

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:

Creative Loafing, Inc.
CL Charlotte, Inc.
Weekly Planet of Sarasota, Inc.
Weekly Planet, Inc.
Creative Loafing Atlanta, Inc.
CL Chicago, Inc.
CL Washington, Inc.
Washington Free Weekly, Inc.
CL Birmingham, Inc.

Chapter 11
Case No. 8:08-bk-14939-CED [Proposed Lead Case]
Case No. 8:08-bk-14950-CED
Case No. 8:08-bk-14945-CED
Case No. 8:08-bk-14943-CED
Case No. 8:08-bk-14947-CED
Case No. 8:08-bk-14953-CED
Case No. 8:08-bk-14960-CED
Case No. 8:08-bk-14961-CED
Case No. 8:08-bk-14954-CED

Debtors.

(Joint Administration Requested)¹

**EMERGENCY PRELIMINARY HEARING
REQUESTED ON OR BEFORE
OCTOBER 1, 2008**

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS AUTHORIZING USE OF CASH COLLATERAL
AND PROVIDING ADEQUATE PROTECTION**

Debtors, Creative Loafing, Inc. ("CLI"), CL Charlotte, Inc. ("CL Charlotte"), Weekly Planet of Sarasota, Inc. ("WP Sarasota"), Weekly Planet, Inc. ("WP"), Creative Loafing Atlanta, Inc. ("CLA") CL Chicago, Inc. ("CL Chicago"), CL Birmingham, Inc. ("CL Birmingham"), CL Washington, Inc. ("CL Washington"), and Washington Free Weekly, Inc. ("WFW"), as debtors and debtors in possession (collectively the "Debtors"), pursuant to sections 105 and 363 of title 11 of the United States Code, 11 U.S.C. s. 101 *et. seq.* as amended (the "Bankruptcy Code") and

¹ The Debtors have each filed a motion seeking the joint administration of their affiliated chapter 11 cases with the case of *In re Creative Loafing, Inc.*, Case No. 8:08-bk-14939-CED designated as the lead case with the caption as set forth above. As an order of joint administration has not been entered, the Debtors have filed identical motions in each of their respective cases.

Rules 4001(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), move this Court to (1) schedule an immediate preliminary hearing on an emergency basis (the “Preliminary Hearing”) to consider the entry of an interim order, substantially similar to the proposed form of order attached as **Exhibit “A,”** authorizing the Debtors’ immediate use of property that may constitute “cash collateral,” *nunc pro tunc* from September 29, 2008, and providing adequate protection to entities that may have an interest in such property (the “Interim Order”), and (2) schedule a subsequent final hearing at least fifteen (15) days after service of this Motion (the “Final Hearing”) to consider entry of a final order approving all of the relief requested in this Motion (the “Final Order”). In support of this Motion, the Debtors state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. The subject matter of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

PROCEDURAL POSTURE

2. On September 29, 2008 (the “Petition Date”), the Debtors filed their Voluntary Petitions for relief under Chapter 11 of the Bankruptcy Code.

3. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

4. Contemporaneously with filing their Petitions, the Debtors filed a motion requesting that their respective chapter 11 cases be consolidated for procedural purposes and jointly administered under the proposed lead case of CLI and under the style set forth in the caption of this Motion. That motion remains pending as of the date of this Motion.

FACTUAL BACKGROUND

5. Headquartered in Tampa, Florida, CLI and its subsidiaries comprise a multi-media enterprise that publishes six alternative newspapers and operates various internet publications targeting the 18-39 year-old demographic groups in the nation's largest cities. The primary markets served by the Debtors' print publications are Tampa, Atlanta, Chicago, Washington DC, Charlotte, and Sarasota. The Debtors' weekly newspaper circulation is in excess of 425,000 copies. Cumulatively, the Debtors' print publications have a weekly audience of more than 1,000,000 readers, and a customer base of over 1,000 advertisers. The Debtors also own or have rights in a number of internet based publications, including eight internet-based web communities, SelectAlternatives (an online personal ads company), and www.straightdope.com (an online alternative publication). The Debtors' websites reach over 2,000,000 unique visitors monthly.

6. In connection with its business operations, the Debtors' lease several office locations in its major markets, employs roughly 270 people, and use the goods and services of a number of independent contractors and vendors.

7. The Debtors' consolidated annual revenues for its most recent fiscal year end (June 2008) were approximately \$35,000,000.00.

FINANCING RELATIONSHIPS

8. In July 2007, each of the Debtors as borrowers entered into a financing arrangement with Anacapa Funding I, LLC, as agent and lender ("Anacapa"). The transaction with Anacapa was a secured financing facility providing for a term loan in the amount of \$30,000,000.00 (the "Anacapa Facility"). The Anacapa Facility is evidenced by a Loan Agreement dated July 24, 2007 ("Anacapa Loan Agreement") and other documentation. The

Anacapa Loan Agreement contains typical standard and customary terms and conditions for debt and equity financing transactions with hedge funds such as Anacapa.

9. Also in July 2007, each of the Debtors entered into a subordinate financing arrangement with BIA Digital Partners SBIC II, LP (“BIA”) whereby BIA provided “mezzanine” financing of approximately another \$10,000,000.00 on a subordinated secured basis (the “BIA Facility”) under the terms of a Securities Purchase Agreement dated as of July 24, 2007 (the “BIA Loan Agreement”).

10. The Debtors have received certain notifications that some or all rights, interests, and obligations of Anacapa as agent and lender under the Anacapa Facility have been assigned to Atalaya Administrative, LLC as agent and Atalaya Funding II, LP as lender (collectively, “Atalaya”).

11. In connection with the Anacapa Facility and BIA Facility, the Debtors executed security agreements purporting to grant Anacapa and BIA, in their respective capacities as agents, certain liens and security interests in substantially all of the Debtors’ personal property.² Those liens and security interests, if valid and properly perfected, would arguably encumber personal property of the Debtors including accounts, deposit accounts, cash, and cash equivalents that would constitute “cash collateral” as that term is defined in Section 363(a) of the Bankruptcy Code (the “Cash Collateral”).

12. Also in connection with the funding provided under the Anacapa Facility and BIA Facility and in connection with the liens and security interests contemplated under the related security agreements, the Debtors, Anacapa, and Wachovia Bank, N.A. (“Wachovia”) executed a *Primary Deposit Account Control Agreement* with respect to the Anacapa Facility. The Debtors,

² The description of the specific collateral is contained in section 2 of the respective security agreements entered into between the Debtors, Anacapa, and BIA.

BIA, and Wachovia also executed a *Secondary Deposit Account Control Agreement* with respect to the BIA Facility (collectively the “Control Agreements”). The Control Agreements relate to the Debtors primary operating account, “zero balance” accounts, and lockbox account maintained by the Debtors at Wachovia (collectively, the “Wachovia Accounts”).³ Under the Control Agreements, the Debtors have free access to and dispositions of all funds in the Wachovia Accounts. However, the Control Agreements provide that in the event of a default by the Debtors under the Anacapa Facility or the BIA Facility, then either Anacapa or BIA can (by providing specific proper notice) prevent the Debtors from accessing the Wachovia Accounts and/or making any further disbursements from the Wachovia account and could direct the dishonor of checks.

13. In February 2008, citing alleged defaults under the Anacapa Facility and the BIA Facility, the Debtors entered into that certain *Forbearance Agreement and First Amendment to Loan Agreement* with Atalaya, and entered into that certain *Forbearance Agreement and First Amendment to the Securities Purchase Agreement* with BIA (collectively, the “Forbearance Agreements”). Those Forbearance Agreements essentially provide that in consideration for Atalaya and BIA forbearing enforcement of their alleged rights in connection with their respective financing facilities, the Debtors would agree to certain increases in interest rates, fees, loan amounts, and more stringent loan covenants and reporting requirements. During the period of the forbearance, Atalaya has provided the Debtors with correspondence asserting defaults

³ The Debtors maintain a zero balance account for revenues from each publication, as well as for the Debtors’ CLUndressed and online businesses, a payroll account, and a lockbox arrangement at Wachovia. As will be more specifically described in other filings, the Debtors’ cash management system operates through check deposits and credit card payments into the zero balance and lockbox accounts which are then swept daily into the Debtors’ primary account at Wachovia Bank (the “Master Account”). The Master Account at Wachovia is used as the primary operating account and virtually all operating disbursements are made from the Master Account. All of the Wachovia accounts appear to be in the name of the Debtor, Weekly Planet, Inc.

under the Forbearance Agreements and/or the Anacapa Loan Agreement or BIA Loan Agreement. The Debtor has disputed and contested Atalaya's assertions of default.

RELIEF REQUESTED AND GROUNDS FOR RELIEF

14. By this Motion, to avoid immediate and irreparable harm to the Debtors' estates pending the Final Hearing, the Debtors respectfully request (a) an emergency Preliminary Hearing to consider the immediate entry of an Interim Order authorizing the Debtors' limited use of Cash Collateral to the extent needed to avoid immediate and irreparable harm until a subsequent Final Hearing can be conducted to consider the relief requested in this Motion; and (b) a subsequent Final Hearing to consider the full relief requested by this Motion. Pursuant to Bankruptcy Rule 4001 and this Court's Administrative Order TPA- 2005-2, the Debtors provide the following information:

A. Identification of Secured Creditors Asserting an Interest in Cash Collateral

15. As set forth above, the Debtors believe that only Atalaya (as successor agent of lender to Anacapa) and BIA claim perfected and enforceable security interests and liens in the Debtors' personal property that may constitute Cash Collateral by virtue of the Anacapa Facility and the BIA Facility and related security agreements. The Debtor estimates that the amount Atalaya claims it is currently owed is approximately \$30,000,000, and the amount BIA claims it is currently owed is in excess of \$10,000,000.

B. Terms of Use of Cash Collateral, Reporting, and Offer of Adequate Protection

16. The Debtors request this Court's authorization to use the Cash Collateral, including, without limitation, the use of the collections and proceeds from existing accounts receivable and the cash in the Wachovia Accounts.

17. The Debtors propose to provide Atalaya and BIA with written reporting as to the status of their operations, collections, generation of accounts receivable, and disbursements in the same or similar format as has been historically been provided by the Debtors pursuant to the Anacapa Facility and BIA Facility. The Debtors submit that such reporting requirements serve to adequately protect the interests of Atalaya and BIA, especially when coupled with the reporting requirements under the Bankruptcy Code and Bankruptcy Rules (such as monthly operating reports).

18. To provide further adequate protection of the interests of Atalaya and BIA, the Debtor proposes the granting of replacement liens in the Debtors' post-petition cash collateral, notwithstanding the provision of Section 552 of the Bankruptcy Code to the same extent, validity and priority of their respective liens in such Cash Collateral as of the Petition Date.

C. Amount and Types of Cash Collateral as of the Petition Date

19. As of the Petition Date, the Debtors estimate (a) that the Wachovia Accounts hold cash in the aggregate approximate amount of \$564,000.00, (b) that they have collective accounts receivable in the approximate amount of \$2,090,000.00, and (c) that the Debtors hold "Commerce Inventory" having an approximate value of \$264,000.00.⁴ These amounts are presented as estimates as of the date of the filing of this Motion to allow the Debtors to reconcile amounts that may be included in cash or accounts receivable in the Debtors' general ledger but actually represents amounts "in transit."⁵

⁴ "Commerce Inventory" are trade certificates in the form of coupons or vouchers for services or goods received as payment in lieu of cash from the Debtors' advertising customers (i.e., restaurants) which are then resold. The proceeds from the sale of this Commerce Inventory are deposited into the Wachovia Accounts with all other revenues.

⁵ For example, when a sale of advertising is made via credit card by one of the Debtors' sales staff, the sale is immediately recorded in the Debtors' book as an increase to cash. However, such amounts may not be actually paid by the credit card processor and deposited into the Debtors' accounts for two or more days.

D. Purposes for the Use of Cash Collateral and Cash Flow Budget

20. From the date of the Preliminary Hearing through date of a Final Hearing, the Debtors must have access to and authorization to use Cash Collateral in the amounts and for the purposes set forth in the short term cash budget, attached as **Exhibit “B”** to this Motion (the “Budget”). The Budget reflects Debtors’ immediate cash needs for the next several weeks. The use of such Cash Collateral is necessary to avoid immediate and irreparable harm to the Debtors’ estates, in order to maintain business operations and preserve value of all creditors. Among other things, the Debtors propose to use Cash Collateral in accordance with the Budget for payment of necessary payroll, suppliers, and other ordinary business expenses related to their operations. This Motion is filed without prejudice to the Debtors’ right to request further authority to use Cash Collateral in excess of the amounts sought herein.⁶

21. The Debtors request authority to use Cash Collateral immediately to pay the expenses set forth in the Budget as payment of such expenses is necessary to maintain their businesses, to maximize the return on their assets, and to otherwise avoid irreparable harm and injury to their estates. In making this request, the Debtors neither acknowledge nor contest that Atalaya and/or BIA have a valid, perfected security interest in or lien upon any assets of the Debtors.

⁶ The Budget reflects general line items reflecting the projections of the Debtors’ normal operating expenses for the period covered by the Budget. As the Debtors collectively employ 275 people in the production and distribution of its newspapers and the other on-line operations and, as such, payroll is its largest single line item expense, averaging approximately \$575,000 every two weeks. Other operating expenses incurred in the publishing of the Debtors’ newspapers are included in the line item designated in the Budget as “operating expenses”. These operating expenses include distribution costs and payments to freelance writers and independent contractors. The Debtors will provide the Court with a detailed breakdown of the types of expenses included in this category prior to or at the time of any preliminary hearing on this Motion.

**BASIS AND NEED FOR EMERGENCY PRELIMINARY HEARING
AND IMMEDIATE RELIEF**

22. If the Debtors are denied the ability to immediately use Cash Collateral, there will be direct, immediate, and irreparable harm to the Debtors' ability to continue business operations, perform their obligations, and to maximize their assets and distributions to their creditors. Give the Debtors daily cash needs for its continued operations, any delay or denial of access to the cash collateral would, in all likelihood, force the Debtors to cease operations. The primary recoveries of creditors in these cases will derive from the Debtors' value as operating businesses. For those reasons, the Debtors request the Preliminary hearing on an emergency basis and the entry of the Interim Order, to be followed by a Final Hearing to consider entry of the Final Order.

23. A copy of this Motion is being sent to Atalaya and its presumed counsel, BIA and its presumed counsel, Wachovia Bank at the address and to the attention of the designated officer identified in the Control Agreements, and to the parties on the L.B.R. Rule 1007(d) Service Lists for these Chapter 11 cases. Accordingly, the Debtors request that the Court enter an order finding that such notice of this Motion is adequate and sufficient and complies with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court.

WHEREFORE, the Debtors respectfully request that the Court (1) enter an order granting this Motion on an emergency interim basis that (a) authorizes the continued use of Cash Collateral in substantial conformity with the Budget (without prejudice to further requests for authority to use Cash Collateral) and subject to the provisions set forth in this Motion, and (b) grants replacement liens to Atalaya and BIA as adequate protection as described in this Motion, (c) schedules a final hearing in compliance with Fed.R.Bankr.P. 4001 to consider the entry of a final order granting the relief set forth in this Motion, (2) following a Final Hearing, enters a

final order granting the relief requested in this Motion, and (3) grants such other and further relief as the Court deems fair and just under the circumstances.

Dated: September 29, 2008.

/s/ Chad S. Bowen

David S. Jennis

Florida Bar No. 775940

Chad S. Bowen

Florida Bar No. 0138290

Jennis & Bowen, P.L.

400 N. Ashley Dr., Ste. 2540

Tampa, FL 33602

Telephone: (813) 229-1700

Facsimile: (813) 229-1707

cbowen@jennisbowen.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished, by facsimile, electronic service and/or U.S. Mail, postage prepaid to Atalaya Administrative LLC, 623 Fifth Avenue, Suite 200, New York, NY 10022, and its counsel John R. Schneider, Esq., Hunton & Williams LLP, 600 Peachtree Street, N.E., Suite 4100, Bank of America Plaza, Atlanta, GA 30308, Fax (404) 888-4190, and BIA Digital Partners SBIC II LP, Attn: Gregg Johnson and Damien Dovi, 15120 Enterprise Court, Suite 200, Chantilly, VA 20151, Fax (703) 227-9645, and its counsel, T. Richard Giovannelli, Esq., Kennedy Covington Lobdell & Hickman, L.L.P., 214 North Tryon Street, 47th Floor, Charlotte, NC 28202, Fax (704) 353-3184, and Mark J. Wolfson, Esq., Foley & Lardner, LLP, 100 North Tampa Street, Suite 2700, Tampa, FL 33602, Fax (813) 221-4210, and Wachovia Bank, National Association, Mail Code FL 4954, 100 South Ashley Drive, Suite 1000, Tampa, FL 33602, Attn: Kenneth C. Misemer, Fax (813) 276-6454, and United States Trustee, 501 E. Polk St., Ste. 1200, Tampa, FL 33602, to those parties listed on the Court's L.B.R. 1007-2 Parties in Interest List for each Debtor (attached to the original of this Motion only), any parties receiving CM/ECF service on this 29th day of September, 2008.

/s/ Chad S. Bowen

Chad S. Bowen

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:

| | |
|---------------------------------|----------------------------|
| | Chapter 11 |
| Creative Loafing, Inc. | Case No. 8:08-bk-14939-CED |
| CL Charlotte, Inc. | Case No. 8:08-bk-14950-CED |
| Weekly Planet of Sarasota, Inc. | Case No. 8:08-bk-14945-CED |
| Weekly Planet, Inc. | Case No. 8:08-bk-14943-CED |
| Creative Loafing Atlanta, Inc. | Case No. 8:08-bk-14947-CED |
| CL Chicago, Inc. | Case No. 8:08-bk-14953-CED |
| CL Washington, Inc. | Case No. 8:08-bk-14960-CED |
| Washington Free Weekly, Inc. | Case No. 8:08-bk-14961-CED |
| CL Birmingham, Inc. | Case No. 8:08-bk-14954-CED |

Debtors.

**INTERIM ORDER AUTHORIZING DEBTORS' USE OF
CASH COLLATERAL AND GRANTING REPLACEMENT LIENS**

THIS CASE came before the Court for a preliminary hearing on _____
____, 2008 at ___:___ p.m. EST (the "Preliminary Hearing") on the *Debtors' Motions for
Entry of Interim and Final Order Authorizing Use of Cash Collateral, and Granting
Replacement Lien* (Doc. No. _____) (the "Motion") filed by Creative Loafing, Inc. ("CLI"
or "Debtor"), and the related motions filed by CLI's subsidiary debtors in their respective
cases: CL Charlotte, Inc. ("CL Charlotte") in Case No. 8:08-bk-14950-CED, Weekly
Planet of Sarasota, Inc. ("WP Sarasota") in Case No. 8:08-bk-14945-CED, Weekly
Planet, Inc. ("WP") in Case No. 8:08-bk-14943-CED, Creative Loafing Atlanta, Inc.
("CLA") in Case No. 8:08-bk-14947-CED, CL Chicago, Inc. ("CL Chicago") in Case
No. 8:08-bk-14953-CED, CL Washington, Inc. ("CL Washington") in Case No. 8:08-bk-

EXHIBIT "A"

14960-CED, Washington Free Weekly, Inc. (“WFW”) in Case No. 8:08-bk-14961-CED, and CL Birmingham, Inc. (“CL Birmingham”) in Case No. 8:08-bk-14954-CED (collectively, the “Affiliated Debtors”).¹ Through the Motion, the Debtor (1) seeks the entry of an interim order (this “Interim Order”) immediately authorizing their use of property that may constitute “cash collateral” (as that term is defined in 11 U.S.C. § 363(a)) *nunc pro tunc* to the filing date of September 29, 2008, (2) proposes certain adequate protection to entities that may have an interest in such property, and (3) requests that a subsequent final hearing be conducted at least fifteen (15) days after service of the Motion (the “Final Hearing”) to consider entry of a final order approving all of the relief requested in the Motion (the “Final Order”). The Court, having considered the Motion, the arguments and proffers of counsel, the record, and for the reasons stated orally and recorded in open court that shall constitute the Court’s record, finds it appropriate to grant the relief requested.

Accordingly, it is **ORDERED** that:

1. The Motion is **GRANTED**, on an interim basis subject to the terms and conditions set forth below.
2. The Court will conduct the Final Hearing on the Motion on _____ 2008 at _____ .m. At the Final Hearing, the Court may modify some or all of the provisions of this Interim Order. The Debtor is authorized to continue to use

¹ The Debtors have each filed a motion seeking the joint administration of their affiliated chapter 11 cases with Case No. 8:08-bk-14939-CED, requesting that the CLI case be designated as the lead case. As an order of Joint Administration has not been entered, the Debtors have filed identical motions in each of their respective cases, and this Interim Order will correspondingly be entered in each such case.

- Cash Collateral pursuant to the terms of this Interim Order until the entry of the Final Order following the Final Hearing.
3. Subject to the terms and conditions of this Interim Order, the Debtors are authorized *nunc pro tunc* to September 29, 2008, to use cash collateral in substantial compliance with the budget attached as **Exhibit "A"** and incorporated herein.
 4. As adequate protection of their asserted interests in the Debtors' cash collateral, Atalaya Administrative, LLC as agent and Atalaya Funding II, LP as lender (collectively, "Atalaya") and BIA Digital Partners SBIC II, LP ("BIA") are each hereby granted replacement liens to the same extent, validity and priority as existed on the Petition Date, in cash collateral of the Debtors owned as of or acquired after the Petition Date.
 5. As additional adequate protection, the Debtors shall provide Atalaya and BIA with written reporting as to the status of their operations, collections, generation of accounts receivable, and disbursements in the same or similar format as has been historically been provided by the Debtors pursuant to the lending arrangement with Atalaya and BIA, respectively. If requested, the Debtors shall also serve Atalaya and BIA with copies of any monthly operating reports provided to the Office of the United States Trustee pursuant to the Bankruptcy Code and Bankruptcy Rules.
 6. Pending further Order of this Court, the Debtors shall not be required to make any adequate protection payments to Atalaya or BIA; provided however that this

Order is without prejudice to the rights of the Debtors, Atalaya, BIA or any other party in interest with respect to the matters set forth in the Motion.

7. The subject of this Order is a “core” proceeding within the meaning of 28 U.S.C. §157. Notice of the Preliminary Hearing on the Motion was adequate and appropriate under the circumstances of these chapter 11 cases as contemplated by 11U.S.C. §102(l) and Fed.R.Bankr.P. 4001(b)(2).
8. Any use of cash collateral since the Petition Date is hereby authorized pursuant to the applicable provision of Section 363(c) of the Bankruptcy Code and Fed.R.Bankr.P 4001(b)(2) as necessary to avoid immediate and irreparable harm to the estate, and all adequate protection provided for herein is enforceable to the extent of any use of cash collateral by the Debtors pursuant to this Order.

DONE and **ORDERED** in Chambers at Tampa, Florida on _____.

CARYL E. DELANO
United States Bankruptcy Judge

Copies to be provided by CM/ECF service.

Cash Flow Forecast for Creative Loafing Inc. and Affiliated Debtors*

(In Support of Debtors' Emergency Motion For Entry of Interim and Final Orders Authorizing Use of Cash Collateral and Providing Adequate Protection)

| Week Ended | 10/4 | 10/11 | 10/18 | 10/25 |
|----------------------------|-------------|--------------|--------------|--------------|
| Beginning Cash | 564 | 498 | 918 | 859 |
| AR Receipts | 685 | 685 | 685 | 685 |
| Payroll | (581) | | (573) | |
| Benefits | | (95) | | |
| Print Bill Atlanta | | | | (186) |
| Print Bill Charlotte | | | | (83) |
| Print Bill Tampa | | | | (81) |
| Print Bill Sarasota | | | | (13) |
| Print Bill Chicago | (35) | (35) | (35) | (43) |
| Print Bill Washington | | | | (153) |
| Rents | | | | (100) |
| Operating Expenses | (125) | (125) | (125) | (125) |
| Other Working Capital | | | | (50) |
| Capital Expenditures | (10) | (10) | (10) | (10) |
| Principal Payments | | | | |
| Interest payments Atalaya | | | | |
| Interest payments BIA | | | | |
| Ending Cash Forecast | 498 | 918 | 859 | 700 |
| Beginning Accts Receivable | 2,090 | 2,066 | 2,042 | 2,018 |
| Sales | 661 | 661 | 661 | 661 |
| Cash Receipts | (685) | (685) | (685) | (685) |
| Ending Accts Receivable | 2,066 | 2,042 | 2,018 | 1,994 |
| Commerce Inventory | 264 | 264 | 264 | 264 |
| Total Collateral | 2,828 | 3,224 | 3,142 | 2,959 |

* In \$100,000's

EXHIBIT "B"

Label Matrix for local noticing
113A-8
Case 8:08-bk-14939-CED
Middle District of Florida
Tampa
Mon Sep 29 15:45:08 EDT 2008

Creative Loafing, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

United States Bankruptcy Court
Sam M. Gibbons United States Courthouse
801 North Florida Avenue, Suite 555
Tampa, FL 33602-3849

AOL
770 Broadway
New York, NY 10003-9522

AT&T
PO Box 538695
Atlanta, GA 30353-8695

Benjamin A. Eason
576 W. Davis Blvd.
Tampa, FL 33606-4038

CL Birmingham, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Charlotte, Inc.
810 N Howard Avenue
Tampa, FL 33606-1027

CL Chicago, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Washington, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Creative Loafing Atlanta Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Department of Labor and Security
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399-6583

Department of Revenue
PO Box 6668
Tallahassee FL 32314-6668

Desertnet
PO Box 849
Fayetteville, NC 28302-0849

Florida Dept. of Revenue
Office of General Counsel
Bankruptcy Section
P.O. Box 6668
Tallahassee, FL 32314-6668

Hillsborough County Tax Coll
601 E. Kennedy Blvd.
County Center, 14th Floor
Tampa, FL 33602-4156

(p)INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

Mander Capital Group, LLC
Attn: Gurpreet Mander
4420 Turtle Bay
Springfield, IL 62711-7888

Media Management Group
114 West Nelson Avenue
Alexandria, VA 22301-2048

Office of US Attorney
Attn Civil Process Clerk
400 North Tampa St Suite 3200
Tampa FL 33602-4774

Pinpoint Consulting Group
6348 N. Ponderosa Way
Parker, CO 80134-5616

Premiere Global Services
PO Box 404351
Atlanta, GA 30384-4351

Scott Walsey
4825 Rivercliff Drive
Marietta, GA 30067-4663

Technomile
14215 Beddingfield Way
Centreville, VA 20121-5320

United States Trustee - TPA
Timberlake Annex, Suite 1200
501 E Polk Street
Tampa, FL 33602-3949

Washington Free Weekly Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet of Sarasota In
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet, Inc.
810 N Howard Ave
Tampa, FL 33606-1027

David S. Jennis
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Centralized Insolvency Oper.
PO Box 21126
Philadelphia, PA 19114

(d)Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)Weekly Planet, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

| | |
|---------------------|----|
| End of Label Matrix | |
| Mailable recipients | 28 |
| Bypassed recipients | 1 |
| Total | 29 |

Label Matrix for local noticing
 113A-8
 Case 8:08-bk-14943-CED
 Middle District of Florida
 Tampa
 Mon Sep 29 16:23:31 EDT 2008

Aqua Chill
 PO Box 60548
 Saint Petersburg, FL 33784-0548

Boring Business Systems
 PO Box 743
 Lakeland, FL 33802-0743

CL Birmingham, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Charlotte, Inc.
 810 N Howard Avenue
 Tampa, FL 33606-1027

CL Chicago, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Washington, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing Atlanta Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Devon Security Services
 PO Box 538675
 Atlanta, GA 30353-8675

Fayetteville Publishing Co.
 P.O. Box 849
 Fayetteville, NC 28302-0849

First Communications LLC
 PO Box 89463
 Cleveland, OH 44101-6463

Florida Dept. of Revenue
 Office of General Counsel
 Bankruptcy Section
 P.O. Box 6668
 Tallahassee, FL 32314-6668

GE Capital
 PO Box 740423
 Atlanta, GA 30374-0423

(p) INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY OPERATIONS
 PO BOX 21126
 PHILADELPHIA PA 19114-0326

Jan-Pro of Tampa Bay
 6302 E MLK Blvd
 Suite 490
 Tampa, FL 33619-1174

Neopost
 PO Box 45800
 San Francisco, CA 94145-0800

Paetec
 PO Box 1317
 Buffalo, NY 14240-1317

Premiere Global Services
 PO Box 404351
 Atlanta, GA 30384-4351

St. Petersburg Times
 PO Box 112
 Saint Petersburg, FL 33731-0112

Tampa Electric Company
 PO Box 31318
 Tampa, FL 33631-3318

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
 Centralized Insolvency Oper.
 PO Box 21126
 Philadelphia, PA 19114

End of Label Matrix
 Mailable recipients 20
 Bypassed recipients 0
 Total 20

Label Matrix for local noticing
 113A-8
 Case 8:08-bk-14954-CED
 Middle District of Florida
 Tampa
 Mon Sep 29 16:34:59 EDT 2008

Chad S. Bowen
 Jennis & Bowen, P.L.
 400 N Ashley Drive, Suite 2540
 Tampa, FL 33602-4317

CL Birmingham, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Charlotte, Inc.
 810 N Howard Avenue
 Tampa, FL 33606-1027

CL Chicago, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Washington, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing Atlanta Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Caryl E. Delano
 Tampa

Georgia Dept of Revenue
 Att: Carolyn Wilkinson
 Revenue Sect. Supervisor 3
 1800 Century Blvd., Rm 8100
 Atlanta, GA 30345-3206

(p) INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY OPERATIONS
 PO BOX 21126
 PHILADELPHIA PA 19114-0326

David S. Jennis
 Jennis & Bowen, P.L.
 400 N Ashley Drive, Suite 2540
 Tampa, FL 33602-4317

United States Trustee - TPA
 Timberlake Annex, Suite 1200
 501 E Polk Street
 Tampa, FL 33602-3949

Washington Free Weekly Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Weekly Planet of Sarasota In
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Weekly Planet, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
 Centralized Insolvency Oper.
 PO Box 21126
 Philadelphia, PA 19114

End of Label Matrix
 Mailable recipients 15
 Bypassed recipients 0
 Total 15

Label Matrix for local noticing
 113A-8
 Case 8:08-bk-14950-CED
 Middle District of Florida
 Tampa
 Mon Sep 29 16:38:25 EDT 2008

AT&T
 P.O. Box 105262
 Atlanta, GA 30348-5262

CL Birmingham, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Charlotte, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Chicago, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Washington, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing Atlanta Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Caryl E. Delano
 Tampa

Diamond Springs
 P.O. Box 667887
 Charlotte, NC 28266-7887

Duke Energy
 P.O. Box 70516
 Charlotte, NC 28272-0516

Earthlink
 P.O. Box 6452
 Carol Stream, IL 60197-6452

Fayetteville Publishing Co.
 P.O. Box 849
 Fayetteville, NC 28302-0849

Fiber Mills, LLC
 Attn: Noah Lazes
 19401 Old Jetton Rd.
 Suite 101
 Cornelius, NC 28031-6575

First Communications LLC
 PO Box 89463
 Cleveland, OH 44101-6463

(p) INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY OPERATIONS
 PO BOX 21126
 PHILADELPHIA PA 19114-0326

David S. Jennis
 Jennis & Bowen, P.L.
 400 N Ashley Drive, Suite 2540
 Tampa, FL 33602-4317

Mitel Leasing
 P.O. Box 972448
 Dallas, TX 75397-2448

NC Dept of Revenue
 P.O. Box 25000
 Raleigh, NC 27640-0100

NC Employment Sec Commission
 PO Box 25903
 Raleigh, NC 27611-5903

Paetec
 PO Box 1317
 Buffalo, NY 14240-1317

Pitney Bowes
 P.O. Box 856390
 Louisville, KY 40285-6390

Sharp Business Systems
 Dept. AT 40322
 Atlanta, GA 31192-0322

Sonitrol
 815 Wood Ridge Center Dr.
 Charlotte, NC 28217-1908

System 4 of the Carolinas
 13950 Ballantyne Corp Pl.
 Ste 100
 Charlotte, NC 28277-3163

United States Trustee - TPA
 Timberlake Annex, Suite 1200
 501 E Polk Street
 Tampa, FL 33602-3949

Washington Free Weekly Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Weekly Planet of Sarasota In
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Weekly Planet, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

| | | |
|------------------------------|---------------------|----|
| Internal Revenue Service | End of Label Matrix | |
| Centralized Insolvency Oper. | Mailable recipients | 28 |
| PO Box 21126 | Bypassed recipients | 0 |
| Philadelphia, PA 19114 | Total | 28 |

Label Matrix for local noticing
113A-8
Case 8:08-bk-14953-CED
Middle District of Florida
Tampa
Mon Sep 29 16:36:51 EDT 2008

AT&T
P.O. Box 78045
Phoenix, AZ 85062-8045

AT&T
P.O. Box 8100
Aurora, IL 60507-8100

Anderson Pest Solutions
501 W. Lake Street
Suite 204
Elmhurst, IL 60126-1419

Chad S. Bowen
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

CL Birmingham, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Charlotte, Inc.
810 N Howard Avenue
Tampa, FL 33606-1027

CL Chicago, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Washington, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Commonwealth Edison
aka Comed
440 S. LaSalle St..
Chicago, IL 60605-1028

Creative Loafing Atlanta Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Creative Loafing, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Caryl E. Delano
Tampa

Environmental Futures, Inc.
2210 W. Irving Park Rd.
Chicago, IL 60618-3806

Ikon Office Solutions
P.O. Box 802815
Chicago, IL 60680-2815

Illinois Dept of Empl Svcs
P.O. Box 19300
Springfield, IL 62794-9300

Illinois Dept of Revenue
PO Box 19447
Springfield, IL 62794-9447

InStep Ventures LLC
55 E. Monroe, Ste 2710
Chicago, IL 60603-5821

InStep Ventures LLC
Attn: John Kalanik
55 E. Monroe, Ste 2710
Chicago, IL 60603-5821

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

David S. Jennis
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

Journal Sentinel, Inc.
P.O. Box 78932
Milwaukee, WI 53278-0932

Paetec
PO Box 1317
Buffalo, NY 14240-1317

Peoples Gas
130 East Randolph Drive
Chicago, IL 60601-6302

Premiere Gobal Services
PO Box 404351
Atlanta, GA 30384-4351

Sprint
P.O. Box 219100
Kansas City, MO 64121-9100

Sprint - Bankruptcy Group
P.O. Box 172408
Denver, CO 80217-2408

United States Trustee - TPA
Timberlake Annex, Suite 1200
501 E Polk Street
Tampa, FL 33602-3949

Verizon
Bankruptcy Administration
404 Brock Drive
Bloomington, IL 61701-2654

Verizon
P.O. Box 371392
Pittsburgh, PA 15250-7392

Washington Free Weekly Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet of Sarasota In
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Xerox
P.O. Box 802555
Chicago, IL 60680-2555

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

| | | |
|------------------------------|---------------------|----|
| Internal Revenue Service | End of Label Matrix | |
| Centralized Insolvency Oper. | Mailable recipients | 33 |
| PO Box 21126 | Bypassed recipients | 0 |
| Philadelphia, PA 19114 | Total | 33 |

Label Matrix for local noticing
113A-8
Case 8:08-bk-14961-CED
Middle District of Florida
Tampa
Mon Sep 29 16:30:53 EDT 2008

Atlantech Online, Inc.
1010 Wayne Ave. Ste 630
Silver Spring, MD 20910-5620

Chad S. Bowen
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

CL Birmingham, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Charlotte, Inc.
810 N Howard Avenue
Tampa, FL 33606-1027

CL Chicago, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Washington, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Centurion National Corp.
P.O. Box 5133
Capitol Heights, MD 20791-5133

Cognet Communications
P.O. Box 791087
Washington, DC 20007

Comptroller of Maryland
Annapolis, MD 21411-0002

Creative Loafing Atlanta Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Creative Loafing, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

DC Ofc of Tax & Revenue
941 N. Capitol Steet NE
1st Floor
Washington, DC 20002-4259

DC Unemployment Tax
609 H Street NE
Room 367A
Washington, DC 20002-4347

Caryl E. Delano
Tampa

Fayetteville Publishing Co.
P.O. Box 849
Fayetteville, NC 28302-0849

Glancer Properties, LLC
c/o Stout & Teague
P.O. Box 791211
Baltimore, MD 21279-1211

IDS
9901 Business Parkway
Suite J
Lanham, MD 20706-1894

Ikon Office Solutions
P.O. Box 827468
Philadelphia, PA 19182-7468

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

David S. Jennis
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

Paetec
PO Box 1317
Buffalo, NY 14240-1317

Pepco
P.O. Box 4863
Trenton, NJ 08650-4863

Sage Enterprises
1250 4th St. SW
Suite W315
Washington, DC 20024-2317

United States Trustee - TPA
Timberlake Annex, Suite 1200
501 E Polk Street
Tampa, FL 33602-3949

Vector Security
P.O. Box 89462
Cleveland, OH 44101-6462

Verizon
Bankruptcy Administration
404 Brock Drive
Bloomington, IL 61701-2654

Verizon
P.O. Box 660720
Dallas, TX 75266-0720

(p) VIRGINIA DEPARTMENT OF TAXATION
P O BOX 2156
RICHMOND VA 23218-2156

Washington Free Weekly, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet of Sarasota In
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Centralized Insolvency Oper.
PO Box 21126
Philadelphia, PA 19114

Virginia Dept. of Taxation
PO Box 1115
Richmond, VA 23218-1115

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)CL Charlotte, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

| | |
|---------------------|----|
| End of Label Matrix | |
| Mailable recipients | 31 |
| Bypassed recipients | 1 |
| Total | 32 |

Label Matrix for local noticing
 113A-8
 Case 8:08-bk-14947-CED
 Middle District of Florida
 Tampa
 Mon Sep 29 16:26:08 EDT 2008

AT&T
 PO Box 105262
 Atlanta, GA 30348-5262

Alliance Data
 PO Box 628329
 Orlando, FL 32862-8329

Birch Telecom
 PO Box 5149
 Sioux Falls, SD 57117-5149

CL Birmingham, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Charlotte, Inc.
 810 N Howard Avenue
 Tampa, FL 33606-1027

CL Chicago, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Washington, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Fayetteville Publishing Co.
 P.O. Box 849
 Fayetteville, NC 28302-0849

First Communications LLC
 PO Box 89463
 Cleveland, OH 44101-6463

Fontis Water, Inc.
 PO Box 4005
 Marietta, GA 30061-4005

Georgia Dept of Labor
 P.O. Box 740234
 Atlanta, GA 30374-0234

Georgia Dept of Revenue
 P.O. Box 105678
 Atlanta, GA 30348-5678

Georgia Power
 96 Annex
 Atlanta, GA 30396-0001

(p) INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY OPERATIONS
 PO BOX 21126
 PHILADELPHIA PA 19114-0326

Jan Solutions Commercial
 211 Breezeview Court
 Stone Mountain, GA 30087-6342

MX Energy
 PO Box 659583
 San Antonio, TX 78265-9583

Mitel Leasing
 P.O. Box 972448
 Dallas, TX 75397-2448

Paetec
 PO Box 1317
 Buffalo, NY 14240-1317

Service Technologies
 8675 Steeplechase Drive
 Roswell, GA 30076-3589

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
 Centralized Insolvency Oper.
 PO Box 21126
 Philadelphia, PA 19114

End of Label Matrix
 Mailable recipients 20
 Bypassed recipients 0
 Total 20

Label Matrix for local noticing
 113A-8
 Case 8:08-bk-14945-CED
 Middle District of Florida
 Tampa
 Mon Sep 29 16:24:23 EDT 2008

CL Birmingham, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Charlotte, Inc.
 810 N Howard Avenue
 Tampa, FL 33606-1027

CL Chicago, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

CL Washington, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Cleanatron
 PO Box 2338
 Sarasota, FL 34230-2338

Creative Loafing Atlanta Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Creative Loafing, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Fayetteville Publishing Co.
 P.O. Box 849
 Fayetteville, NC 28302-0849

First Communications LLC
 PO Box 89463
 Cleveland, OH 44101-6463

Florida Dept. of Revenue
 Office of General Counsel
 Bankruptcy Section
 P.O. Box 6668
 Tallahassee, FL 32314-6668

Florida Power & Light
 General Mail Facility
 Miami, FL 33188-0001

(p) INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY OPERATIONS
 PO BOX 21126
 PHILADELPHIA PA 19114-0326

Paetec
 PO Box 1317
 Buffalo, NY 14240-1317

Telecove
 PO Box 931843
 Atlanta, GA 31193-1843

Washington Free Weekly Inc
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Waste Management of Sarasota
 PO Box 9001054
 Louisville, KY 40290-1054

Weekly Planet, Inc.
 810 N. Howard Avenue
 Tampa, FL 33606-1027

Zephyrhills Natural Sprin
 PO Box 856680
 Louisville, KY 40285-6680

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
 Centralized Insolvency Oper.
 PO Box 21126
 Philadelphia, PA 19114

End of Label Matrix
 Mailable recipients 18
 Bypassed recipients 0
 Total 18

Label Matrix for local noticing
113A-8
Case 8:08-bk-14960-CED
Middle District of Florida
Tampa
Mon Sep 29 17:47:02 EDT 2008

CL Washington, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

United States Bankruptcy Court
Sam M. Gibbons United States Courthouse
801 North Florida Avenue, Suite 555
Tampa, FL 33602-3849

Atlantech Online, Inc.
1010 Wayne Ave. Ste 630
Silver Spring, MD 20910-5620

CL Birmingham, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

CL Charlotte, Inc.
810 N Howard Avenue
Tampa, FL 33606-1027

CL Chicago, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Centurion National Corp.
P.O. Box 5133
Capitol Heights, MD 20791-5133

Cognet Communications
P.O. Box 791087
Washington, DC 20007

Comptroller of Maryland
Annapolis, MD 21411-0002

Creative Loafing Atlanta Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Creative Loafing, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

DC Ofc of Tax & Revenue
941 N. Capitol Steet NE
1st Floor
Washington, DC 20002-4259

DC Unemployment Tax
609 H Street NE
Room 367A
Washington, DC 20002-4347

Fayetteville Publishing Co.
P.O. Box 849
Fayetteville, NC 28302-0849

Glancer Properties, LLC
c/o Stout & Teague
P.O. Box 791211
Baltimore, MD 21279-1211

IDS
9901 Business Parkway
Suite J
Lanham, MD 20706-1894

Ikon Office Solutions
P.O. Box 827468
Philadelphia, PA 19182-7468

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

Paetec
PO Box 1317
Buffalo, NY 14240-1317

Pepco
P.O. Box 4863
Trenton, NJ 08650-4863

Premiere Gobal Services
PO Box 404351
Atlanta, GA 30384-4351

Sage Enterprises
1250 4th St. SW
Suite W315
Washington, DC 20024-2317

United States Trustee - TPA
Timberlake Annex, Suite 1200
501 E Polk Street
Tampa, FL 33602-3949

Vector Security
P.O. Box 89462
Cleveland, OH 44101-6462

Verizon
Bankruptcy Administration
404 Brock Drive
Bloomington, IL 61701-2654

Verizon
P.O. Box 660720
Dallas, TX 75266-0720

(p) VIRGINIA DEPARTMENT OF TAXATION
P O BOX 2156
RICHMOND VA 23218-2156

Washington Free Weekly Inc
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet of Sarasota In
810 N. Howard Avenue
Tampa, FL 33606-1027

Weekly Planet, Inc.
810 N. Howard Avenue
Tampa, FL 33606-1027

Chad S. Bowen
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

David S. Jennis
Jennis & Bowen, P.L.
400 N Ashley Drive, Suite 2540
Tampa, FL 33602-4317

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Centralized Insolvency Oper.
PO Box 21126
Philadelphia, PA 19114

Virginia Dept. of Taxation
PO Box 1115
Richmond, VA 23218-1115

| | |
|---------------------|----|
| End of Label Matrix | |
| Mailable recipients | 32 |
| Bypassed recipients | 0 |
| Total | 32 |