

(Official Form 1) (4/10)

<b>United States Bankruptcy Court</b> <b>Southern District of New York</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Blockbuster Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>SEE RIDER 1</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>52-1655102</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>N/A</b>		
Street Address of Debtor (No. and Street, City, and State): <b>1201 Elm Street</b> <b>Dallas, Texas</b>			Street Address of Joint Debtor (No. and Street, City, and State): <b>N/A</b>		
ZIP CODE: <b>75270</b>			ZIP CODE: <b>N/A</b>		
County of Residence or of the Principal Place of Business: <b>Dallas County</b>			County of Residence or of the Principal Place of Business: <b>N/A</b>		
Mailing Address of Debtor (if different from street address): <b>N/A</b>			Mailing Address of Joint Debtor (if different from street address): <b>N/A</b>		
ZIP CODE: <b>N/A</b>			ZIP CODE: <b>N/A</b>		
Location of Principal Assets of Business Debtor (if different from street address above): <b>N/A</b>					
ZIP CODE: <b>N/A</b>					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u><b>Retail</b></u> <input type="checkbox"/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13             </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding             </div> </div> <hr/> <b>Nature of Debts</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."             </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts.             </div> </div>	
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input checked="" type="checkbox"/> Over 100,000</div> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$5 million</div> <div><input type="checkbox"/> \$5 million to \$10 million</div> <div><input type="checkbox"/> \$10 million to \$50 million</div> <div><input type="checkbox"/> \$50 million to \$100 million</div> <div><input type="checkbox"/> \$100 million to \$500 million</div> <div><input type="checkbox"/> \$500 million to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$5 million</div> <div><input type="checkbox"/> \$5 million to \$10 million</div> <div><input type="checkbox"/> \$10 million to \$50 million</div> <div><input type="checkbox"/> \$50 million to \$100 million</div> <div><input type="checkbox"/> \$100 million to \$500 million</div> <div><input type="checkbox"/> \$500 million to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>					

(Official Form 1) (4/10)

FORM B1, Page 2

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Blockbuster Inc.</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>NONE</b>		Case Number: <b>N/A</b>	
Location Where Filed: <b>N/A</b>		Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>SEE RIDER 2</b>		Case Number: <b>PENDING</b>	
District: <b>SOUTHERN DISTRICT OF NEW YORK</b>		Date Filed: <b>SEE RIDER 2</b>	
Relationship: <b>SEE RIDER 2</b>		Judge: <b>PENDING</b>	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p style="text-align: center; font-size: small;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p style="text-align: center; font-size: x-large; margin-top: 20px;">N/A</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="margin-top: 20px;">X _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span></p>	
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;"><b>Exhibit D</b></p> <p style="text-align: center; font-size: x-large;">N/A</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)</p> <p><input type="checkbox"/> 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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)</p> <p style="text-align: center; font-size: x-large;">N/A</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 100px;">_____ (Name of landlord that obtained judgment)</p> <p style="margin-left: 100px;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

(Official Form 1) (4/10)		FORM B1, Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Blockbuster Inc.</b>	
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p style="text-align: center;">N/A</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p style="text-align: center;">N/A</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>Stephen Karotkin</u> Signature of Attorney for Debtor(s)</p> <p><b>Stephen Karotkin</b> Printed Name of Attorney for Debtor(s)</p> <p><b>Weil, Gotshal &amp; Manges LLP</b> Firm Name</p> <p><b>767 Fifth Avenue</b> Address</p> <p><b>New York, New York 10153</b> Address</p> <p><b>212-310-8000</b> Telephone Number</p> <p><u>September 23, 2010</u> Date</p> <p><small>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p style="text-align: center;">N/A</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>Roderick J. McDonald</u> Signature of Authorized Individual</p> <p><b>Roderick J. McDonald</b> Printed Name of Authorized Individual</p> <p><b>Vice President, General Counsel, and Secretary</b> Title of Authorized Individual</p> <p><u>September 23, 2010</u> Date</p>	This section is merged into the previous one for better flow, as the original form has a large empty space here	

**RIDER 1 – OTHER NAMES USED BY THE DEBTOR IN LAST EIGHT YEARS**

In addition to any names listed on the Voluntary Petition, the debtor in this case and/or its affiliated debtors may have used one or more of the following names (including trade names) during the previous 8 years:

- 2 Day Video, Inc. of Georgia
- AHV Holding Corp.
- Atlantic Associates, Inc.
- Atlantic Entertainment Group, Inc.
- Blockbuster Amphitheater Corp.
- Blockbuster Computer Systems Corp.
- Blockbuster Entertainment Corp.
- Blockbuster Limited Partner Holdings LLC
- Blockbuster SC Video Operating Corp.
- Blockbuster Texas LP
- Charlotte Amphitheater Corp.
- HEC Acquisition Corp.
- Major Video Super Stores, Inc.
- Montgomery Acquisition, Inc.
- On-Line Subscription Services, Inc.
- The T.V. Factory, Inc.
- The Westside Amphitheatre Corp.
- UI Video Stores, Inc.
- WJB Realty, L.P.
- WJB Video Limited Partnership
- Trading Inc.
- Blockbuster Digital Inc.
- Moviefly, LLC
- Moviefly, Inc.
- Green Flower Company, Inc.
- Bluehorse 3PI
- Blockbuster Video Distribution, Inc.

**RIDER 2 – LIST OF FILING ENTITIES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

COMPANY	CASE NUMBER	DATE FILED
Blockbuster Inc.	10-_____ ( )	September 23, 2010
Blockbuster Canada Inc.	10-_____ ( )	September 23, 2010
Blockbuster Digital Technologies Inc.	10-_____ ( )	September 23, 2010
Blockbuster Distribution, Inc.	10-_____ ( )	September 23, 2010
Blockbuster Gift Card, Inc.	10-_____ ( )	September 23, 2010
Blockbuster Global Services Inc.	10-_____ ( )	September 23, 2010
Blockbuster International Spain Inc.	10-_____ ( )	September 23, 2010
Blockbuster Investments LLC	10-_____ ( )	September 23, 2010
Blockbuster Procurement LP	10-_____ ( )	September 23, 2010
Blockbuster Video Italy, Inc.	10-_____ ( )	September 23, 2010
Movielink, LLC	10-_____ ( )	September 23, 2010
Trading Zone Inc.	10-_____ ( )	September 23, 2010
B <sup>2</sup> LLC	10-_____ ( )	September 23, 2010

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>BLOCKBUSTER INC.,</b>	:
	:
	:
<b>Debtor.</b>	:
-----X	

**Chapter 11**  
**Case No. 10-\_\_\_\_\_ (\_\_\_\_\_)**  
**(Joint Administration Requested)**

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. The debtor has securities registered under Section 12 of the Securities and Exchange Act of 1934. The debtor's SEC file number is 001-15153.
2. The following financial data is the latest available information and refers to the debtor's condition on August 1, 2010.

a.	Total Assets	<u>\$1,017,035,832</u>
b.	Total Debts	<u>\$1,464,939,759</u>
c.	Debt securities held by more than 500 holders.	

			Amount	Approximate Number of Holders
secured <input checked="" type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	<u>\$630,000,000<sup>1</sup></u>	<u>Institutional</u>
				<u>Holders - 41<sup>2</sup></u>
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input checked="" type="checkbox"/>	<u>\$300,000,000<sup>3</sup></u>	<u>Institutional</u>
				<u>Holders - 11<sup>4</sup></u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	<u>\$ _____</u>	<u>_____</u>
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	<u>\$ _____</u>	<u>_____</u>

d.	Number of shares of preferred stock	<u>32,610<sup>5</sup></u>
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<sup>1</sup> 11.75% Senior Secured Notes due 2014.

<sup>2</sup> The total number of individual holders is unknown, but may be greater than 500.

<sup>3</sup> 9% Senior Subordinated Notes due 2012.

<sup>4</sup> The total number of individual holders is unknown, but may be greater than 500.

<sup>5</sup> As of September 2, 2010.

e. Number of shares of common stock 223,801,559<sup>6</sup>

Comments, if any: Class A common stock: 151,801,559/Class B common stock:  
72,000,000

3. Brief description of debtor's business: More than twenty five years ago, Blockbuster became the first national retail chain provider of in-home entertainment, with its blue and gold torn-ticket logo symbolizing the decision by consumers to forego the movie theatre experience and "Make it a Blockbuster Night"<sup>®</sup> by staying home to watch the latest in new movie title releases from the convenience of their living rooms. Since its incorporation in 1982, Blockbuster has expanded its retail business operations domestically and abroad via a mix of corporate and franchisee-owned stores, with, as of August 29, 2010, over 5,600 stores in the United States and its territories and 16 other countries. To manage its properties, Blockbuster employs approximately 25,500 employees who perform a variety of critical functions, including customer service, inventory control, management, leasing, accounting, marketing, purchasing and sales, shipping, tax, technical services, and legal services.
4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote 5% of more of the voting securities of debtor: Intana Management, LLC; M.A.M Investment Ltd; Prentice Capital Management LP, Michael Zimmerman, The Goldman Sachs Group, Inc.

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<sup>6</sup> As of September 2, 2010.

**CERTIFICATE OF RESOLUTIONS OF BLOCKBUSTER INC.**


September 22, 2010

The undersigned, being the duly elected Vice President, General Counsel, and Secretary of Blockbuster Inc., a Delaware corporation (the “**Company**”), DO HEREBY CERTIFY that the resolutions set forth on **Exhibit “A”** attached hereto is a true copy of the resolutions adopted by the Board of Directors of the Company (the “**Board**”) at the Board meeting of the Company held on September 22, 2010 and that such resolutions have not been altered, amended or rescinded and are still in full force and effect as of the date hereof.

[Signature Page Follows]



IN WITNESS WHEREOF, the undersigned has hereto subscribed his name as of  
the date first written above.

  
\_\_\_\_\_  
By: Roderick J. McDonald  
Title: Vice President, General Counsel, and  
Secretary of Blockbuster Inc.

**Exhibit A**

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS**

WHEREAS, in the judgment of the Board, it is desirable and in the best interest of the Company, its creditors and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”); and

WHEREAS, the Company is the sole member of Blockbuster Investments, LLC (“*Investments*”) and B<sup>2</sup> LLC (“*B<sup>2</sup>*” and, together with Investments, collectively the “*LLC Subsidiaries*”); and

WHEREAS, in the judgment of the Board, it is desirable and in the best interest of the LLC Subsidiaries, their creditors, employees, and other interested parties that a petition be filed by the LLC Subsidiaries seeking relief under the provisions of chapter 11 of the Bankruptcy Code.

NOW THEREFORE BE IT RESOLVED, that any of the Chief Executive Officer, Chief Restructuring Officer, Chief Financial Officer, Chairman of the Board, Executive Vice President, General Counsel, Vice President, and Secretary of the Company and any other person designated and so authorized to act by the aforementioned officers (each such officer or designee being an “*Authorized Person*”), be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify the Company’s petition under chapter 11 of the Bankruptcy Code, thereby commencing the chapter 11 case (the “*Chapter 11 Case*”) and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”) or in such other authorized jurisdiction and at such time as such Authorized Person executing the petition shall determine; and it is further

RESOLVED, that any Authorized Person be, and hereby is, authorized, empowered, and directed in the name and on behalf of the Company, as sole member of the LLC Subsidiaries, to execute and verify the LLC Subsidiaries’ petitions, all schedules, motions, lists, applications, pleadings, and other documents, and to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, proper, or desirable to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and to take such other actions, as in the judgment of any such Authorized Person shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the LLC Subsidiaries’ chapter 11 cases; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP be, and hereby is, engaged as attorneys to the Company under a general retainer in the Chapter 11 Case, subject to any requisite approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Rothschild Inc. be, and hereby is, engaged to provide financial and investment banking services to the Company in the Chapter 11 Case, subject to any requisite approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Alvarez & Marsal North America, LLC be, and hereby is, engaged to provide restructuring advisory services to the Company in the Chapter 11 Case, subject to any requisite approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Person be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and file, in addition to the petition, all schedules, motions, lists, applications, pleadings, and other documents, and to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, proper, or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Person be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals (including, without limitation, those professionals specifically named herein) in connection with the Chapter 11 Case, on such terms as such Authorized Person deems necessary, appropriate, proper or desirable, with a view to the successful prosecution of such case; and it is further

RESOLVED, that in connection with the conduct of the business and affairs of the Company and the LLC Subsidiaries during the Chapter 11 Case, any Authorized Person be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to negotiate, execute, deliver, enter into, file and/or record any and all of the agreements, instruments, motions, certifications, applications, consents, assignments, and other documents referenced herein and such other agreements, instruments, applications, consents, assignments, and other documents as may be or become required or as such Authorized Person deems appropriate or advisable, and to perform or cause the performance thereof, with the execution, delivery, certification, filing, or recording thereof to constitute evidence of such approval, and to take such other actions as, in such Authorized Person's judgment, shall be or become necessary, appropriate, proper, or desirable or to effectuate the resolutions adopted and matters ratified or approved herein, the consummation of the transactions contemplated hereby, and a successful reorganization of the Company and the LLC Subsidiaries; and it is further

RESOLVED, that in connection with the Chapter 11 Case, each Authorized Person be, and each hereby is, authorized and empowered on behalf and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of (i) a debtor-in-possession credit agreement between the Company, the LLC Subsidiaries and any pertinent affiliates as borrowers or guarantors on the terms and for such amounts as any Authorized Person deems appropriate (collectively, the "**Credit Agreements**"), (ii) any and all agreements or instruments on behalf of the Company, the LLC Subsidiaries and any pertinent affiliates (including, in connection therewith, such notes, security agreements, pledge agreements, mortgages, guarantees, fee letters, bailee letters, collateral access agreements, deposit account control agreements, securities account control agreements, and other agreements or instruments on behalf of the Company, the LLC Subsidiaries and any pertinent affiliates (such other agreements and instruments together with the Credit Agreements being referred to collectively as the "**Financing Documents**")) necessary or advisable in order to consummate the transactions contemplated under the Financing Documents, the performance of the Company and the LLC

Subsidiaries' obligations and grant of security interest contemplated thereby and the guaranty of the obligations thereunder, with such changes to the Financing Documents or additions thereto as the Authorized Person executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution and (iii) any and all amendments, supplements and changes to the Financing Documents as any such Authorized Person executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that in connection with the Chapter 11 Case, (a) the Board authorizes and approves (i) the execution, delivery and performance of a Plan Support Agreement (the "***Plan Support Agreement***"), substantially on the terms of the draft Plan Support Agreement which have been described to the Board and with such changes thereto as the Authorized Person executing the same shall approve, and (ii) any transactions effected or to be effected pursuant to the terms and provisions of the Plan Support Agreement; and (b) any Authorized Person be, and hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of the Plan Support Agreement, as such Authorized Person executing the same considers necessary, appropriate, proper, or desirable to effectuate the transactions contemplated by the Plan Support Agreement and other arrangements necessary, appropriate, proper, or desirable in the interests of the Company and the LLC Subsidiaries in connection with the Chapter 11 Case, such determination to be conclusively evidenced by such execution or taking of such action; and it is further

RESOLVED, that any Authorized Person be, and hereby is, authorized, empowered, and directed in the name and on behalf of the Company, to execute such consents of the Company and the LLC Subsidiaries as such Authorized Person considers necessary, appropriate, proper, or desirable to effectuate these resolutions, such determination to be conclusively evidenced by such execution or taking of such action; and it is further

RESOLVED, that any and all past actions heretofore taken or caused to be taken by any Authorized Person or member of the Board in the name and on behalf of the Company that would be permitted to be taken by the preceding resolutions if such resolutions had been adopted before the time such actions were taken or caused to be taken, and the same are hereby ratified, approved, confirmed, and adopted in all respects.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re** : **Chapter 11**  
:  
**BLOCKBUSTER INC.,** : **Case No. 10-\_\_\_\_\_ (\_\_\_\_\_)**  
:  
: **(Joint Administration Requested)**  
:  
**Debtor.** :  
-----X

**CONSOLIDATED LIST OF 50 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the fifty (50) largest unsecured claims against the above-captioned debtor and its debtor affiliates (collectively, the “**Debtors**”)<sup>1</sup>, all of which simultaneously have commenced chapter 11 cases in this Court. The list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. The list does not include (i) persons who fall within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date.

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B<sup>2</sup> LLC (5219).

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>1</sup></i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE  600 N. Pearl Street Suite 420 Dallas, TX 75201	Attn: Patrick T. Giordano, Vice President  Tel: (214) 922-4408 Fax: (214) 922-4455	Bond Debt	Unliquidated	\$315,121,589.67
TWENTIETH CENTURY FOX HOME ENTERTAINMENT  2121 Avenue of the Stars, 11th FL Los Angeles, CA 90067	Attn: Al Leonard, Sr. VP Credit and Collections  Tel: (310) 369-7289 Fax: (310) 369-3318	Trade Payable - Studio	Unliquidated	\$21,603,028.71
WARNER HOME VIDEO INC  4000 Warner Blvd., Bldg 168 Burbank, CA 91522	Attn: Rohit Patel, VP Credit & Collections  Tel: (818) 977-6086 Fax: (212) 954-7667	Trade Payable - Studio	Unliquidated	\$18,967,976.91
SONY PICTURES HOME ENTERTAINMENT  10202 West Washington Blvd Culver City, CA 90232	Attn: Michael Schillo, VP Credit & Customer Finance  Tel: (310) 244-8596 Fax: (310) 244-0188	Trade Payable - Studio	Unliquidated	\$13,301,107.55
THE WALT DISNEY COMPANY  500 S. Buena Vista St Burbank, CA 91521	Attn: Chuck Moore, Corporate Credit & Collections  Tel: (818) 553-7713 Fax: (818) 560-1765	Trade Payable - Studio	Unliquidated	\$8,577,973.72
UNIVERSAL STUDIOS HOME ENTERTAINMENT  100 Universal City Plaza Universal City, CA 91608	Attn: Craig Kornblau, President  Tel: (818) 777-1000 Fax: (818) 866-3330	Trade Payable - Studio	Unliquidated	\$8,286,890.21

<sup>1</sup> All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
LIONS GATE  2700 Colorado Avenue, Suite 200 Santa Monica, CA 90404	Attn: Wayne Levin, General Counsel  Tel: (310) 449-9200 Fax: (310) 255-3870	Trade Payable - Studio	Unliquidated	\$7,908,719.95
COGNIZANT TECHNOLOGY SOLUTIONS  500 Frank W. Burr Blvd. Teaneck, NJ 07666	Attn: Francisco D'Souza, President & CEO  Tel: (201) 801-0233 Fax: (201) 801 0243	Trade Payable		\$3,071,262.00
SUMMIT ENTERTAINMENT  1601 Cloverfield Blvd. Suite 200 South Tower Santa Monica, CA 90404	Attn: Stephen Nickerson, President  Tel: (310) 255-3070 Fax: (310) 255-3005	Trade Payable - Studio	Unliquidated	\$3,003,223.35
STARZ MEDIA ANCHOR BAY ENTERTAINMENT  2950 N. Hollywood Way 3rd Floor Burbank, CA 91505	Attn: Robert B. Clasen, CEO & President  Tel: (818) 748-4000 Fax: (818) 748-4601	Trade Payable - Studio	Unliquidated	\$2,794,868.16
AT&T  208 S. Akard St. Dallas, TX 75202	Attn: James W. Callaway, SEVP Executive Operations  Tel: (800) 288-7455 Fax: (314) 331-9896	Trade Payable		\$2,732,933.13
INTEGRATED PROCESS TECHNOLOGIES  10 Columbus Blvd. 4th Floor Hartford, CT 06106	Attn: Jim Reavey, CEO  Tel: (860) 466-7400 Fax: (860) 466-7401	Trade Payable		\$1,987,339.22
E1 ENTERTAINMENT US LP  22 Harbor Park Drive Port Washington, NY 11050	Attn: Michael Koch, CEO  Tel: (516) 484-1000 Fax: (516) 484-4746	Trade Payable - Studio	Unliquidated	\$1,849,466.34

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>1</sup></i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
DEVELOPERS DIVERSIFIED REALTY CORP  3300 Enterprise Parkway Beachwood, OH 44122	Attn: Daniel B. Hurwitz, President & CEO  Tel: ( 216) 755-5500 Fax: ( 216) 755-1500	Trade Payable - Rent; Lease Termination Agreement	Unliquidated	\$1,245,523.67
COMPUCOM SYSTEMS INC  7171 Forest Ln. Dallas, TX 75230-2306	Attn: James W. Dixon, President and CEO  Tel: (972) 856-3600 Fax: (972) 265-5395	Trade Payable		\$1,180,613.27
HUGHES ELECTRONICS CORP  11717 Exploration Lane Germantown, MD 20876	Attn: Pradman P. Kaul, President & CEO  Tel: (301) 428-5500 Fax: (301) 428-1868	Trade Payable		\$1,049,332.20
MAGNOLIA PICTURES LLC  2222 S Barrington Ave Los Angeles, CA 90064	Attn: William S. Banowsky Jr., CEO  Tel: (386) 760-8224 Fax: (212) 924-6742	Trade Payable - Studio	Unliquidated	\$832,413.50
SITEL OPERATING CORP  3102 West End Ave. Ste 1000 Nashville, TN 37203	Attn: David E Garner, President, CEO and Director  Tel: (615) 301-7100 Fax: (615) 301-7150	Trade Payable		\$768,190.67
COCA-COLA ENTERPRISES  2500 Windy Ridge Parkway Atlanta, GA 30339	Attn: John F. Brock, CEO  Tel: (770) 989-3000 Fax: (770) 989-3790	Trade Payable	Unliquidated	\$703,412.31
PHASE 4 FILM (USA), LLC  1867 Yonge Street Suite 650 Toronto, ON M4S 1Y5 Canada	Attn: Berry Meyerowitz , President  Tel: (416) 783-8383 Fax: (416) 783-8384	Trade Payable - Studio	Unliquidated	\$698,483.41



<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
STEWART TENANTS CORP.  C/O Douglas Elliman Property Management 655 Third Ave. New York, NY 10017	Attn: Erin Hussein, Property Manager  Tel: (212) 692-8337 Fax: (212) 692-8449	Lease Termination Agreement	Unliquidated	\$518,148.00
IFC (RAINBOW MEDIA ENTERPRISES)  11 Penn Plaza, 18th Floor New York, NY 10001	Attn: Thomas C. Dolan, CEO  Tel: (646) 273-7190 Fax: (646) 273-7250	Trade Payable - Studio	Unliquidated	\$464,509.85
TECHNIMARK INC  180 Commerce Place Asheboro, NC 27203	Attn: Donald Wellington, President  Tel: (336) 498-4171 Fax: (336) 498-7752	Trade Payable	Unliquidated	\$453,404.88
IBM CORPORATION  New Orchard Rd Armonk , NY 10504	Attn: Samuel J Palmisano, Chairman, President and CEO  Tel: (507) 253-1198 Fax: (914) 765-7382	Trade Payable		\$434,021.32
VIACOM  1515 Broadway New York, NY 10036	Attn: Michael D. Fricklas, General Counsel  Tel: (212) 258-6000 Fax: (212) 258-6464	Contract Claim	Unliquidated Contingent	\$405,543.00
REDPRAIRIE CORP  20700 Swenson Drive Waukesha, WI 53186	Attn: Michael Mayoras, CEO  Tel: (877) 733-7724 Fax: (262) 317-2001	Trade Payable		\$394,770.15
BELL, MARY  8626 Inwood Road Dallas, TX 75209	Attn: Bell, Mary  Tel: (601) 237-4715	Severance		\$363,456.00

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
REGENCY CENTERS LP  1 Independent Drive # 114 Jacksonville, FL 32202-5005	Attn: Bruce M. Johnson, Executive Vice President & CFO  Tel: (904) 598-7000 Fax: (904) 634-3428	Trade Payable - Rent	Unliquidated	\$345,396.75
ACXIOM CORPORATION  601 E. 3rd St Little Rock, AR 72201	Attn: John A. Meyer, President, CEO, and Director  Tel: (501) 342-1000 Fax: (501) 342-3913	Trade Payable		\$326,016.98
MERKLE INC  7001 Columbia Gateway Dr. Columbia, MD 21046	Attn: David Williams, CEO  Tel: (443) 542-4000 Fax: (301) 459-8431	Trade Payable	Unliquidated	\$318,154.75
TALEO CORPORATION  4140 Dublin Blvd, Ste 400 Dublin, CA 94568	Attn: Michael Gregoire, President & CEO  Tel: (925) 452-3000 Fax: (925) 452-3001	Trade Payable		\$312,631.28
PARTNERSHIP MARKETING, INC.  14360 Sommerville CT. Midlothian, VA 23113	Attn: Michael Waters, President  Tel: (804) 379-2109 Fax: (804) 897-8935	Trade Payable		\$302,139.86
VIVA PICTURES LLC  1539 Westwood Blvd. Los Angeles, CA 90024	Attn: Victor Elizalde, President  Tel: (310) 709-1175	Trade Payable - Studio		\$300,087.20
BIC MANAGEMENT CORP.  C/O Breder Management Corporation 9861 SW 184 Street Miami, FL 33157	Attn: John Breder, Principal Manager  Tel: (305) 251-1520 Fax: (305) 251-3809	Lease Termination Agreement	Unliquidated	\$300,000.00

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
CIRCLE.COM  4490 Cox Road Glen Allen, VA 23060	Attn: Clive Maclean, CEO  Tel: (804) 968-7400	Trade Payable		\$300,000.00
FIRST LOOK (MILLENNIUM MEDIA SERVICES)  2000 Avenue of the Stars, Suite 410 Los Angeles, CA 90067	Attn: Bill Lee, CEO  Tel: (424) 202-5000 Fax: (424) 202-5001	Trade Payable - Studio	Unliquidated	\$297,940.08
IMAGE ENTERTAINMENT INC  20525 Nordhoff Street, Suite 200 Chatsworth, CA 91311	Attn: Michael Bayer, General Counsel  Tel: (818) 407-9100 Fax: (818) 407-9331	Trade Payable - Studio	Unliquidated	\$264,193.34
FRITO-LAY INC  7701 Legacy Drive Plano, TX 75024-4002	Attn: Marc Kesselman , VP & General Counsel  Tel: (972) 334-7000 Fax: (972) 334-2019	Trade Payable	Unliquidated	\$263,797.80
BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS INC  1981 Marcus Avenue Lake Success, NY 11042	Attn: Richard J. Daly, CEO  Tel: (516) 472-5400 Fax: (201) 714-3506	Trade Payable		\$254,450.59
MOELIS & COMPANY LLC  399 Park Avenue Floor 5 New York, NY 10022-4416	Attn: Kenneth D. Moelis, CEO  Tel: (212) 880-7300 Fax: (212) 880-4260	Trade Payable		\$254,050.02
NCR CORPORATION  3097 Satellite Boulevard Duluth, GA 30096-5810	Attn: Bill Nuti, CEO  Tel: (937) 445-1936 Fax: (937) 445-5541	Trade Payable	Unliquidated	\$216,793.50

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
KRUMHOLZ, STEPHEN  5951 County Road, # 3803 Murchison, TX 75778	Attn: Stephen Krumholz  Tel: (903) 469-3148	Severance		\$199,765.12
LEE, BILL  4529 N. Versailles Avenue Dallas, TX 75205	Attn: Bill Lee  Tel: (214) 520-0686	Severance		\$190,388.00
AUTRONIC PLASTICS INC  29 New York Avenue Westbury, NY 11590	Attn: Michael Lax, President and CEO  Tel: (516) 333-7577 Fax: (516) 333-7695	Trade Payable		\$178,106.00
GENCORP TECHNOLOGIES INC  12770 Merit Drive # 100 Dallas, TX 75251-1267	Attn: Rob Borrego, President & CEO  Tel: (972) 692-0010 Fax: (972) 692-0019	Trade Payable		\$176,040.00
AKAMAI TECHNOLOGIES INC  8 Cambridge Center Cambridge, MA 02142	Attn: Paul L. Sagan, President & CEO  Tel: (617) 444-3000 Fax: (617) 444-3001	Trade Payable		\$171,955.14
STARRETT CITY ASSOCIATES  C/O Grenadier Reality Corp 1230 Pennsylvania Ave. Brooklyn, NY 11239	Attn: Patricia Ferretti, Director of Commercial Leasing  Tel: (718) 240-4175 Fax: (718) 942-2631	Trade Payable - Rent	Unliquidated	\$170,554.33
FRANK N MAGID ASSOCIATES INC  1775 Broadway Ste 1401 New York, NY 10019-1903	Attn: Frank Magid, Owner  Phone: (212) 262-4210 Fax: (212) 262-4210	Trade Payable		\$166,539.97

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
MAYA ENTERTAINMENT GROUP INC  1201 W 5th Street # T210 Los Angeles, CA 90017-2081	Attn: Jeffrey Gonzalez, COO & CFO  Tel: (213) 542-4420	Trade Payable - Studio	Unliquidated	\$164,578.43
GENIUS PRODUCTS  3301 Exposition Blvd., Suite 100 Santa Monica, CA 90404	Attn: Matthew Smith, Senior Vice President  Tel: (310) 401-2200 Fax: (310) 401-2201	Trade Payable - Studio	Unliquidated	\$162,203.85

**DECLARATION CONCERNING CONSOLIDATED  
LIST OF CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: September 23, 2010



By: Roderick J. McDonald  
Title: Vice President, General Counsel, and  
Secretary of Blockbuster Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re** : **Chapter 11**  
:  
**BLOCKBUSTER INC.,** : **Case No. 10-\_\_\_\_\_ (\_\_\_\_\_)**  
:  
: **(Joint Administration Requested)**  
:  
**Debtor.** :  
-----X

**LIST OF CREDITORS**<sup>1</sup>

Contemporaneously herewith, the above-captioned debtor and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”)<sup>2</sup> have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders 1-133, M-137, M-138, and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their lists of creditors to the proposed noticing and claims agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

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<sup>1</sup> The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

<sup>2</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B<sup>2</sup> LLC (5219).

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**In re** : **Chapter 11**  
:  
**BLOCKBUSTER INC., et al.,**<sup>1</sup> : **Case No. 10-\_\_\_\_\_ (\_\_\_)**  
:  
: **(Joint Administration Requested)**  
:  
**Debtors.** :  
-----X

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York and to enable the Judges to evaluate possible disqualifications or recusals, on behalf of Blockbuster Digital Technologies Inc., its parent Blockbuster Inc. and their debtor affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), the undersigned authorized officer certifies the following:

**A. Ownership of the Debtors’ Equity Interests**

**I. Blockbuster Inc. owns 100% of the equity interests in the following Debtor affiliates:**

1. Blockbuster Video Italy, Inc.
2. Blockbuster Canada Inc.
3. Blockbuster International Spain Inc.
4. Blockbuster Investments LLC

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B<sup>2</sup> LLC (5219).



5. Blockbuster Global Services Inc.
6. Blockbuster Gift Card, Inc.
7. Trading Zone Inc
8. Blockbuster Distribution, Inc.
9. Blockbuster Digital Technologies Inc.
10. B<sup>2</sup> LLC
11. Movielink, LLC


**II. Blockbuster Inc. owns 1% of the equity interests in the following Debtor affiliates:**

1. Blockbuster Procurement LP. Remainder held by Blockbuster Distribution Inc.

**B. The Debtors' Ownership of Equity Securities, Partnership Interests, and Joint Venture Interest.**

1. No Debtor directly or indirectly owns 10% or more of any class of equity interests in any corporation whose securities are publicly traded.

Dated: September 23, 2010

  
By: Roderick J. McDonald  
Title: Vice President, General Counsel, and  
Secretary of Blockbuster Inc.