
Los Angeles, CA 90028

Bela Gomes  
411 Scott Mobus Place  
Harrison, NJ 07029

Frank Gronwald  
136 Applewood Drive  
Dover, DE 19901

Chris Hamrick  
585 State Route 37 #1  
Blountville, TN 37617

Paul Heyman  
6 Azalea Court  
Scarsdale, NY 10583

Richard S. Heyman  
6 Azalea Court  
Scarsdale, NY 10583

Sulamita Heyman  
6 Azalea Court  
Scarsdale, NY 10583

Hofffinger, Friedland, Dobrish & Stern,  
110 East 59th Street  
New York, NY 10022

Matt Hyson  
400 New River Road #206  
Manville, RI 02838

In Demand L.L.C.  
345 Hudson Street, 17th Floor  
New York, NY 10014

IRS  
Office of District Director  
PO Box 3000, Church St Station  
New York, NY 10008

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190 Bristol-Oxford Valley Road #145  
Langhorne, PA 19047

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Columbus, OH 43206

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86 Bay 29th Street  
Brooklyn, NY 11214

Evan Janusewski  
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Lansdale, PA 19446

Jefferson University Physician  
615 Chestnut Street, 14th Fl.  
Philadelphia, PA 19106-4495

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c/o Roger Rothman, Esq.  
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Bayshore, NY 11706

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958 West Memorial Church Road  
Freemont, NC 27830

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243 B. Columbine  
Whiting, NJ 08759

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201 East 87th Street, Suite 24R  
New York, NY 10128

Brian Katz  
29 Elmont Road  
Trenton, NJ 08610

KAZP Radio  
5011 Capitol Avenue  
Omaha, NE 68132

Michael Kehner  
737 Taylor Drive  
Folcroft, PA 19032

Patrick Kenney  
851 Port Reading Avenue  
Port Reading, NJ 07064

Dan Kiriakis  
24 West 59th Street #B  
Westmont, IL 60559

Peter Klamka  
PTN Media, Inc.  
2750 South State Street  
Ann Arbor, MI 48104

Matt Knowles  
5240 Tucker Road  
Campbell, NY 14821

Dan Kowal  
KO Promotions, Inc.  
3 Oakridge Drive  
Langhorne, PA 19047

KSEZ Radio  
c/o Radioworks, Inc.  
PO Box 3009  
Sioux City, IA 51102

Erich Kulas  
c/o Leppo & Leppo, Att: Carl R Leppo Esq  
15 South Main Street  
Randolph, MA 02368

Francis Lane  
6 Palm Road  
Rocky Point, NY 11778

Ronald Lang  
Atlas Protection  
73 Dale Avenue  
Hempstead, NY 11550

Thomas Laughlin  
189 Westover Road  
Stamford, CT 06902

Alan Leatherman  
31 Higher Street  
Wharton, NJ 07885

Lehigh University  
Stabler Athletic & Convocation Center  
124 Goodman Drive  
Bethlehem, PA 18015-3796

George Leon  
188 Daniel Low Terrace  
Staten Island, NY 10301

Mike Leon  
144-12 Weller Lane  
Rosedale, NY 11422

John K. Lincoln  
c/o Lutz, Pawk & McKay; Att: L.P. Lutz  
220 South Main Street, Suite 105  
Butler, PA 16001

LIPA  
PO Box 9039  
Hicksville, NY 11802-9654

Thomas Lipinski  
73-12 72nd Street, 2nd Floor  
Glendale, NY 11385

Livingston International Inc.  
6725 Airport Road, Suite 500  
Mississauga, ON, Canada L4V 1V2

Jerry Lynn  
c/o J.L. Underground, Inc.  
1505 Burnsville Parkway #10  
Burnsville, MN 55337

James Maritato  
120-5 Route 303 North  
Congers, NY 10920

Thomas Marquez  
4252 Union Street #616  
Flushing, NY 11355

Marquis Associates, LLC  
56 Lafayette Avenue  
White Plains, NY 10603

Troy Martin  
4504 38th Avenue  
New Brighton, PA 15066

McCarter & English  
Four Gateway Center  
100 Mulberry Street  
Newark, NJ 07101

Dan McCarthy  
84 7th Street  
West Keansburg, NJ 07734

Angel Medina  
41-05 10th Street, Apt 2C  
Long Island City, NY 11101

Mintz & Levin  
c/o Ganz & Wolkenbreit  
1 Columbia Circle  
Albany, NY 12203

James Mitchell  
1155 Marni Ridge Court  
Kissimmee, FL 34747

James Molineaux  
2026 Sycamore Street  
Haddon Heights, NJ 08305

Carlene Moore  
6104 Bianca Circle #185  
Fort Worth, TX 76132

Morning Call  
c/o Allied Interstate, Inc.  
23945 Calabasas Road Suite 210  
Calabasas, CA 91302

Dan Morrison  
12 Grand Avenue  
Iselin, NJ 08830

Mr. Printer Graphic Center  
855 Bustleton Avenue  
Richboro, PA 18954

MSG Network, Inc.  
2 Pennsylvania Plaza, 18th Fl.  
New York, NY 10121

Michael Anthony Murray  
c/o WW Plyler @ McMillian Smith & Plyler  
P.O. Box 150  
Raleigh, NC 27602-0150

Joseph B. Myers  
9414 Academy Road  
Philadelphia, PA 19114

NCO Financial Systems, Inc.  
8625 S.W. Cascade Blvd., Suite 300  
Beaverton, OR 97005

Charles and Karen Novak  
c/o Ardito & Domina  
28-05 Steinway Street  
Astoria, NY 11103-3331

NYS Dept. of Taxation and Finance  
W.A. Harriman State Campus  
Albany, NY 12227

NYS Tax Commission  
90 S. Ridge Street  
Port Chester, NY 10573

Joseph Offenback  
2607 Welsh Road Apt. H105 West  
Philadelphia, PA 19114

The Original San Francisco Toymakers  
360 Oyster Point Boulevard, Suite 110  
South San Francisco, CA 94080

Chad Parker  
64 Oxford Court  
Perryville, MD 21903

PDR Productions, Inc.  
c/o Heitner & Breitstein  
26 Court Street  
Brooklyn, NY 11242

Perry, Hicks, Crotty & Deshaies  
388 County Street  
New Bedford, MA 02740

Philadelphia Orthopaedic Assoc  
2410-14 S. Broad Street, #200  
Philadelphia, PA 19145

Players Computer, Inc.  
20 Constance Court  
Hauppauge, NY 11788

Peter Polaco  
925 Oronoke Road, Unit 26F  
Waterbury, CT 06708

Robbie C. Pope  
c/o Mark W. Thomas Esq.  
127 Peachtree Street, NE, Suite 400  
Atlanta, GA 30303

Producers Management TeleVision  
800 North Henderson Road  
King of Prussia, PA 19406-1936

Dawn Marie Psalpis  
851 Port Reading Avenue  
Port Reading, NJ 07064

Quantum Corporate Funding, Ltd.  
1140 Avenue of Americas, 16th Fl.  
New York, NY 10036

Victor Quinones  
1219 Castillo del Mar, L3  
4633 Avenida Isla Verde  
Carolina, PR 00979

R & R Athletic Apparel  
228 Southport Street  
Ronkonkoma, NY 11779

Rainbow Advertising  
PO Box 19301  
Newark, NJ 07195-0301

Jon Rechner  
60 Highway 71, Unit 3  
Spring Lake Heights, NJ 07762

Peter Reinert  
1387 Madison Street  
Brooklyn, NY 11237

Ken Reininghaus  
5D Potomac Lane  
Whiting, NJ 08759

Pete Riccio  
95 Chestnet Street  
Ambler, PA 19002

Richard S. Heyman, P.C.  
6 Azalea Court  
Scarsdale, NY 10583

Richard S. Heyman, P.C. Pension Trust  
6 Azalea Court  
Scarsdale, NY 10583

Richmond Times Dispatch  
PO Box 27775  
Richmond, VA 23261



Roccus Capital Partners  
300 Park Avenue, 17th Fl  
New York, NY 10022

ROCK Radio Network  
10 Columbus Boulevard  
Hartford, CT 06106

Luis Rodriquez  
2008 E. Dreer Street  
Philadelphia, PA 19125

RSS Enterprises, Inc.  
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PO Box 861276  
Orlando, FL 32886-1276

State of Connecticut  
Department of Revenue  
25 Sigourney Street  
Hartford, CT 06106

Stonecutter Event Promotions, Inc.  
201 East 87th Street, Suite 24R  
New York, NY 10128

Stonecutter Media, Ltd.  
201 East 87th Street, Suite 24R  
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Stonecutter Productions, Inc.  
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Yoshihiro Tajiri  
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Yardley, PA 19067

Time Warner Communications  
8400 West Tidwell  
Houston, TX 77040

TNN Cable  
2806 Opryland Drive  
Nashville, TN 37214

Top Rope Productions, Inc.  
2311 Wickingham Drive  
Marietta, GA 30066

Tribune Showprint, Inc.  
107 South Oak Street  
Earl Park, IN 47942

Elizabeth Tutt  
1685 East Girard Place, #616  
Englewood, CO 80110

TWC Advertising Sales  
120 Plaza Drive, Suite C  
Vestal, NY 13850

United Parcel Service  
PO Box 4980  
Hagerstown, MD 21747-4980

University Of Minnesota  
University Gateway, Suite 360  
200 Oak Street, S.E.  
Minneapolis, MN 55455

Salvatore Valente  
13 Milfran Place  
Fords, NJ 08863

Verizon  
PO Box 15124  
Albany, NY 12212-5124

Verizon Communications  
PO Box 280001  
Lehigh Valley, PA 18002-8002

Michael Vettor  
10140 Brandon Circle  
Orlando, FL 32836

Harry Walker  
415 Jorob Court  
Pt. Pleasant, NJ 08742

Warren Keith Photography  
Address Unknown

John Watson  
577 Spruce Avenue  
Sayville, NY 11782

WBUI-TV  
2510 Parkway Court  
Decatur, IL 62526

WDRL-TV  
PO Box 14005  
Roanoke, VA 24038

Lucian Webb  
c/o Bochetto & Lentz PC Attn: SJ Springer  
1524 Locust Street  
Philadelphia, PA 19102

WEEI  
118 Huntington Avenue  
Boston, MA 02116

Weigel Broadcasting Co., Inc.  
26 North Halsted Street  
Chicago, IL 60661

Ray Westmoreland  
17 Gramercy Place  
Thornwood, NY 10594

WGTW-TV  
3900 Main Street  
Philadelphia, PA 19127

William Wiles  
266 Heritage Drive  
Bricktown, NJ 08703

William Byrd Productions, Inc.  
c/o Isham B. Bradley  
109 Westpark Drive, Suite 310  
Brentwood, TN 37027

WIOT-FM  
PO Box 91752  
Chicago, IL 60693

WNGS  
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West Valley, NY 14171

WNPA-TV  
420 North 20th Street  
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WNYO  
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Buffalo, NY 14207

Brian Woel  
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Silver Springs, MD 20901

World Wrestling Federation Entertainment  
1241 East Main Street  
Stamford, CT 06902

WQBZ  
Clear Channel Broadcasting, Inc.  
One Washington Square  
Albany, NY 12205

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Building A  
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WZZK  
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Birmingham, AL 35209

WZZO-FM  
Communications Credit Recovery  
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Westbury, NY 11590

York Expo Center  
334 Carlisle Avenue  
York, PA 17404

Jerome Young  
6162 Mack Avenue  
Dayton, OH 45404

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Philadelphia, PA 19115