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

In re:)	
)	
Blockbuster Distribution, Inc.)	Chapter 11
)	
Debtors.)	Case No. 10-14999 (BRL)
)	
)	Jointly Administered Under Case No. 10-14997 (BRL)

DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES

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

**GENERAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMER REGARDING THE DEBTORS' STATEMENTS AND SCHEDULES**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the “*Schedules and Statements*”) filed herewith by Blockbuster Digital Technologies Inc., its parent, Blockbuster Inc., and each of their debtor affiliates, as the debtors and debtors in possession in the above-captioned cases (each a “*Debtor*” and collectively, the “*Debtors*”) pending before the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”), were prepared pursuant to section 521 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) by the Debtors’ management and are unaudited. While the Debtors’ management has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, inadvertent errors or omissions may have occurred. The Schedules and Statements remain subject to further review and verification by the Debtors. The information provided herein, except as otherwise noted, is as of the close of business on September 22, 2010 (the “*Book Closing Date*”). Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and Statements. The Debtors reserve the right, but are not required, to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“*GAAP*”), nor are they intended to be fully reconciled to the financial statements. These General Notes regarding the Debtors’ Schedules and Statements comprise an integral part of the Schedules and Statements filed by the Debtors, and should be referenced in connection with any review of the Schedules and Statements.

The Schedules and Statements have been signed by Tom Kurrikoff, the Senior Vice President of Finance and Treasury of Blockbuster Inc. In reviewing and signing the Schedules and Statements, Mr. Kurrikoff has necessarily relied upon the efforts, statements, and representations of the accounting and non-accounting personnel of the Debtors and their professionals. Mr. Kurrikoff has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

Allocation of Liabilities

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to change the allocation of liability if, and when, additional information becomes available.

Book Value

The Debtors have concluded, in the exercise of their business judgment, that it would be inefficient and costly to obtain current market valuations of their assets. Accordingly, unless otherwise noted, the value each asset and liability reflects the book value of the asset or liability in the Debtors' accounting books and records as of the Book Closing Date. The Debtors reserve their rights to amend or adjust the value of each asset or liability set forth herein.

Cash and Deposit Amounts

All cash on hand and in bank accounts is as of close of the Book Closing Date.

Causes of Action

The Debtors have not set forth all causes of action and counterclaims against third parties (including indemnification rights) as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action, counterclaims, and rights of indemnification that they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action, counterclaims, or indemnification rights.

Claim Description

The Debtors have made reasonable efforts to properly classify each claim as "contingent" ("C"), "unliquidated" ("U"), or "disputed" ("D"). Claim amounts that could not be fairly quantified by the Debtors are scheduled as "undetermined", and with a C, U, and/or D notation, as is deemed appropriate given the individual circumstances. Any failure to designate a claim on the Debtors' Schedules as C, U, and/or D does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules and Statements as to amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent", "unliquidated", or "disputed."

Confidentiality

Addresses of current and former employees of the Debtors are generally not included in the Schedules and Statements. The Debtors will mail any required notice or other documents to the address listed in their books and records for such individuals.

Excluded Assets and Liabilities

The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements such as goodwill, business licenses and permits, de minimis deposits, and certain accrued liabilities including, without limitation, accrued salaries and employee benefits, tax accruals, and accrued accounts payable. In addition, the Debtors have excluded certain liens that the Debtors routinely file against the assets of franchisees pursuant to their franchise agreements. Other immaterial assets and liabilities may also have been excluded.

The Debtors have not set forth executory contracts or franchise agreements as assets in their Schedules and Statements. The Debtors' executory contracts have been set forth in Schedule G.

The Debtors have received authority from the Bankruptcy Court to honor and/or pay certain prepetition claims including, but not limited to, outstanding prepetition wages to current employees, outstanding prepetition taxes, and certain prepetition vendor claims. Accordingly, these liabilities have been or will be satisfied and are not listed in the Schedules and Statements.

Guarantees and Other Secondary Liability Claims

The Debtors have used reasonable efforts to locate and identify guarantees and other secondary liability claims (collectively "*Guarantees*") in each of their executory contracts, unexpired leases, secured financing, debt instruments, and other such agreements. Where such Guarantees have been identified, they have been included in the relevant Schedules D or F for the Debtor or Debtors affected by such Guarantees. The Debtors, however, believe that certain Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve all of their rights, but are not required, to amend the Schedules and Statements to the extent that additional Guarantees are identified.

Insiders

In the circumstances where the Schedules and Statements require information regarding insiders and/or officers and directors, the Debtors have attempted to include therein each of the Debtors' (a) "directors" (or other board appointed persons in similar positions) and (b) employees that may be, or may have been during the relevant period, "officers" (or persons in control). The Debtors have attempted to exclude in such applicable Schedules and Statements information relating to certain of their employees who, despite the title of their position with the Debtors (including without limitation certain employees with the title of "officer," such as the Chief Marketing Officer), are not "officers" of the Debtors as such term is used in the Bankruptcy Code because, among other things, such employees (i) serve or served in a purely administrative and/or ministerial capacity, (ii) were not appointed by the Debtors' board of directors, and/or (iii) do not have or have ever had any material inside information as a result of their employment with the Debtors. The listing of a party as an "insider" is not intended to be, nor should it be construed as, a legal characterization of such party as an "insider" and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Employees have been included in this disclosure for informational purposes only in relation to these chapter 11 cases and should not be deemed to be "insiders" in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority and/or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other

transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

Intercompany Transactions

Prior to the Commencement Date, the Debtors engaged in intercompany transactions resulting in intercompany accounts payable and receivable. These intercompany transactions have been listed as of close of business on August 29, 2010.

Property and Equipment

The Debtors lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission regarding any determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to any such issue.

Recharacterization

The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate assets, liabilities, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' business operations, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

Setoffs

The Debtors routinely incur certain setoffs from customers, suppliers, and landlords in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, refunds, rebates, coop advertising, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are excluded from the Schedules and Statements.

Totals

All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements and exclude items identified as "undetermined". To the extent that there are unknown or undetermined amounts, the actual total may be materially different from the listed total.

Notations to Specific Schedules

Schedule D – Secured Creditors

Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance, of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. In addition, certain of the entities listed on Schedule D may be equipment lessors not secured by property of the estate, but the Debtors have listed these entities on Schedule D, out of an abundance of caution. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes shall be deemed to constitute a modification or interpretation of the terms of such agreements.

Schedule E – Priority Creditors

The Bankruptcy Court entered a first day order granting authority to the Debtors to pay prepetition employee wages and other obligations in the ordinary course (the "***Employee Wages Order***"). Pursuant to the Employee Wage Order, the Debtors believe that, other than claims of certain former and current employees for vacation, personal and/or severance pay, any employee claims for prepetition amounts, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed on Schedule E.

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under 11 U.S.C. § 507. The Debtors reserve their right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim is a prepetition tax claim. The Debtors reserve their right to treat any of these claims as postpetition claims.

Schedule F – Unsecured Non-Priority Claims

The Bankruptcy Court entered a first day order granting authority to honor certain prepetition amounts relating to non-studio critical vendors. Pursuant to these "first day" orders, the Debtors believe that the amounts specified in such orders have been or will be satisfied, and as such have not listed any liabilities due on account of such claims, if any, on Schedule F.

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

The claims of individual creditors for, among other things, merchandise, goods, services, or taxes are listed on the Debtors' books and records and may not reflect credits or allowances due from such creditor. The Debtors reserve all of their rights respecting such credits and allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts.

Schedule G – Executory Contracts and Unexpired Leases

While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G.

The Debtors' franchise agreements often contain several sub-agreements. The listing of the franchise agreement is intended to also incorporate all related sub-agreements.

The Debtors hereby reserve (a) all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and (b) to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, determining or asserting that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

Notations Specific to Statements

Questions 1 & 2: Income

The information provided in response to questions 1 and 2 has been listed as of close of business on August 29, 2010.

Question 3(b): Payments to creditors

Pursuant to question 3(b), the Debtors have included all payments and transfers made to creditors within the 90 days immediately preceding the commencement of the case and have made no attempt to exclude items that were made as cash in advance payments or as retainer fees.

Question 3(c): Intercompany payables

The information regarding intercompany payables in response to question 3(c) has been listed as of close of business on August 29, 2010.

Question 5: Repossessions, foreclosures, and returns

In the ordinary course of business, merchandise is returned to sellers due to, among other things, defects or receipt of incorrect product. Other than those ordinary course items, the Debtors are not aware of any merchandise that has been returned to the seller. The Debtors are not aware of any merchandise that has been repossessed by a creditor, sold at a foreclosure sale, or transferred through a deed within one year immediately preceding the commencement of the Debtors' chapter 11 cases.

Question 8: Losses

The information regarding losses in response to question 8 has been listed as of close of business on August 29, 2010.

Question 11: Closed financial accounts

The information regarding closed financial accounts in response to question 11 has been listed as of close of business on August 29, 2010.

Question 13: Setoffs

The information regarding setoffs in response to question 13 has been listed as of close of business on August 29, 2010. The Debtors believe that pursuant to section 366(c)(4) of the Bankruptcy Code, certain utility providers may have applied prepetition deposits to prepetition obligations. At this time, the Debtors do not have a list of all utility providers that have setoff prepetition deposits.

Question 14: Property held for another person

The information regarding property held for another person in response to question 14 has been listed as of close of business on August 29, 2010.

Question 15: Prior address of debtor

The Debtors have listed all changes of address over the past three years. However, the Debtors have closed several stores in the ordinary course of business. As such, the addresses of such closed stores are not considered prior addresses of the Debtors and have not been listed in response to question 15.

Question 19: Books, records and financial statements

At the end of each of its fiscal quarters, fiscal years, and upon the occurrence of significant events, the Debtors prepared and filed with the Securities and Exchange Commission (the “**SEC**”) Forms 10-K, 10-Q, and 8-K (collectively, the “**SEC Filings**”). The SEC Filings contain financial information relating to the Debtors. Because the SEC Filings are public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC or the Debtors. In addition, the Debtors provide certain parties, such as banks, auditors, potential investors, vendors, and financial advisors, financial statements that may not be part of a public filing. The debtors do not maintain complete lists to track such disclosures. As such, the Debtors have not provided lists of these parties in response to this question.

Question 20: Inventories

The information regarding inventories in response to question 20 has been listed as of close of business on August 29, 2010.

United States Bankruptcy Court

Southern District Of New York

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property		1	\$ 0.00		
B - Personal Property		5	\$ 502,560.00 + Undetermined Amounts		
C - Property Claimed as Exempt		1			
D - Creditors Holding Secured Claims		1		\$ 0.00 + Undetermined Amounts	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)		10		\$ 0.00 + Undetermined Amounts	
F - Creditors Holding Unsecured Nonpriority Claims		4		\$ 0.00 + Undetermined Amounts	
G - Executory Contracts and Unexpired Leases		1			
H - Codebtors		4			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		27	\$ 502,560.00 + Undetermined Amounts	\$ 0.00 + Undetermined Amounts	

B6A (Official Form 6A) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE A – REAL PROPERTY

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

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

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

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

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

Total ► \$ 0.00

(Report also on Summary of Schedules.)

B6B (Official Form 6B) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE B – PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person’s name and address under “Description and Location of Property.” If the property is being held for a minor child, simply state the child’s initials and the name and address of the child’s parent or guardian, such as “A.B., a minor child, by John Doe, guardian.” Do not disclose the child’s name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR’S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attached Rider		Undetermined
10. Annuities. Itemize and name each issuer.	X			

B6B (Official Form 6B) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE B – PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		99% ownership interest in Blockbuster Procurement LP		Undetermined
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

B6B (Official Form 6B) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE B – PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

B6B (Official Form 6B) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE B – PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.		Intercompany Receivable		\$502,560

3 continuation sheets attached Total ►

\$ 502,560.00
+ Undetermined Amounts

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

In Re: Blockbuster Distribution, Inc.

**SCHEDULE B - PERSONAL PROPERTY
Rider B9 - Interest in Insurance Policies**

Insurance Carrier	Type of Insurance	Policy No.	Net Book Value
ACE American Ins Co.	Excess Umbrella (\$25mm xs \$50mm)	XCPG24901373	Undetermined
ACE Bermuda Insurance, LTD	Punitive Damages Excess Liability	10584U09	Undetermined
AIG Cat Excess Liability	Punitive Damages Excess Liability	10583U09	Undetermined
AIG Life Insurance Company	Business Travel Accident	GTP 8069282	Undetermined
Allied World Assurance Company	Excess Fiduciary Liability (\$15mm xs \$10mm)	03050604	Undetermined
Allied World National Assurance Company	Excess Directors and Officers (\$10mm xs \$60mm)	3059056	Undetermined
American Home Assurance	Guam GL	800269233	Undetermined
American Home Assurance	Guam Foreign Voluntary WC	8354357	Undetermined
American International Specialty Lines Insurance Co.	Errors & Omissions	013176894	Undetermined
Arch Ins. Co. thru International Aerospace	Aviation - Non-Owned	11NOA5917402	Undetermined
Arch Insurance Company	Property All Risk (1st Layer)	ESP004038300	Undetermined
Aspen Specialty Insurance Co.	Property All Risk (2nd Layer)	PXA7DC410	Undetermined
Beazley UK (Lloyds of London)	Excess Directors and Officers (\$15mm xs \$15mm)	B066477197A10	Undetermined
Chubb Atlantic Indemnity LTD	Punitive Damages Excess Liability	33101759	Undetermined
Columbia Casualty Company	Excess Errors & Omissions	287175561	Undetermined
Commerce and Industry Ins. Co.	Automobile Liability-MA	CA6647289	Undetermined
Endurance American Insurance Co.	Excess Directors and Officers (\$10mm xs \$50mm)	ADX10002269800	Undetermined
Endurance American Specialty Insurance Co.	Property All Risk (2nd Layer)	CPN10002264300	Undetermined
Federal Insurance Company	Excess Umbrella (\$25mm xs \$75mm)	79877957	Undetermined
Great American Insurance Co.	Crime	SAA234627801	Undetermined
Great American Insurance Company	Commercial Blanket Bond	SAA234627801	Undetermined
HCC Specialty Insurance Company	Fiduciary Liability	14SMG09A5316	Undetermined
HCC Specialty Insurance Company	Excess Directors and Officers (\$10mm xs \$40mm)	14SMG09A5315	Undetermined
Homeland Insurance Company	Property All Risk (4th Layer)	YSP3267	Undetermined
Illinois National Ins. Co.	OH Employers Liability	WC0910533	Undetermined
Illinois National Ins. Co.	FL Workers Compensation	WC4289224	Undetermined
Insurance Co. of the State of PA	Automobile Liability-VA	CA6647290	Undetermined
Insurance Co. of the State of PA	AOS Automobile Liability	CA6647291	Undetermined
Insurance Co. of the State of PA	General Liability	GL6506380	Undetermined
Insurance Co. of the State of PA	CA Workers Compensation	WC4289225	Undetermined
Insurance Co. of the State of PA	OR Workers Compensation	WC4289226	Undetermined
Insurance Co. of the State of PA	AOS Workers Compensation	WC4289228	Undetermined
Lloyds of London	Property All Risk (1st Layer)	B0595NOIH393170	Undetermined
Lloyds of London	Property All Risk (3rd Layer)	GEP8838	Undetermined
Maiden Specialty Insurance Company	Property All Risk (3rd Layer)	S2LPY0061400S	Undetermined
National Union Fire Ins. Co.	Umbrella (\$50mm)	2741468	Undetermined
National Union Fire Ins. Co.	ND/NY/WA/WI/WY Workers Compensation	WC4289227	Undetermined
New Hampshire Insurance Co.	TX Workers Compensation	WC4289223	Undetermined
NUFIC (AIG)	Special Risk	6478357	Undetermined
Old Republic Insurance Company	Excess Directors and Officers (\$10mm xs \$90mm)	CUG33384	Undetermined
RSUI Indemnity Company	Property All Risk (4th Layer)	NHD368821	Undetermined
U. S. Specialty Insurance Company (HCC)	Directors & Officers Liability	14MGU10A22155	Undetermined
US Specialty Insurance Company	Directors & Officers Debtor in Possession Program	14MGU10A22156	Undetermined
XL Specialty Insurance Co.	Excess Directors and Officers (\$20mm xs \$70mm)	ELU11855710	Undetermined
Zurich	FOS Master GL UK, DM, IT,IR	7047017	Undetermined
Zurich	Excess Directors and Officers (\$10mm xs \$30mm)	DOC672468100	Undetermined
Zurich North America	Master GL and Foreign GL	CGL399514403	Undetermined
Zurich North America	Foreign Voluntary WC/EL	WC399514303	Undetermined

B6C (Official Form 6C) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(If known)

SCHEDULE C – PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
NONE			

B6D (Official Form 6D) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292		GUARANTY - 11.75% SENIOR SECURED NOTES VALUE \$ Undetermined	X	X		Undetermined	Undetermined
ACCOUNT NO. US BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292		UCC LIEN CLAIM(S) VALUE \$ Undetermined	X	X	X	Undetermined	Undetermined
ACCOUNT NO.		 VALUE \$					
Subtotal ► (Total of this page)						\$ 0.00	\$0.00
Total ► (Use only on last page)						\$ 0.00 + Undetermined Amounts	\$0.00 + Undetermined Amounts

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

8 continuation sheets attached

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
ALASKA DEPARTMENT OF REVENUE TAX DIVISION P. O. BOX 110420 JUNEAU, AK 99811-0420				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
ARIZONA DEPARTMENT OF REVENUE P.O. BOX 29079 PHOENIX, AZ 85038-9079				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
COLORADO DEPARTMENT OF REVENUE P.O. BOX 6 DENVER, CO 80261-0006				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
COMPTROLLER OF PUBLIC ACCOUNTS P.O. BOX 149348 AUSTIN, TX 78714-9348				X	X	X			
Sheet no. <u>1</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ▶ (Totals of this page)									
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. DEPARTMENT OF THE TREASURY - INTERNAL REVENUE SERVICE OGDEN, UT 84201-0005			FEDERAL UNEMPLOYMENT TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. DEPARTMENT OF THE TREASURY - INTERNAL REVENUE SERVICE OGDEN, UT 84201-0005			FEDERAL EMPLOYMENT TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. FLORIDA DEPARTMENT OF REVENUE 5050 W TENNESSEE STREET TALLAHASSEE, FL 32399-0135			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. FRANCHISE TAX BOARD P.O. BOX 942857 SACRAMENTO, CA 94257-0500			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Sheet no. <u>2</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ▶ (Totals of this page)									
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. HAWAII DEPARTMENT OF TAXATION P.O. BOX 1530 HONOLULU, HI 96806-1530			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. IDAHO STATE TAX COMMISSION P.O. BOX 56 BOISE, ID 83756-0056			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. ILLINOIS DEPARTMENT OF REVENUE P. O. BOX 19008 SPRINGFIELD, IL 62794-9008			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE OGDEN, UT 84201-0012			FEDERAL INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Sheet no. <u>3</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ► (Totals of this page)									
Total ► (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. KANSAS DEPARTMENT OF REVENUE CORPORATE INCOME TAX 915 SW HARRISON STREET TOPEKA, KS 66699-4000			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. KENTUCKY DEPARTMENT OF REVENUE 200 FAIR OAKS LANE FRANKFORT, KY 40620			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. MAINE REVENUE SERVICES P.O. BOX 1062 AUGUSTA, ME 04332-1062			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. MICHIGAN DEPARTMENT OF TREASURY 7285 PARSONS DR. DIMONDALE, MI 48821			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Sheet no. <u>4</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ► (Totals of this page)									
Total ► (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. MINNESOTA REVENUE MAIL STATION 1260 ST. PAUL, MN 55145-1260			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. MISSOURI DEPARTMENT OF REVENUE P. O. BOX 3365 JEFFERSON CITY, MO 65105-3365			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. MONTANA DEPARTMENT OF REVENUE P.O. BOX 8021 HELENA, MT 59604-8021			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. NEBRASKA DEPT OF REVENUE P.O. BOX 94818 LINCOLN, NE 68509-4818			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Sheet no. <u>5</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ▶ (Totals of this page)									
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
NH DEPT OF REVENUE ADMINISTRATION DOCUMENT PROCESSING DIVISION PO BOX 1265 CONCORD, NH 03302-1265				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
NORTH DAKOTA OFFICE OF STATE TAX COMMISSIONER 600 E. BOULEVARD AVE DEPT 127 BISMARCK, ND 58505-0599				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
OKLAHOMA WITHHOLDING TAX DIVISION 2501 NORTH LINCOLN BOULEVARD OKLAHOMA CITY, OK 73194-0010				X	X	X			
Account No.			STATE INCOME TAX				Undetermined	Undetermined	Undetermined
OREGON DEPT OF REVENUE P.O. BOX 14790 SALEM, OR 97309-0960				X	X	X			
Sheet no. <u>6</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ► (Totals of this page)									
Total ► (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. SC DEPARTMENT OF REVENUE CORPORATION COLUMBIA, SC 29214-0006			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. TEXAS TEXAS EMPLOYMENT COMMISSION 101 EAST 15TH STREET AUSTIN, TX 78778-0001			STATE UNEMPLOYMENT INSURANCE TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. UTAH STATE TAX COMMISSION 210 N 1950 W SALT LAKE CITY, UT 84134-0180			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. VERMONT DEPARTMENT OF TAXES 109 STATE STREET MONTPELIER, VT 05609-1401			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Sheet no. <u>7</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ▶ (Totals of this page)									
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B6E (Official Form 6E) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. VIRGINIA DEPARTMENT OF TAXATION P.O. BOX 1500 RICHMOND, VA 23218-1500			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. WISCONSIN DEPARTMENT OF REVENUE P.O. BOX 8908 MADISON, WI 53708-8908			STATE INCOME TAX	X	X	X	Undetermined	Undetermined	Undetermined
Account No. 									
Account No. 									
Sheet no. <u>8</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims	Subtotals ▶ (Totals of this page)						\$ 0.00	\$ 0.00	\$ 0.00
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)						\$ 0.00 + Undetermined Amounts			
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$ 0.00 + Undetermined Amounts	\$ 0.00 + Undetermined Amounts	

B6F (Official Form 6F) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. B2 LLC 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER CANADA INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER DIGITAL TECHNOLOGIES INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER GIFT CARD, INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
Subtotal ▶							\$ 0.00
Total ▶							\$

3 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. BLOCKBUSTER GLOBAL SERVICES INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER INTERNATIONAL SPAIN INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER INVESTMENTS LLC 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BLOCKBUSTER PROCUREMENT LP 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
Subtotal ►							\$ 0.00
Total ►							\$

Sheet no. 1 of 3 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. BLOCKBUSTER VIDEO ITALY, INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. BV REALTY PARTNERS, L.P. A TEXAS L.P. 9595 WILSHIRE BLVD., SUITE #710 BEVERLY HILLS, CA 90212			REAL PROPERTY LEASE - POTENTIAL CLAIM ARISING FROM LEASED PROPERTY - STORE NO. 89120	X	X	X	Undetermined
ACCOUNT NO. CBS OPERATIONS INC. (FKA VIACOM INTERNATIONAL INC.) 51 W. 52ND STREET NEW YORK, NY 10019-6188			CONTINGENT CONTRACT CLAIM	X	X	X	Undetermined
ACCOUNT NO. MOVIELINK, LLC 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
Subtotal ▶							\$ 0.00
Total ▶							\$

Sheet no. 2 of 3 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (04/10) – Cont.

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201			GUARANTY - 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO. TRADING ZONE INC. 1201 ELM ST DALLAS, TX 75270	X		CODEBTOR OBLIGATION - RELATED TO GUARANTEE ON 11.75% SENIOR SECURED NOTES AND 9% SENIOR SUBORDINATED NOTES	X	X		Undetermined
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal ▶							\$ 0.00
Total ▶							\$ 0.00
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							+ Undetermined Amounts

B6G (Official Form 6G) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</p>
<p>BV REALTY PARTNERS, L.P. A TEXAS L.P. 9595 WILSHIRE BLVD., SUITE #710 BEVERLY HILLS, CA 90212</p>	<p>REAL PROPERTY LEASE - STORE NO. 89120 LEASE END DATE: 12/31/2012</p>
<p>THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201</p>	<p>FINANCE AGREEMENT (SECURED LENDERS, BONDS, MORTGAGES, ETC.) GUARANTOR TO THE INDENTURE - 9% SENIOR SUBORDINATED NOTES DUE 2012 CONTRACT START DATE: 08/20/2004</p>
<p>US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292</p>	<p>FINANCE AGREEMENT (SECURED LENDERS, BONDS, MORTGAGES, ETC.) GUARANTOR TO THE INDENTURE - 11.75% SENIOR SECURED NOTES DUE 2014 CONTRACT START DATE: 10/01/2009</p>

B6H (Official Form 6H) (04/10)

In re Blockbuster Distribution, Inc.,
Debtor

Case No. 10-14999 (BRL)
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SEE ATTACHED RIDER	

In re: **Blockbuster Distribution, Inc.**

Schedule H - Codebtor Rider

Name and Address of Codebtor	Name and Address of Creditor
BLOCKBUSTER INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER CANADA INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER DIGITAL TECHNOLOGIES INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER GIFT CARD, INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER GLOBAL SERVICES INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER INTERNATIONAL SPAIN INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER PROCUREMENT LP 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER VIDEO ITALY, INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
MOVIELINK, LLC 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201

In re: Blockbuster Distribution, Inc.

Schedule H - Codebtor Rider

Name and Address of Codebtor	Name and Address of Creditor
BLOCKBUSTER INVESTMENTS LLC 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
TRADING ZONE INC. 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
B ² LLC 1201 ELM ST DALLAS, TX 75270	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS TRUSTEE ATTN CORPORATE TRUST 2001 BRYAN ST 10TH FLOOR (8TH FLOOR) DALLAS, TX 75201
BLOCKBUSTER INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER CANADA INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER DIGITAL TECHNOLOGIES INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER GIFT CARD, INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER GLOBAL SERVICES INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER INTERNATIONAL SPAIN INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER PROCUREMENT LP 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292

In re: **Blockbuster Distribution, Inc.**

Schedule H - Codebtor Rider

Name and Address of Codebtor	Name and Address of Creditor
BLOCKBUSTER VIDEO ITALY, INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
MOVIELINK, LLC 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
BLOCKBUSTER INVESTMENTS LLC 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
TRADING ZONE INC. 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
B ² LLC 1201 ELM ST DALLAS, TX 75270	US BANK NATIONAL ASSOCIATION AS TRUSTEE ATTN BLOCKBUSTER INC. ADMINISTRATOR 60 LIVINGSTON AVE EP-MN-WS3C ST PAUL, MN 55107-2292
CBS OPERATIONS INC. (FKA VIACOM INTERNATIONAL INC.) 51 W. 52ND STREET NEW YORK, NY 10019-6188	VANTAGE #7, INC. 2911 TURTLE CREEK BOULEVARD, SUITE 500 DALLAS, TX 75219

In re Blockbuster Distribution, Inc.
Debtor (if known)

Case No. 10-14999 (BRL)
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

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:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

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.

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

I, the _____ SVP, Finance & Treasurer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the _____ corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/21/2010

Signature: /s/ Thomas Kurrikoff

Thomas Kurrikoff, SVP, Finance & Treasurer
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

General Information

Case Name	BB Liquidating Inc.
Docket Number	1:10-bk-14997
Court	United States Bankruptcy Court for the Southern District of New York
Primary Date	2010-09-23 00:00:00
Related Opinion(s)	441 B.R. 239; 2011 BL 78536