

UNITED STATES BANKRUPTCY COURT District of <u>Delaware</u>						VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>FriendFinder Networks Inc.</b>				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Penthouse Media Group Inc.</b>				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>13-3750988</b>				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): <b>6800 Broken Sound Parkway NW Suite 200 Boca Raton, FL</b> <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE 33487</span>				Street Address of Joint Debtor (No. and Street, City, and State): <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>			
County of Residence or of the Principal Place of Business: <b>Palm Beach County</b>				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):  <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>				Mailing Address of Joint Debtor (if different from street address):  <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>			
Location of Principal Assets of Business Debtor (if different from street address above):  <span style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</span>							
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13         </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding         </div> </div>			
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."         </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts         </div> </div>			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.							THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000							
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): FriendFinder Networks Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<div style="text-align: center;"><b>Exhibit A</b></div> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<div style="text-align: center;"><b>Exhibit B</b></div> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): FriendFinder Networks Inc.
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X _____          Signature of Attorney for Debtor(s)  <u>Dennis A. Meloro</u>          Printed Name of Attorney for Debtor(s)  <u>Greenberg Traurig, LLP</u>          Firm Name  <u>The Nemours Building</u>  <u>1007 North Orange Street, Suite 1200</u>  <u>Wilmington, Delaware 19801</u>          Address  <u>(302) 661-7000</u>          Telephone Number  <u>September 17, 2013</u>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          Signature</p> <p>_____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Authorized Individual  <u>Anthony Previte</u>          Printed Name of Authorized Individual  <u>President and Chief Executive Officer</u>          Title of Authorized Individual  <u>September 17, 2013</u>          Date</p>	

## **SCHEDULE 1**

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the “Debtors”), that filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, contemporaneously with the filing of this petition. The Debtors filed a motion requesting joint administration.

1. Argus Payments Inc.
2. Big Island Technology Group, Inc.
3. Blue Hen Group Inc.
4. Confirm ID, Inc.
5. Danni Ashe, Inc.
6. Fastcupid, Inc.
7. Fierce Wombat Games Inc.
8. FriendFinder California Inc.
9. FriendFinder Networks Inc.
10. FRIENDFINDER VENTURES INC.
11. FRNK Technology Group
12. General Media Art Holding, Inc.
13. General Media Communications, Inc.
14. General Media Entertainment, Inc.
15. Global Alphabet, Inc.
16. GMCI Internet Operations, Inc.
17. GMI On-Line Ventures, Ltd.
18. Interactive Network, Inc.
19. Magnolia Blossom Inc.
20. Medley.com Incorporated
21. NAFT NEWS CORPORATION
22. Penthouse Digital Media Productions Inc.
23. Penthouse Images Acquisitions, Ltd.
24. PerfectMatch Inc.
25. Playtime Gaming Inc.
26. PMGI Holdings Inc.
27. PPM Technology Group, Inc.
28. Pure Entertainment Telecommunications, Inc.
29. Sharkfish, Inc.
30. Snapshot Productions, LLC
31. Streamray Inc.
32. Streamray Studios Inc.
33. Tan Door Media Inc.
34. Traffic Cat, Inc.
35. Transbloom, Inc.
36. Various, Inc.
37. Video Bliss, Inc.

- 38.** West Coast Facilities Inc.
- 39.** XVHUB Group Inc.

B 1A (Official Form 1, Exhibit A) (9/97)

*[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

**United States Bankruptcy Court  
District of Delaware**

In re FriendFinder Networks Inc.

Debtor(s)

Case No.  
Chapter11

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number 001-34622.

2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2013.

a. Total assets on a consolidated basis \$ 465,301,000

b. Total debts on a consolidated basis (including debts listed in 2.c., below) \$ 661,967,000

c. Debt securities held by more than 500 holders:

Approximate  
number of  
holders:

secured ☐ unsecured ☐ subordinated ☐

\$ \_\_\_\_\_

secured ☐ unsecured ☐ subordinated ☐

\$ \_\_\_\_\_

secured ☐ unsecured ☐ subordinated ☐

\$ \_\_\_\_\_

secured ☐ unsecured ☐ subordinated ☐

\$ \_\_\_\_\_

d. Number of shares of preferred stock

22,500,000 shares  
authorized

No shares issued and  
outstanding.

e. Number of shares common stock

112,500,000 shares  
authorized

32,827,761 shares issued  
and outstanding

Comments, if any:

3. Brief description of Debtor's business: The debtor, together with its subsidiaries, is an internet and technology company providing services in the social networking and web-based video sharing markets, and is also engaged in entertainment activities consisting of publishing, licensing and studio production and distribution.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Absolute Income Fund, L.P.

Andrew B. Conru Trust Agreement

Anthony R. Bobulinski

Daniel C. Staton

Global Investment Ventures LLC

Mapstead Trust

Marc H. Bell

Staton Family Investments, Ltd.

Staton Family Perpetual Trust

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS  
OF  
FRIENDFINDER NETWORKS INC.**

**(a Nevada corporation)**

A special meeting of the board of directors (the "Board") of FriendFinder Networks Inc. (f/k/a Penthouse Media Group Inc.), a Nevada corporation (the "Company"), was duly called, noticed and held on September 16, 2013, at which the following resolutions of the Board were adopted:

WHEREAS, the Board has considered the financial and operational aspects of the business of the Company and has reviewed the current financial condition and status of the Company;

WHEREAS, one or more members of the Board may have a financial interest in the transactions contemplated by these resolutions; and

WHEREAS, the material facts and circumstances relating to the financial interest have been disclosed and are known to the Board.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company and its constituents that a petition be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, FURTHER, that the Chief Executive Officer and Chief Financial Officer of the Company (each, an "Officer" and collectively, the "Officers"), are hereby authorized, empowered, and directed acting unanimously to file with the Bankruptcy Court, on behalf of the Company, at such time hereafter as any of them determine, a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code;

RESOLVED, FURTHER, that the Officers be, and each of them hereby is, authorized and empowered acting unanimously to obtain post-petition financing and/or use cash collateral according to terms which may be negotiated by the management of the Company, and to enter into any debtor-in-possession financing facilities, guarantees, or other related documents and to pledge and grant liens on the assets of the Company or provide adequate protection as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the Officers are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents, whether consented to or contested by the Company's existing lenders;

RESOLVED, FURTHER, that the Officers are hereby authorized, empowered and directed, on behalf of the Company, to retain the law firm of Greenberg Traurig, LLP, as bankruptcy counsel for general legal advice, and in the event that the Company files a voluntary

bankruptcy petition for reorganization, or in the event that an involuntary bankruptcy petition is filed against the Company, is hereby authorized to retain Greenberg Traurig, LLP in connection with the services and actions contemplated hereby;

RESOLVED, FURTHER, that the Officers are hereby authorized, empowered and directed, on behalf of the Company, to retain the law firm of Akerman Senterfitt, as special counsel and conflicts counsel for the Company;

RESOLVED, FURTHER, that the Officers are hereby authorized, empowered and directed, on behalf of the Company, to retain SSG Capital Advisors, LLC, as the financial advisor for the Company;

RESOLVED, FURTHER, that the Officers be, and hereby are, authorized to employ any other professional necessary to assist the Company in carrying out their respective duties under the Bankruptcy Code or otherwise, and in connection therewith, the Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professional, as necessary, and on such terms as are deemed necessary, desirable, and proper by the management of the Company, and to the extent that any such Officer or director of the Company (each, a "Director") has taken any action in furtherance of the retention of any professional, including, without limitation, the payment of any retainer, prior to the date of these resolutions, such action is hereby ratified, confirmed and approved in all respects;

RESOLVED, FURTHER, that a plan of reorganization (a "Plan") implementing the Transaction Support Agreement, by and among Interactive Network, Inc., a Nevada corporation, and the Company, as issuers (the "Issuers"), and certain affiliates of the Issuers as guarantors (the "Guarantors"), and certain creditors and equity holders of the Issuers and/or the Guarantors, and all Exhibits and/or Schedules thereto, including, without limitation, the Plan Term Sheet attached thereto as "Exhibit A" (the "Transaction Support Agreement"), be and hereby is adopted, authorized, and approved, for and on behalf of the Company, in such form and with such additional changes or amendments to the terms, conditions or other provisions thereof as the Officers acting together may have approved, the execution and delivery of which shall be conclusive evidence of proper adoption, authorization, and approval thereof as contemplated by these resolutions;

RESOLVED, FURTHER, that any guarantee made by a subsidiary of the Company, of an obligation of such subsidiary's parent, pursuant to a Plan, is hereby authorized and approved by the Company, in its capacity as the sole shareholder of each such subsidiary;

RESOLVED, FURTHER, that any guarantee made by a subsidiary of the Company pursuant to a Plan, is hereby authorized and approved by the Company, in its capacity as the sole shareholder of each such subsidiary;

RESOLVED, FURTHER, that the execution, delivery, filing and implementation of a Plan and all other documents necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, by the Company, is hereby authorized and approved;

RESOLVED, FURTHER, that the Officers are each hereby authorized, empowered, and directed, for and on behalf of the Company, to execute, deliver, file and implement a Plan and all other documents necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, and the execution of such documents shall be conclusive evidence of the necessity or desirability thereof;

RESOLVED, FURTHER, that the Officers are each hereby authorized, empowered, and directed, for and on behalf of the Company to take all actions as they shall deem necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, including, without limitation, opening of new deposit accounts as a debtor-in-possession under the Bankruptcy Code, soliciting votes on a Plan subject to the approval of the Bankruptcy Court, and taking of such actions shall be conclusive evidence of the necessity or desirability thereof;

RESOLVED, FURTHER, that, from and after the filing by the Company of a Chapter 11 bankruptcy petition, the Officers are hereby authorized to make or cause to be made all filings and declarations as determined by any of them to be in the best interests of the bankruptcy estate of the Company and the creditors and equity holders of the Company; provided, that actions taken in the ordinary course of business taking into account any pending chapter 11 case can be made or caused to be made by any officer of the Company;

RESOLVED, FURTHER, that the transactions described in these resolutions, including, without limitation, a Plan implementing the Transaction Support Agreement, be, and hereby is, authorized, approved and ratified in good faith by the affirmative vote of the majority of the disinterested Directors; and

RESOLVED, FURTHER, that any and all actions heretofore taken by any Officer or Director of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all aspects.

IN WITNESS WHEREOF, the undersigned Secretary of FriendFinder Networks Inc. certifies that the foregoing resolutions of the board of directors of FriendFinder Networks Inc. were duly adopted by such board of directors at a meeting duly held on September 16, 2013.



Name: Paul Asher

Title: Secretary

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

PMGI Holdings Inc., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. \_\_\_\_\_ ( )

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS  
HOLDING THIRTY LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the above-captioned Debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest claims. The information contained herein shall not constitute an admission of liability by, nor shall it be binding on, the Debtor. The information contained herein, including the failure of the Debtor to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc. (2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100), Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401). The Debtors' business address is 6800 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government, contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (if secured, the value of security)
1.	PG&E	BOX 997300 SACRAMENTO, CA 95899-7300 ACCOUNTS RECEIVABLE TEL: (415) 973-1000; (800) 511-0374	TRADE PAYABLE		\$25,511.94
2.	AVIANA GLOBAL TECHNOLOGIES, INC.	915 W IMPERIAL HWY SUITE 100 BREA, CA 92821 JENIFER FRIAL TEL: (714) 674-0260 FAX: (714) 674-0279	TRADE PAYABLE		\$8,875.00
3.	MARIN SOFTWARE INC	140 S. DEARBORN STREET, SUITE 300-A CHICAGO, IL 60603 ACCOUNTS RECEIVABLE TEL: (312) 267-2083	TRADE PAYABLE		\$8,300.83
4.	NOVA MANAGEMENT, INC.	659 ABREGO STREET SUITE 5 MONTERAY, CA 93940 ACCOUNTS RECEIVABLE TEL: (831) 373-4544 FAX: (831) 373-4517	TRADE PAYABLE		\$7,506.90
5.	TRILIBIS, INC	66 BOVET ROAD, SUITE 285 SAN MATEO, CA 94402 ACCOUNTS RECEIVABLE TEL: (650) 532-3114	TRADE PAYABLE		\$7,159.10
6.	VERIZON WIRELESS	500 TECHNOLOGY DRIVE, SUITE 550 WELDOM SPRING, MO 75266-0108 BANKRUPTCY ADMINISTRATION TEL: (800) 922-0204	TRADE PAYABLE		\$7,146.54
7.	OPENMARKET INC.	2211 ELLIOTT AVENUE, SUITE 400 SEATTLE, WA 98121 ACCOUNTS RECEIVABLE TEL: (877) 277-2801 FAX: 206-830-7777	TRADE PAYABLE		\$6,000.00
8.	FRANK, RIMERMAN CO. LLP	1801 PAGE MILL ROAD PALO ALTO, CA 94304 ACCOUNTS RECEIVABLE TEL: (650) 845-8100 FAX: (650) 494-1975	TRADE PAYABLE		\$5,878.73
9.	JASON JOHNSON	415 MINDORO AVE. NORTH LAS VEGAS, NV 89031 TEL: (619) 212-5775	TRADE PAYABLE		\$5,250.00
10.	PEPPER SCHWARTZ	UNIVERSITY OF WASHINGTON DEPARTMENT OF SOCIOLOY BOX 353340 SEATTLE, WA 98195 VERONICA TALAVERA TEL: (206) 543-4036Z FAX: (206) 543-2516	TRADE PAYABLE		\$5,000.00

	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government, contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (if secured, the value of security)
11.	OFFICE DEPOT	6600 N MILITARY TRAIL BOCA RATON, FL 45263-3211 ACCOUNTS RECEIVABLE TEL: (800) 721-6592	TRADE PAYABLE		\$4,953.15
12.	PRINCIPAL LIFE INSURANCE COMPANY	ATTN:CINDY MC COY 711 HIGH STREET DES MOINES, IA 50392 ACCOUNTS RECEIVABLE TEL: (800) 986-3343 EXT. 2054 FAX: 515-247-5111	TRADE PAYABLE		\$4,716.23
13.	SERVICE BY MEDALLION	455 NATIONAL AVENUE MOUNTAIN VIEW, CA 94043 ROLAND STRICK, JR. TEL: (650) 625-1010 FAX: (650) 625-1043	TRADE PAYABLE		\$4,480.00
14.	MARK MONITOR	425 MARKET ST., 5TH FLOOR SAN FRANCISCO, CA 94105 ACCOUNTS RECEIVABLE TEL: (415) 278-8400 FAX: (415) 278-8444	TRADE PAYABLE		\$4,008.29
15.	FRG WASTE RESOURCES, INC	100 DODD CT. AMERICAN CANYON, CA 94503 ACCOUNTS RECEIVABLE TEL: (877) 462-2576 FAX: (707) 647-2990	TRADE PAYABLE		\$3,536.21
16.	AT&T	208 S. AKARD ST. DALLAS, TX 75202 ACCOUNTS RECEIVABLE TEL: (210) 821-4105	TRADE PAYABLE		\$3,276.06
17.	ZINIO SYSTEMS, LLC	114 SANSOME STREET 4TH FLOOR SAN FRANCISCO, CA 94104 ACCOUNTS RECEIVABLE TEL: (415) 494-2751 FAX: (415) 494-2701	TRADE PAYABLE		\$3,023.45
18.	CRISPIN BOYER	1923 BRAGG ST. #140-2564 SANFORD, NC 27330	TRADE PAYABLE		\$2,750.00
19.	JEFF STOLLER	1717 NORTH BAYSHORE DR APT 4256 MIAMI, FL 33132 FAX: (516) 222-6209	TRADE PAYABLE		\$2,627.34
20.	BRANDVERITY, INC.	705 2ND AVENUE # 510 SEATTLE, WA 98104 ACCOUNTS RECEIVABLE TEL: (888) 500-3485 FAX: (206) 217-2201	TRADE PAYABLE		\$2,500.00
21.	PRETTY THINGS PRESS/MONDAY MORNING BOOKS	PO BOX 55 POINT REYES STATION, CA 94956 ACCOUNTS RECEIVABLE TEL: (415) 669-7810	TRADE PAYABLE		\$2,500.00

	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government, contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (if secured, the value of security)
22.	VACO SAN FRANCISCO, LLC	5410 MARYLAND WAY SUITE 460 BRENTWOOD, TN 37027 ACCOUNTS RECEIVABLE TEL: (615) 324-8226	TRADE PAYABLE		\$2,434.26
23.	VOLUME 11 MEDIA INC.	902 E 5TH ST #203 AUSTIN, TX 78702 ACCOUNTS RECEIVABLE TEL: (512) 328-8300 FAX: (512) 462-1240	TRADE PAYABLE		\$2,400.00
24.	FAHRENHEIT HEATING & AIR CONDITIONING INC.	CONDITIONING INC. 20371 PRAIRIE ST. SUITE 3 CHATSWORTH, CA 91311 ACCOUNTS RECEIVABLE TEL: 855-324-7247 FAX: 818-678-9374	TRADE PAYABLE		\$2,200.00
25.	MEDINA'S CATERING	3141 ALUM ROCK AVE SAN JOSE, CA 95127 RIOS MEDINA JESUS	TRADE PAYABLE		\$2,715.00
26.	AVN MEDIA NETWORK, INC.	9400 PENFIELD AVE CHATSWORTH, CA 91311 ACCOUNTS RECEIVABLE TEL: (818) 718-5788 FAX: (818) 718-5799	TRADE PAYABLE		\$2,000.00
27.	FEDEX CORPORATION	PO BOX 660481 DALLAS, TX 75266-0481 ACCOUNTS RECEIVABLE TEL: (800) 622-1147 FAX: (800) 548-3020	TRADE PAYABLE		\$1,800.10
28.	SARAH WALKER	250 ROWAYTON AVE NORWALK, CT 06853 ACCOUNTS RECEIVABLE TEL: (347) 275-7541	TRADE PAYABLE		\$1,590.00
29.	SPREAD ENTERTAINMENT, INC.	1442 EDGECLIFFE DR LOS ANGELES, CA 90026 ACCOUNTS RECEIVABLE TEL: (310) 282-5945	TRADE PAYABLE		\$1,500.00
30.	JOSHUA ROTHKOPF	99 JORALEMON ST APT 1B BROOKLYN, NY 11201 ACCOUNTS RECEIVABLE	TRADE PAYABLE		\$1,400.0

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRIENDFINDER NETWORKS INC.

Debtor.

Chapter 11

Case No. 13-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CERTIFICATION CONCERNING CONSOLIDATED LIST OF  
CREDITORS HOLDING THIRTY (30) LARGEST UNSECURED CLAIMS**

The above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies under penalty of perjury that the consolidated *List of Creditors Holding the Thirty (30) Largest Unsecured Claims* (the “**Top 30 List**”), submitted herewith, is complete, and to the best of the Debtor’s knowledge, correct and consistent with Debtor’s books and records.

The information contained herein is based upon a review of the Debtor’s books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the consolidated Top 30 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17<sup>th</sup> day of September, 2013.

Signature: /s/ Anthony Previte  
By: Anthony Previte  
Title: President and Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRIENDFINDER NETWORKS INC.

Debtor.

Chapter 11

Case No. 13-\_\_\_\_\_ ( )

(Joint Administration Requested)

**STATEMENT ON LIST OF  
EQUITY SECURITY HOLDERS**

The above-captioned case debtor and debtor-in-possession (the “**Debtor**”) filed a petition in this court for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§101-1532. As soon as practicable, the Debtor will file a motion requesting a waiver or an extension of the requirement for filing a list of equity security holders pursuant to sections 105(a), 342(a), and 521(a)(1) of the title 11 of the United States Code, Rules 1007(a) and 2002(a), (f), and (1) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

Dated: September 17, 2013

Signature: /s/ Anthony Previte  
By: Anthony Previte  
Title: President and Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRIENDFINDER NETWORKS INC.

Debtor.

Chapter 11

Case No. 13-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

<b>Shareholder</b>	<b>Approximate Percentage of Shares Held</b>
Andrew B. Conru Trust Agreement	10%
Staton Family Investments, Ltd.	11%

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of the FRIENDFINDER NETWORKS INC., the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my, information and belief.

Dated: September 17, 2013

Signature: /s/ Anthony Previte

By: Anthony Previte

Title: President and Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRIENDFINDER NETWORKS INC.

Debtor.

Chapter 11

Case No. 13-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CERTIFICATION CONCERNING LIST OF ALL CREDITORS**

The above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies under penalty of perjury that the *List of All Creditors*, submitted herewith, pursuant to Local Rule 1007-1(a) of the Local rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, formatted in portable document format, containing the consolidated list of creditors of the Debtors, is complete and to the best of the Debtor’s knowledge, correct and consistent with Debtor’s books and records.

The information contained herein is based upon a review of the Debtor’s books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *List of All Creditors* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 17<sup>th</sup> day of September, 2013.

Signature: /s/ Anthony Previte

By: Anthony Previte

Title: President and Chief Executive Officer