

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
HIPCRICKET, INC., ¹) Case No.: 15-10104 LSS
Debtor.)
)

SCHEDULES OF ASSETS AND LIABILITIES

FOR
HIPCRICKET, INC.,
Case No. 15-10104

¹ The last four digits of the Debtor's tax identification number are 2076. The location of the Debtor's headquarters and the service address for the Debtor is 110 110th Avenue NE, Suite 410, Bellevue, WA 98004.

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

In re: Hipcricket, Inc.

Case No. 15-10104 (LSS)

**Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's
Statement and Schedules**

Hipcricket, Inc. (the "Debtor") submits its Statement of Financial Affairs (the "Statement") and Schedules of Assets and Liabilities (the "Schedules"), pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statement and Schedules are fully incorporated into and made part of the Statement and Schedules. These notes comprise an integral part of the Statement and Schedules and should be referred to and considered in connection with any review of the Statement and Schedules. Unless otherwise noted, the financial and other information contained in the Statement and Schedules is derived from the Debtor in accordance with the Debtor's financial reporting and accounting policies and procedures.

The Debtor's bankruptcy petition was filed on January 20, 2015 .

The Debtor reserves all rights to amend the Statement and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statement and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights by the Debtor involving any present or future causes of action, contested matters or other issues under the provisions of chapter 11 of title 11 of the United States Code or other applicable non-bankruptcy laws.

Given the differences between the information to be submitted in the Statement and Schedules and the financial information utilized under Generally Accepted Accounting Principles, the aggregate asset values and claim amounts set forth in the Statement and Schedules may not reflect the values and amounts that would be set forth in a balance sheet for the Debtor prepared in accordance with Generally Accepted Accounting Principles.

It would be prohibitively expensive, unduly burdensome and extremely time-consuming to obtain current market valuations of the Debtor's assets. Accordingly, in certain instances, values are stated as unknown and in other instances, net book values rather than current market values are reflected on the Statement and Schedules. Assets that have been fully depreciated or expensed for accounting purposes have no net book value. The current book values may not reflect a comprehensive review of accounting adjustments, including asset impairments and write-downs, which may be required and conducted in relation to the Debtor's bankruptcy. The reader therefore should not place undue reliance upon the book values associated with the assets listed.

General Notes Regarding the Debtor's Statement and Schedules

1. Financial Information.

The information provided for herein, except as otherwise noted, represents the assets and liability data of the Debtor as of January 20, 2015, (the "Petition Date") unless otherwise noted.

2. Unaudited Financial Information.

The Statement and Schedules prepared by the Debtor's management and professionals are unaudited. While the Debtor has tried to ensure that the Statement and Schedules are accurate and complete based upon information that was available at the time of the preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Statement and Schedules.

3. Claim Description.

Any failure to designate a claim on the Statement and Schedules as "contingent," "unliquidated," or "disputed" does not constitute an admission that such claim is not "contingent," "unliquidated," or "disputed." The Debtor reserves the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed."

Moreover, the Debtor reserves all rights to amend the Statement and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statement and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

Furthermore, nothing contained in the Statement and Schedules shall constitute a waiver of rights by the Debtor involving any present or future causes of action, contested matters or other issues under the provisions of Chapter 11 of title 11 of the United States Code or other relevant non-bankruptcy laws.

4. Accuracy.

While the Debtor has sought to file complete and accurate Statement and Schedules, inadvertent errors and omissions may exist. The Debtor reserves the right to amend its Statement and Schedules as necessary or appropriate.

5. Liabilities.

The Debtor has 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 Statement and Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

7. Specific Notes.

These general notes are in addition to the specific notes set forth in the related Statement and Schedules hereinafter.

Schedule B Disclaimer

Unless otherwise noted, all of the amounts listed on Schedule B represent the value of the Debtor's assets as reflected in the Debtor's books and records. The Debtor has performed no

independent review of the value of these assets. The actual value of the assets listed may differ significantly from the amounts reflected in the Debtor's books and records.

Certain items of equipment are or may be listed herein pursuant to a capital lease. Such designation is not an admission or recognition that such lease is a security agreement, and not a true lease. The Debtor expressly reserves all rights to challenge, on any basis, the nature of such equipment as owned or leased, as the case may be.

Nothing herein shall constitute an admission that the leases set forth herein constitute "true leases" and the Debtor reserves any and all rights in connection therewith, including, without limitation to assert that any of the leases set forth on this Schedule B are disguised financings.

Schedule D Disclaimer

Subject to the terms of any postpetition cash collateral agreement, the Debtor reserves the right to dispute or challenge the validity of any lien purported to be granted and/or perfected by a secured creditor listed on this Schedule D. The Debtor reserves the right 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. Moreover, although the Debtor has scheduled secured claims on its Schedule D, the Debtor reserves all rights to dispute or challenge any secured nature of any creditors' claim or the characterization of the structure of any such transaction, or any document or instruments related to such creditor's claim.

The Debtor's failure to designate a claim on this Schedule D as "contingent," "unliquidated" or "disputed" does not constitute an admission by the Debtor that such claim is not contingent, unliquidated, or disputed, and the Debtor reserves the right to dispute, or to assert offsets or defenses to, any claims reflected on this Schedule D as to amount, liability, classification or otherwise and to subsequently designate any such claim as disputed, contingent or unliquidated.

Lessors, utility companies and other parties, which may hold security deposits, have not been listed on Schedule D.

Schedule D is subject to further amendment by the Debtor. The description provided is intended only to be a summary. Reference to the applicable credit agreement and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing herein shall be deemed a modification or interpretation of the terms of such agreements

Schedule E Disclaimer

Schedule "E" contains the Debtor's best estimate of all of the potential priority claims against the Debtor's estate held by governmental and quasi-governmental entities. The Debtor has not determined whether, and to what extent, any of the creditors identified on Schedule "E" in fact are entitled to priority under Section 507 of the Bankruptcy Code. The Debtor reserves the right to assert that claims identified on Schedule "E" are not claims of governmental entities and/or that such claims are not entitled to priority.

As of the Petition Date, the Debtor's employees (the "Employees") were owed (i) wages, salaries and commissions earned in the ninety days prior to the Petition Date ("Priority Wages"). Pursuant to the Court's order authorizing the Debtors to pay, *inter alia*, pre-petition employee-related wages, entered on January 23, 2015 (the "Wage Order"), the Debtor paid the Priority Wages to certain employees. The amounts listed on Schedule E represent the priority claims of Employees prior to the payment of such claims.

Schedule F Disclaimer

The amounts stated in Schedule F for the claims of any parties to contracts with the Debtor do not include any claims for breach of contract or other damages; the stated amount is the amount of the account payable owing to the contract party as of the Relief Date in the Debtor's books and records.

Schedule F includes certain general accruals for liabilities, which were carried on the Debtor's books and records as of the Relief Date. Such accruals are general estimates of liabilities. These accruals do not represent specific claims as of the Relief Date.

The claims listed in Schedule F arose or were incurred on various dates. A determination of each date upon which each claim in Schedule F was incurred or arose may be costly and unduly burdensome and no incurrence date is shown where the cost or burden would be significant.

The claims listed on Schedule F are subject to further review, reconciliation and amendment by the Debtor.

For certain trade vendor claims, all or a portion of the claim amounts listed on Schedule F might be an administrative expense priority claim in accordance with section 503(b)(9) of the Bankruptcy Code.

Schedule G Disclaimer

While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusions may have occurred, and the listing of an agreement on Schedule G does not constitute an admission that such agreement is either an executory contract or an unexpired lease. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired or been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on the Schedule, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument as either an executory contract or an unexpired lease, as the case may be. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule.

General Disclaimer

The Debtor has prepared the Schedules and the Statements based on the information reflected in the Debtor's books and records. However, inasmuch as the Debtor's books and records have not been audited, the Debtor cannot warrant the absolute accuracy of these documents. The Debtor has made a diligent effort to complete these documents accurately and completely. To the extent additional information becomes available, the Debtor will amend and supplement the Schedules and Statements.

B6 Summary (Official Form 6 - Summary) (12/14)

United States Bankruptcy Court
District of Delaware

In re **Hipcricket, Inc., a Delaware corporation**
 Debtor(s)

Case No. **15-10104**
 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	Yes	1	\$0.00		
B - Personal Property	Yes	4	\$4,388,940.46		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		\$2,026,698.55	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	27		\$409,779.98	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	33		\$10,304,588.16	
G - Executory Contracts and Unexpired Leases	Yes	14			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
TOTAL		82	\$4,388,940.46	\$12,741,066.69	

B 6 Summary (Official Form 6 - Summary) (12/14)

**United States Bankruptcy Court
District of Delaware**

In re Hipcricket, Inc., a Delaware corporation

Debtor

Case No. 15-10104Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A-1 Line 11; OR, Form 22B Line 14; OR, Form 22C-1 Line 14)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, 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
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None

Sub-Total > **0.00** (Total of this page)Total > **0.00**0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, 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	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without 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.		Silicon Valley Bank accounts: Operating Account xxxx3381 \$34,893.31 Lockbox account xxxx4003 \$29,822.90 Payroll Account xxxx3991 \$3,309.67 FSA Account xxxx3987 \$2,537.18 Restricted Cash-Lease LOC xxxx9815 \$105,000.00 Restricted Cash-CC xxxx9800 \$100,000 Wells Fargo Restricted Account xxxx0097 \$214,949.39 (ILOC for Yahoo! Litigation)	-	490,512.45
3. Security deposits with public utilities, telephone companies, landlords, and others.		Deposits with three landlords: DUS Management \$3,918.76 Concourse Owner V/VI, LLC \$15,851.25 Hardwell Acquisitions \$138,250.00	-	158,020.01
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
Sub-Total >				648,532.46
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in 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.		Voice Assist-Own stock and warrants. Stock no longer trades	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable as of January 20, 2015	-	3,665,550.20
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.		Collection of a judgment in the case Hipcricket v. EES Interactive Corporation DBA EES Medial Group ADDBA Ignitionadsonline. \$55,969.74 Principal, \$10,378.17 accrued interest and \$6,372.74 attorneys fees.	-	72,720.65
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			

Sub-Total > **3,738,270.85**
(Total of this page)

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

B6B (Official Form 6B) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
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.		FUTA refund from 2011 related to the acquisition of Hipcricket employees by Augme	-	2,137.15
		Lawsuit pending entitled Hipcricket v. iMediareach, case no. 2014-CA 0014909-15K in Seminole County, Florida	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		See attached list of patents and trademarks	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		Hipcricket trade names	-	Unknown
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.		Hipcricket Customer lists	-	Unknown
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.		Leasehold Improvements (Bellevue WA Office)	-	Unknown
		Computer equipment New York, Washington & Georgia	-	Unknown
		Furniture & Equipment - New York, Washington, Georgia	-	Unknown
		Software - Washington	-	Unknown
29. Machinery, fixtures, equipment, and supplies used in business.		See number 28.	-	0.00
30. Inventory.	X			
Sub-Total >				2,137.15
(Total of this page)				

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

B6B (Official Form 6B) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

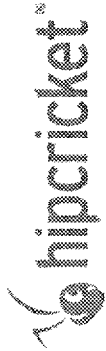
SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

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, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **4,388,940.46**

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

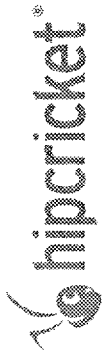
(Report also on Summary of Schedules)



No. 22

Hipcricket, Inc.
IP Portfolio – Schedule of Patents

Patent Number	Description	Portfolio
U.S. Patent No. 7,783,721	Method and code module for adding function to a web page	First Family of Patents
U.S. Patent No. 7,831,690	Appliance metaphor for adding media function to a web page	First Family of Patents
U.S. Patent No. 8,219,642	System and method for adding targeted content in a web page	First Family of Patents
U.S. Patent No. 8,458,294	System and method for adding targeted content in a Web page	First Family of Patents
U.S. Patent No. 6,594,691	Method and system for adding function to a web page	First Family of Patents
U.S. Patent No. 7,269,636	Method and code module for adding function to a Web page	First Family of Patents
U.S. Patent No. 8,539,043	System and method for adding targeted content in a web page	First Family of Patents
U.S. Patent No. 8,831,580	System and method of initiating a call	First Family of Patents
U.S. Patent No. 8,831,581	System and methods of initiating a call	First Family of Patents
U.S. Patent No. 8,504,048	Systems and methods of making a call	Geos
U.S. Patent No. 8,335,232	Method and system of renegotiating end-to-end voice over Internet protocol CODECs	Geos
U.S. Patent No. 8,379,634	System and methods to route calls over a voice and data network	Geos
U.S. Patent No. 8,606,874	System and method of Binding a Client to a Server	Geos
U.S. Patent No. 8,792,479	System and Methods to Route Calls Over a Voice and Data Network	Geos
U.S. Patent No. 8,804,758	System and Method of Media over an Internet Protocol Communication	Geos
U.S. Patent No. 7,460,480	Dynamically adapting the transmission rate of packets in real-time VoIP communications to the available bandwidth	Geos
U.S. Patent No. 7,606,217	System and method for routing telephone calls over a voice and data network	Geos
U.S. Patent No. 7,676,599	System and method of binding a client to a server	Geos
U.S. Patent No. 7,782,878	System and method for sharing an IP address	Geos
U.S. Patent No. 7,957,401	System and method for using multiple communication protocols in memory limited processors	Geos
U.S. Patent No. 8,842,568	Method and System of Renegotiating End-to-End Voice Over Internet Protocol CODECs	Geos
U.S. Patent No. 8,069,168	Apparatuses, methods and systems for information querying and serving in a virtual world based on profiles	Jagtag
U.S. Patent No. 8,069,169	Apparatuses, methods and systems for information querying and serving on the internet based on profiles	Jagtag
U.S. Patent No. 8,407,220	Apparatuses, methods and systems for ambiguous code-triggered information querying and serving on mobile devices	Jagtag
U.S. Patent No. 8,447,510	Apparatuses, methods and systems for determining and announcing proximity between trajectories	Jagtag
U.S. Patent No. 7,958,081	Apparatuses, methods and systems for information querying and serving on mobile devices based on ambient conditions	Jagtag



No. 22

Hipcricket, Inc.

IP Portfolio – Schedule of Trademarks

Trademark Registration Number	Description	Trademark International Class
3,922,004	A+	INTL CL:35
4,089,790	AD LIFE	INTL CL:09
4,089,791	AD SERVE	INTL CL:35
3,859,937	AUGME	INTL CL:35
3,668,343	BOOMBOX	INTL CL:38
2,397,385	BOOMBOX RADIO	INTL CL:41
3,114,097	HIPCRICKET	INTL CL:35
3,665,518	hipcricket (logo)	INTL CL: 35
3,684,657	INTERACTION PLANNER	INTL CL:35
3,745,091	JAGTAG	INTL CL:09
3,345,374	MODAVOX	INTL CL:38
3,116,838	TX2FIND	INTL CL:35
3,098,034	TX2TRY	INTL CL:35
3,116,837	TX2WEB	INTL CL:35
3,182,957	TX4INFO	INTL CL:35

10/20/14

No. 22

Owned Intellectual Property

2. U.S. Re-examination No. 95/001,734
3. U.S. Patent Application No. 14/019,084 (Publication No. 2014-0074990)
4. U.S. Patent Application No. 13/960,163 (Publication No. 2014-0044122)
5. U.S. Patent Application No. 14/102,401 (Publication No. 2014-0181184)
6. U.S. Patent Application No. 13/658,448 (Publication No. 2014-0191250)
7. U.S. Patent Application No. 13/969,750 (Publication No. 2014-0058812)
8. U.S. Patent Application No. 13/790,786 (Publication No. 2013-0290106)
9. U.S. Patent Application No. 13/717,066 (Publication No. 2013-0193201)
10. U.S. Patent Application No. 13/749,444 (Publication No. 2013-0191394)
11. U.S. Patent Application No. 13/749,931 (Publication No. 2013-0198004)
12. U.S. PCT Publication No. PCT/US09/53448
13. U.S. PCT Publication No. PCT/US09/53457
14. U.S. PCT Publication No. PCT/US08/12317
15. U.S. PCT Publication No. PCT/US04/21463
16. U.S. PCT Publication No. PCT/US05/29324
17. U.S. PCT Publication No. PCT/US08/54423

B6D (Official Form 6D) (12/07)

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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 a creditor, 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" 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" 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 ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Fast Pay Partners LLC Attn: Harold Lee, Esq. 9300 Wilshire Blvd. Suite 550 Beverly Hills, CA 90212		-					1,767,870.47	Unknown
Account No.								
Mitel Leasing 1140 West Loop North Houston, TX 77055		-			X		Unknown	Unknown
Account No.								
Silicon Valley Bank P.O Box 7078 Crosslanes, WV 25356		-	Credit card debt secured by a restricted bank account				82,724.36	82,724.36
Account No.								
US Equipment Finance 1310 Madrid St Marshall, MN 56258		-			X		Unknown	Unknown
Subtotal (Total of this page)							1,850,594.83	82,724.36

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
Yahoo! Inc. P.O. Box 3003 Carol Stream, IL 60132-3003		-	Settlement. Secured by a letter of credit.					
			Value \$ 0.00				176,103.72	176,103.72
Account No.								
Rachel Krevans Morrison & Foerster LLP 425 Market Street 32nd Floor San Francisco, CA 94105			Additional Notice Party for: Yahoo! Inc.				Notice Only	
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							176,103.72	176,103.72
Total (Report on Summary of Schedules)							2,026,698.55	258,828.08

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

B6E (Official Form 6E) (4/13)

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, 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 \$12,475* 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).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* 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 \$2,775* 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).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Albers, Jennifer Address Redacted		-						0.00	
								1,217.69	1,217.69
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Amar, Jean-Luc Address Redacted		-						0.00	
								362.35	362.35
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Ambrose, Wade Address Redacted		-						0.00	
								946.20	946.20
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Amsberry, Marc Address Redacted		-						0.00	
								1,821.17	1,821.17
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Aravamudhan, Saranth Address Redacted		-						0.00	
								1,633.00	1,633.00
Subtotal								0.00	
(Total of this page)								5,980.41	5,980.41

Sheet **1** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R O W E R	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,985.14	
Balakrishnan, Selvamuthu Address Redacted	-			0.00				
							1,985.14	1,985.14
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,147.80	
Ball, Georgia Address Redacted	-			0.00				
							1,147.80	1,147.80
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				939.67	
Birrell, Aaron Address Redacted	-			0.00				
							939.67	939.67
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,680.04	
Bradford, Tiffany Address Redacted	-			0.00				
							1,680.04	1,680.04
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,580.43	
Buchan, Brittney Address Redacted	-			0.00				
							1,580.43	1,580.43
Subtotal								0.00
(Total of this page)							7,333.08	7,333.08

Sheet 2 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Sheet 2 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,151.83	
Buzzetti, Todd Address Redacted		-						0.00
								1,151.83
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				579.41	
Colburn, David Address Redacted		-						0.00
								579.41
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,476.83	
Cook, Daniel Address Redacted		-						0.00
								1,476.83
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				6,959.08	
Cucheran, Robert Address Redacted		-						0.00
								6,959.08
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				2,050.81	
DiBella, Nikki Address Redacted		-						0.00
								2,050.81
Subtotal								0.00
(Total of this page)							12,217.96	12,217.96

Sheet **3** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Wages, salaries, and commissions

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)		C O D E B O R R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TYPE OF PRIORITY	
								AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY AMOUNT ENTITLED TO PRIORITY
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Dick, Kristopher Address Redacted		-							0.00
								1,229.79	1,229.79
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Donaldson, Kimberly Address Redacted		-							0.00
								3,868.87	3,868.87
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Dreby, Tracey Address Redacted		-							0.00
								1,590.27	1,590.27
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Eaves, David Address Redacted		-							0.00
								1,646.44	1,646.44
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Farley, Katherine Address Redacted		-							0.00
								3,526.82	3,526.82
Subtotal									0.00
(Total of this page)								11,862.19	11,862.19

Sheet 4 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Fielder, Bartholomew Address Redacted		-							0.00
								1,329.86	1,329.86
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Foord, Jordon Address Redacted		-							0.00
								1,268.95	1,268.95
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Foote, Patrick Address Redacted		-							0.00
								4,676.08	4,676.08
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Gabrilska, Gay Address Redacted		-							0.00
								12,475.00	12,475.00
Account No.				Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Giusti, Lars Address Redacted		-							0.00
								1,847.80	1,847.80
Subtotal									0.00
(Total of this page)								21,597.69	21,597.69

Sheet **5** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O O R D I N A T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Glickman, Sandy Address Redacted		-						0.00
							6,267.35	6,267.35
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Goldberg, Justin Address Redacted		-						0.00
							567.18	567.18
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Gordon, Tracey Address Redacted		-						0.00
							3,639.84	3,639.84
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Green, John Address Redacted		-						0.00
							5,593.89	5,593.89
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Green, Peter Address Redacted		-						0.00
							11,365.68	11,365.68
Subtotal								0.00
(Total of this page)							27,433.94	27,433.94

Sheet **6** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O O R D I N A T E D	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S C U S E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				2,184.26	
Hoenig, Doug Address Redacted		-						0.00
								2,184.26
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,747.24	
Hom, Johnny Address Redacted		-						0.00
								1,747.24
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				2,810.38	
Hostetter, David Address Redacted		-						0.00
								2,810.38
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,829.46	
Houser, Lindsey Address Redacted		-						0.00
								1,829.46
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				2,956.03	
Hoy, Greg Address Redacted		-						0.00
								2,956.03
Subtotal								0.00
(Total of this page)							11,527.37	11,527.37

Sheet 7 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Hunt, Erin Address Redacted	-						0.00	
						1,854.59		1,854.59
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Jamal, Avi Address Redacted	-						0.00	
						5,876.04		5,876.04
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Jung, David Address Redacted	-						0.00	
						1,798.32		1,798.32
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Kahle, Marisa Address Redacted	-						0.00	
						879.00		879.00
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Khandekar, CK Address Redacted	-						0.00	
						1,752.67		1,752.67
Subtotal (Total of this page)							12,160.62	0.00
							12,160.62	12,160.62

Sheet 8 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R O W E R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I T A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Knopp, Ryan Address Redacted		-						0.00
							1,162.59	1,162.59
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Letsche, Eric Address Redacted		-						0.00
							1,629.65	1,629.65
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Lew, Sara Address Redacted		-						0.00
							1,900.73	1,900.73
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Lindsley, Nicholas Address Redacted		-						0.00
							850.77	850.77
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Lipton, Sarah Address Redacted		-						0.00
							5,177.14	5,177.14
Subtotal								0.00
(Total of this page)							10,720.88	10,720.88

Sheet **9** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Mack, Wilfried Address Redacted		-						0.00
							1,534.89	1,534.89
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Marshall, Ben Address Redacted		-						0.00
							1,680.04	1,680.04
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
McKay, Justin Address Redacted		-						0.00
							1,502.97	1,502.97
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Miller, Kristi Address Redacted		-						0.00
							4,911.44	4,911.44
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Miller, Michael Address Redacted		-						0.00
							2,179.35	2,179.35
Subtotal								0.00
(Total of this page)							11,808.69	11,808.69

Sheet **10** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,702.83	
Mocherman, Andrea Address Redacted		-						0.00
								1,702.83
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				615.05	
Naranjo, Cheryl Address Redacted		-						0.00
								615.05
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				3,769.60	
Nelson, Matthew Address Redacted		-						0.00
								3,769.60
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,907.24	
Ng, Kwing Address Redacted		-						0.00
								1,907.24
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				6,489.03	
Nolz, Jonathan Address Redacted		-						0.00
								6,489.03
Subtotal								0.00
(Total of this page)							14,483.75	14,483.75

Sheet **11** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B R O W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N D E R L Y I N C U R R E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Olsen, Matthew Address Redacted	-							1,814.44
								1,814.44
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Onstad, Ingrid Address Redacted	-							2,053.69
								2,053.69
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Pate, David Address Redacted	-							1,302.37
								1,302.37
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Peck, Rhonda Address Redacted	-							1,027.50
								1,027.50
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Quedado, Janna Address Redacted	-							1,021.47
								1,021.47
				Subtotal				0.00
Sheet 12 of 26 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims				(Total of this page)			7,219.47	7,219.47

Sheet 12 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R T O R	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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Serra, Luis Address Redacted	-							0.00
							2,086.73	2,086.73
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Stancill, Suzanne Address Redacted	-							0.00
							1,747.24	1,747.24
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Stansbury, Glen Address Redacted	-							0.00
							9,899.09	9,899.09
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Stovall, Douglas Address Redacted	-							0.00
							4,313.60	4,313.60
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.					
Vigen, Catie Address Redacted	-							0.00
							884.42	884.42
Subtotal								0.00
(Total of this page)							18,931.08	18,931.08

Sheet **13** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal

(Total of this page)

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				927.38	
Webster, Anita Address Redacted		-						0.00
								927.38
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				559.14	
Webster, Melissa Address Redacted		-						0.00
								559.14
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,008.03	
Wheeler, Susannah Address Redacted		-						0.00
								1,008.03
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,680.04	
Whelan, Scott Address Redacted		-						0.00
								1,680.04
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				6,155.93	
Wilson, Todd Address Redacted		-						0.00
								6,155.93
Subtotal								0.00
(Total of this page)							10,330.52	10,330.52

Sheet 14 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Wages 1/15/15-1/20/15. Paid pursuant to Court Order entered on 1/23/15.				1,018.78	0.00
Winkeller, Susanna Address Redacted								1,018.78
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							1,018.78	0.00 1,018.78

Sheet **15** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				Taxes					
City of Bellevue Tax Division City of Bellevue Tax Division P.O. Box 34372 Seattle, WA 98124-1372		-						6,780.77	0.00
								6,780.77	6,780.77
Account No.				Taxes					
City of Portland Revenue Bureau 111 SW Columbia St STE#600 Portland, OR 97201		-						0.00	0.00
								0.00	0.00
Account No.				Taxes					
Commissioner of Taxation and Finance PO Box 139 MCMT Processing Center Binghamton, NY 13902		-						0.00	0.00
								0.00	0.00
Account No.				Taxes					
Commissioner Of Taxation and Finance PO Box 4139 MCMT Processing Center Binghamton, NY 13902		-						0.00	0.00
								0.00	0.00
Account No.				Taxes					
Commonwealth of Massachusetts PO BOX 7034 Boston, MA 02204-7034		-						0.00	0.00
								0.00	0.00
								0.00	0.00
Subtotal								6,780.77	0.00
(Total of this page)								6,780.77	6,780.77

Sheet **16** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O O D E B I T O R	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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Taxes					
Comptroller of Maryland Revenue Administration Div P.O. Box 17132 Baltimore, MD 21297-0175		-					0.00	
							0.00	0.00
Account No.			Taxes					
Comptroller of Public Accounts TX PO Box 149348 Austin, TX 78714-9348		-					12,288.72	
							12,288.72	0.00
Account No.			Taxes					
Dallas-John R Ames CTA (Dallas Cnty Tax) Tax Assessor-Collector P.O. Box 139066 Dallas, TX 75313-9066		-					0.00	
							0.00	0.00
Account No.			Taxes					
Delaware State Treasurer 820 Silver Lake Blvd., Suite 100 Dover, DE 19904		-					0.00	
							0.00	0.00
Account No.			Taxes					
Department of Economic Development-AZ PO Box 52027 Pheonix, AZ 02027		-					0.00	
							0.00	0.00
Subtotal								12,288.72
(Total of this page)							12,288.72	0.00

Sheet 17 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
										AMOUNT ENTITLED TO PRIORITY
Account No.										
Department of Employment Security PO Box 1930D Springfield, IL 62794-9300		-						0.00	0.00	0.00
Account No.										
Department of Labor - MD PO Box 1844 Baltimore, MD 21203-1844		-						0.00	0.00	0.00
Account No.										
Department of Labor - US DFBC Program DOL P.O. Box 71361 Philadelphia, PA 19176-1361		-						0.00	0.00	0.00
Account No.										
Department of Labor -WA PO Box 34022 Seattle, WA 88124-1022		-						0.00	0.00	0.00
Account No.										
Department of Labor-GA PO Box 740234 Atlanta, GA 30374-0234		-						0.00	0.00	0.00
Subtotal								0.00	0.00	0.00
(Total of this page)								0.00	0.00	0.00

Sheet **18** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
Department of Revenue 1500 W.Monroe PO BOX 29085 Phoenix, AZ 85038								0.00	0.00
Account No.									
Department of Revenue - FL 5050 W Tennessee Street Tallahassee, FL 32399-0110								0.00	0.00
Account No.									
Department of Revenue - NC P.O. Box 25000 Raleigh, NC 27640-0500								0.00	0.00
Account No.									
Department of Revenue - OR P.O. Box 14780 Salem, OR 97309-0469								0.00	0.00
Account No.									
Department of Revenue - Philadelphia PO BOX 6040 Philadelphia, PA 19101								0.00	0.00
Subtotal								0.00	0.00
(Total of this page)								0.00	0.00

Sheet 19 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
Department of Revenue -Nebraska Nebraska State Office Building PO BOX 96915 Lincoln, NE 68509-6915								0.00	
								0.00	0.00
Account No.									
Department of Revenue-GA Taxpayer Services Division P.O. Box 740321 Atlanta, GA 30374-0321								0.00	
								0.00	0.00
Account No.									
Division of Unemployment Compensation 550 W. Tunnussco St. Tallahassee, FL 32398-0100								0.00	
								0.00	0.00
Account No.									
Florida Dept. of Revenue Unemployment Tax 5050 W. Tennessee St. Tallahassee, FL 32399								0.00	
								0.00	0.00
Account No.									
Franchise Tax - DE PO BOX 5509 Binghamton, NY 13902-5509								0.00	
								0.00	0.00
Subtotal								0.00	0.00
(Total of this page)								0.00	0.00

Sheet 20 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E F O R H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
							AMOUNT ENTITLED TO PRIORITY
Account No.			Taxes				
Franchise Tax-CA PO BOX 942857 Sacramento, CA 94257-0551	-					0.00	0.00
Account No.			Taxes				
FUTA - US Cincinnati, OH 45999-0039	-					0.00	0.00
Account No.			Taxes				
Georgia Department of Labor PO Box 740234 Atlanta, GA 30374-0234	-					0.00	0.00
Account No.			Taxes				
Georgia Department of Revenue 2 P.O. Box 105136 Atlanta, GA 30348-5136	-					0.00	0.00
Account No.			Taxes				
Internal Revenue Service PO Box 21126 Philadelphia, PA 19114	-					0.00	0.00
Subtotal						0.00	0.00
(Total of this page)						0.00	0.00

Sheet **21** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Taxes					
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346		-					0.00	0.00
Account No.			Taxes					
IRS Tax Payment Ogden, UT 84201-0039		-					0.00	0.00
Account No.			Taxes					
King County Treasurer 500 4th Ave #600 Seattle, WA 98104-2340		-					0.00	0.00
Account No.			Taxes					
NYC Commercial Rent Tax P.O. Box 5150 Kingston, NY 12402-5150		-					0.00	0.00
Account No.			Estimated tax for 2015					
NYC Department of Finance General Corporation Tax PO BOX 3646 New York, NY 10008-3646		-					2,259.00	0.00
Subtotal							2,259.00	2,259.00
(Total of this page)							2,259.00	0.00

Sheet 22 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
NYS Department of Taxation and Finance Rochester District Office Sales Tax Section Rochester, NY 14604-2108		-		Sales Tax assessment due under audit filings				199,375.88	199,375.88
								199,375.88	0.00
Account No.									
NYS Dept. of Taxation & Finance Corp - V PO Box 15163 Albany, NY 12212-5163		-		Estimated sales tax 12/14/14-1/20/15				2,880.03	2,880.03
								2,880.03	0.00
Account No.									
NYS Employment Taxes PO BOX 4119 Binghamton, NY 13902-4119		-		Taxes				0.00	0.00
								0.00	0.00
Account No.									
NYS Tax & Finance PO Box 4111 Binghamton, NY 13902		-		Taxes				0.00	0.00
								0.00	0.00
Account No.									
Office of Unemployment Compensation 7th & Forster Sts, L & I Bldg. PO Box 68568 Harrisburg, PA 17108-8668		-		Taxes				0.00	0.00
								0.00	0.00
Subtotal								202,255.91	202,255.91
(Total of this page)								202,255.91	0.00

Sheet 23 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY
Account No.		Taxes						
Oregon Department of Revenue P.O. Box 14780 Salem, OR 97309-0469	-						0.00	
						0.00		0.00
Account No.		Taxes						
PA Dept. of Revenue Bureau of Corporation Taxes PO Box 280425 Harrisburg, PA 17128-0425	-						0.00	
						0.00		0.00
Account No.		Taxes						
State of Delaware Incorporating Services 3500 South Dupont Highway Dover, DE 19901	-						0.00	
						0.00		0.00
Account No.		Taxes						
State of New Jersey - CBT Division of Taxation P.O. Box 193 Trenton, NJ 08646-0193	-						0.00	
						0.00		0.00
Account No.		Taxes						
State of New Jersey- Div of Taxation PO Box 666 Trenton, NJ 08646-0666	-						0.00	
						0.00		0.00
Subtotal							0.00	
(Total of this page)						0.00		0.00

Sheet 24 of 26 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R O W N E R	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Taxes					
Tax Deposit- AZ P.O. Box 29085 Phoenix, AZ 85038-9085		-					0.00	0.00
Account No.			Taxes					
Tax Deposit-GA Processing Center P.O. Box 740317 Atlanta, GA 30374-0317		-					0.00	0.00
Account No.			Taxes					
Texas Comptroller of Public Accounts P.O. Box 13528, Capitol Station Austin, TX 78711-3528		-					0.00	0.00
Account No.			Taxes					
Treasurer of Virginia 101 North 14th Street Richmond, VA 23219		-					0.00	0.00
Account No.			Taxes					
Treasurer, State of Connecticut 55 Elm Street Hartford, CT 06106		-					0.00	0.00
Subtotal							0.00	0.00
(Total of this page)							0.00	0.00

Sheet **25** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	COORDINATOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Taxes					
Unemployment Insurance - NYS P.O. Box 4301 Binghamton, NY 13902-4301							0.00	
							0.00	0.00
Account No.			Taxes					
Unemployment Insurance Division-NE PO BOX 94600 550 South 16th Street Lincoln, NE 69509-4600							0.00	
							0.00	0.00
Account No.			Taxes					
Washington State Treasurer P.O. Box 40200 Olympia, WA 98504-0020							1,569.15	
							1,569.15	0.00
Account No.			Taxes					
Workers Comp - WA P.O. Box 24106 Seattle, WA 98124-6524							0.00	
							0.00	0.00
Account No.								
Subtotal							1,569.15	
(Total of this page)							1,569.15	0.00
Total							218,372.78	
(Report on Summary of Schedules)							409,779.98	191,407.20

Sheet **26** of **26** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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 (See instructions above.)	C O D E D E B T O R	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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. 110 Atrium Place P.O. Box 730726 Dallas, TX 75373-0726		-	Utilities				573.04
Account No. 110 Consulting, Inc. 600 108th Avenue, NE #502 Bellevue, WA 98004		-	Consulting Fees				61,752.50
Account No. ABL Brand Consulting Attn: Brett Leach 519 Transit Road Victoria, BC V8S4Z4		-	Consulting Fees				8,435.45
Account No. Acuity Ads Inc. 5775 Yonge St., Unit 1802 Toronto, ON M2M4J1		-	Goods and Services				116,118.00
Subtotal (Total of this page)							186,878.99

32 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				9,290.32
Ad Juster, Inc. 12700 Stowe Drive, Suite 280 Poway, CA 92064		-					
Account No.			Goods and Services				332,690.72
Adap.tv, Inc. 1 Waters Park Drive Suite 250 San Mateo, CA 94403		-					
Account No.			Goods and Services				389.17
Adaptive Media, Inc 16795 Von Karman Suite 240 Irvine, CA 92606		-					
Account No.			Payroll Services				249.74
ADP Screening & Selection Svcs P.O. Box 645177 Cincinnati, OH 45264-5177		-					
Account No.			Payroll Services				2,976.08
ADP, Inc. 504 Clinton Center Drive Suite 4400 Clinton, MS 39056		-					
Subtotal (Total of this page)							345,596.03

Sheet no. 1 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**345,596.03**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Insurance				
Aetna Inc. P.O. Box 804735 Chicago, IL 60680-4108		-					56,292.67
Account No.			Insurance				
Aetna-Life Attn: ALIC P.O. Box 88860 Chicago, IL 60695-1860		-					2,486.86
Account No.			Goods and Services				
AFP Southern Railway Building 1500 K Street, N.W., Suite 600 Washington, DC 20005		-					12,820.50
Account No.			Consulting Fees				
AIM Consulting Group P.O. Box 796 Spokane, WA 99210-0796		-					256,373.63
Account No.			Goods and Services				
AirPush Inc 10940 S. Parker Road, #725 Parker, CO 80134		-					26,176.59
Subtotal (Total of this page)							354,150.25

Sheet no. 2 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R O W E R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Goods and Services				
Alt 12 127 Roanoke St. San Francisco, CA 94131		-					7,574.49
Account No.			Goods and Services				
Amazon Web Services P.O. Box 84023 Seattle, WA 98124-8423		-					52,577.11
Account No.			Goods and Services				
American Funds P.O. Box 659530 San Antonio, TX 78265-9530		-					750.00
Account No.			Tax Services				
Andersen Tax P.O. Box 200988 Pittsburgh, PA 15251-0988		-					4,280.00
Account No.							
Andrew Burgess 37239 N. 33rd Avenue Dessert Hills, AZ 85086		-					9,849.55
Subtotal (Total of this page)							75,031.15

Sheet no. **3** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Anthony Russo 2253 Gilman Dr W Apt #307 Seattle, WA 98119		-	Consulting Fees				5,440.00
Account No.							
Apple Store P.O. Box 281877 Atlanta, GA 30384-1877		-	Goods and Services				829.00
Account No.							
Boehringer Ingelheim 900 Ridgebury Rd. PO Box 368 Ridgefield, CT 06877-3003		-	Customer Rebate				171,124.13
Account No.							
Brandofino Communications 12 Spruce Park, Syosset, NY 11791		-	Pending Lawsuit	X	X	X	Unknown
Account No.							
Andrew Bunnell 5 Campbell Street Woburn, MA 01801			Additional Notice Party for: Brandofino Communications				Notice Only
Sheet no. 4 of 32 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			177,393.13

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Brightroll PO BOX 8420 Pasadena, CA 91109-8420		-					73,990.66
Account No.							
Charles Anthony Lathrope 24703 231st Avenue SE Maple Valley, WA 98038		-					250.00
Account No.			Goods and Services				
Citrix Online File 50264 Los Angeles, CA 90074-0264		-					524.19
Account No.							
Clark Nuber 10900 NE 4th St. Suite #1700 Bellevue, WA 98004-5841		-					11,500.00
Account No.			Goods and Services				
Coach Media, Inc. P.O. Box 3311 Beverly, MA 01915		-					22,475.00
Subtotal (Total of this page)							108,739.85

Sheet no. 5 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**108,739.85**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W	J C				
Account No.							
Cogentic Communications PO Box 791087 Baltimore, MD 21279		-					1,058.06
Account No.							
Colonial Life Processing Center P.O. Box 1365 Columbia, SC 29202-1365		-					876.16
Account No.							
Comcast (Bellevue) P.O. Box 34744 Seattle, WA 98124-1744		-					72.37
Account No.							
Comcast Cable P.O. Box 530098 Atlanta, GA 30353-0098		-					201.94
Account No.							
Comcast-877130-011-1605584-Chicago Cable Acct #8771300111605584 P.O. Box 3001 Southeastern, PA 19398-3001		-					233.96
Subtotal (Total of this page)							2,442.49

Sheet no. 6 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
comScore 14140 Collection Center Drive Chicago, IL 60693		-					17,830.65
Account No.			Goods and Services				
Concourse Owner V/VI, LLC PO Box 742305 Atlanta, GA 30374-2305		-					701.90
Account No.			Goods and Services				
Culligan 25 East 3rd Spokane, WA 99202		-					101.64
Account No.			Goods and Services				
CUSIP Global Services. 2542 Collection Center Dr Chicago, IL 60693		-					100.00
Account No.			Goods and Services				
CWTA 130 Albert Street Suite 1110 Ottawa, ON K1P 5G4		-					779.04
Subtotal (Total of this page)							19,513.23

Sheet no. 7 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
DFW Interactive Marketing Association 6609 Ridgemont Dr. Dallas, TX 75214		-					4,800.00
Account No.			Goods and Services and pending lawsuit				
Digital Insiders Group, LLC 47 Maugus Hill Rd. Wellesley Hills, MA 02481		-			X		33,750.00
Account No.			Additional Notice Party for: Digital Insiders Group, LLC				
Andrew Bunnell Scafidi Juliano LLP 5 Campbell Street Woburn, MA 01801							Notice Only
Account No.			Goods and Services				
Domino Computing 350 7th Ave. Suite #304 New York, NY 10001		-					89.82
Account No.			Board Fees				
Donald Stout - Board 925 Towlston Road McLean, VA 22101		-					38,333.00
Sheet no. 8 of 32 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							76,972.82

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Drawbridge, Inc. 2121 El Camino Real, 7th Floor San Mateo, CA 94403	-					190,217.70
Account No.		Goods and Services				
DUS Management, Inc. 35 East Wacker Drive, Suite 600 Chicago, IL 60601	-					124.72
Account No.		Goods and Services				
Engage BDR 9000 West Sunset Blvd., Suite 500 West Hollywood, CA 90069	-					35,925.93
Account No.		Goods and Services				
Fed Express P.O. Box 371461 Pittsburgh, PA 15250-7461	-					622.16
Account No.		Services				
Flex Plan Services P.O. Box 53250 Bellevue, WA 98015	-					737.14
Subtotal (Total of this page)						227,627.65

Sheet no. 9 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Flood Brothers Inc. 8343 Roswell Rd Suite 117 Atlanta, GA 30350		-					0.60
Account No.			Goods and Services				
FP Mailing Solutions PO Box 4510 Carol Stream, IL 60197-4510		-					121.55
Account No.			Advisor Fees				
Free Vector Advisors P.O. Box 1884 Snohomish, WA 98291		-					2,295.00
Account No.			Goods and Services				
Glam Media Canada 2000 Sierra Point Parkway Suite 1000, 10th Floor Brisbane, CA 94005		-					1,839.28
Account No.			Goods and Services				
Glance Network 1167 Massachusetts Ave Arlington, MA 02476		-					7,176.00
Subtotal (Total of this page)							11,432.43

Sheet no. 10 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				157,144.14
Go2Mobi Suite 5-774 Bay St. Victoria, BC V8T5E4		-					
Account No.			Legal Services				201,123.04
Goodwin Proctor, LLP Exchange Place 53 State Street Boston, MA 02109		-					
Account No.			Legal Services				184,819.95
Gordon Rees, LLP 275 Battery Street, 20th Floor San Francisco, CA 94111		-					
Account No.			Goods and Services				10,990.09
Hardwell Acquisition, LLC c/o Bernstein Real Estate 150 West 30th Street, 2nd Fl. New York, NY 10001		-					
Account No.			Sublease deposit due at end of lease				25,000.00
Highwater Systems 2020 Howell Mill Road NW Suite 245 Atlanta, GA 30318		-					
Subtotal (Total of this page)							579,077.22

Sheet no. **11** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**579,077.22**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Goods and Services				5,579.50
Highwinds Network Group, Inc. 807 West Morse Blvd., Suite 101 Winter Park, FL 32789	-						
Account No.			Goods and Services				1,959.64
HiTouch Business Services P.O. Box 306012 Nashville, TN 37230-6012	-						
Account No.			Goods and Services				2,280.00
IDiscover 2049 Century Park East Suite 4370 Los Angeles, CA 90067	-						
Account No.			Goods and Services				1,095.41
IESI-NY Corporation P.O. Box 660654 Dallas, TX 75266-0654	-						
Account No.			Goods and Services				2,052.85
Infinite P.O. Box 836 Short Hills, NJ 07078	-						
Subtotal (Total of this page)							12,967.40

Sheet no. 12 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Information Law Group 225 West Washington, Suite #2200 Chicago, IL 60606		-					25,671.00
Account No.			Goods and Services				
InMobi Pte. Ltd. Citi Lockbox number 7881 P.O. Box 7247 Philadelphia, PA 19170-7881		-					56,626.12
Account No.			Goods and Services				
Innovid, Inc. P.O. Box 347961 Pittsburgh, PA 15251-4961		-					1,303.02
Account No.			Goods and Services				
Insight Express 333 Ludlow Street South Tower 2nd Floor Stamford, CT 06902		-					3,476.00
Account No.			Goods and Services				
Integral Ad Science Inc. P.O. Box 200197 Pittsburgh, PA 15251-0197		-					1,292.12
Subtotal (Total of this page)							88,368.26

Sheet no. 13 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O O R D I N A T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Interactive Integrity Consultants 7816 Mary Cassatt Drive Potomac, MD 20854		-					12,000.00
Account No.			Goods and Services				
Internap Network Services Dept. 0526 P.O. Box 120526 Dallas, TX 75312-0526		-					38,710.39
Account No.			Goods and Services				
Inveshare Inc. P.O. Box 568 Alpharetta, GA 30009-0568		-					216.40
Account No.			Goods and Services				
IPFS Corporation P.O. Box 100391 Pasadena, CA 91189-0391		-					3,487.48
Account No.			Goods and Services				
Iron Mountain P.O. Box 601002 Pasadena, CA 91189-1002		-					401.43
<div>Sheet no. 14 of 32 sheets attached to Schedule of</div> <div>Creditors Holding Unsecured Nonpriority Claims</div> <div align="right">Subtotal (Total of this page)</div>							54,815.70

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Ivan Braiker 10115 NE 62nd St. #302 Kirkland, WA 98033		-	Severance payments due under employment agreement				240,015.99
Account No. Jampp-Wire HSBC Invoice Finance UK HSBC Bank Plc London, EC3M4BA		-	Goods and Services				86,711.85
Account No. John Bolin 2885 Sanford Ave SW #26885 Grandville, MI 49418		-	Fees owing				9,954.00
Account No. John M. Devlin, Jr. - 30 Jericho Run Washington Crossing, PA 18977		-	Board Fees				43,333.00
Account No. Konica Minolta Premier PO Box 41602 Philadelphia, PA 19101		-	Goods and Services				2,101.47
Sheet no. 15 of 32 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							382,116.31

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Liolios Group Investor Relations 20371 Irvine Avenue, Suite A100 Newport Beach, CA 92660	-					58,153.88
Account No.		Goods and Services				
LiveRail 1601 Willow Road Menlo Park, CA 94025	-					81,791.04
Account No.		Goods and Services				
LOCAiD, Inc 475 Sansome Street Suite 710 San Francisco, CA 94111	-					16,458.38
Account No.		Goods and Services				
MacDonald-Miller Facility Solutions P.O. Box 47983 Seattle, WA 98146-7983	-					343.83
Account No.		Goods and Services				
Manhattan Transfer Registrar 57 Eastwood Road Miller Place, NY 11764	-					1,225.16
Sheet no. <u>16</u> of <u>32</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						157,972.29

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Marketwire, Inc. PO Box 848025 Los Angeles, CA 90084-8025		-				2,745.00
Account No.						
Mediant Communications LLC P.O. Box 29976 New York, NY 10087-9976		-				475.73
Account No.						
Merrill Communications, LLC CM-9638 St. Paul, MN 55170-9638		-				6,020.06
Account No.						
Metro PCS P.O. Box 94503 Seattle, WA 98124		-				779.35
Account No.						
Michael Brochu 16548 SE 59th Pl Bellevue, WA 98006		-				43,333.00
Subtotal (Total of this page)						53,353.14

Sheet no. 17 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E F O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Mobile Giving Foundation PO Box 723 Bellevue, WA 98009		-	Goods and Services			7,619.40
Account No.						
Mobile Posse, Inc. 1320 Old Chain Bridge Road Suite 240 McLean, VA 22101		-	Goods and Services			179,380.55
Account No.						
Mobilefuse 36 Maple Place Suite 306 Manhasset, NY 11030		-	Goods and Services			2,084,583.20
Account No.						
Edward J. LoBello Meyer, Suozzi, English & Klein, P.C 1350 Broadway, Suite 501 PO Box 822 New York, NY 10018			Additional Notice Party for: Mobilefuse			Notice Only
Account No.						
Mobilewalla, Inc. 2472 Jett Ferry Road, Suite 400-214 Dunwoody, GA 30338		-	Goods and Services			459,047.01
Subtotal (Total of this page)						2,730,630.16

Sheet no. 18 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Mobivity, Inc. 101 N Colorado St., #3116 Chandler, AZ 85244	-					311.25
Account No.		Goods and Services				
MyClean, Inc 247 West 35th Street, Suite 9R New York, NY 10123	-					792.61
Account No.		Goods and Services				
Neustar Info Services, Inc. Bank of America P.O. Box 742000 Atlanta, GA 30374	-					41,983.02
Account No.		Goods and Services				
Neustar, Inc - Quova Bank of America P.O. Box 277833 Atlanta, GA 30384-7833	-					1,322.58
Account No.		Goods and Services				
New Relic 188 Spear Street, Suite 1200 San Francisco, CA 94105	-					2,207.66
Subtotal (Total of this page)						46,617.12

Sheet no. 19 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**46,617.12**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Nexage, Inc. 101 Arch St., Suite #1510 Boston, MA 02110		-					26,423.09
Account No.			Goods and Services				
NJ Maintenance & Construction 26 Sillek Street Clifton, NJ 07013		-					882.82
Account No.			Goods and Services				
Ocean Biologics dba Ocean Consulting c/o Ocean Biologics 14419 Greenwood Ave., #220 Seattle, WA 98133		-					4,831.20
Account No.			Goods and Services				
Open Market P.O. Box 915267 Dallas, TX 75391-5267		-					128,032.14
Account No.			Legal Fees				
Pepper Hamilton, LLP Edmond D. Johnson 1313 Market St. Wilmington, DE 19899		-					2,528.02
<div>Sheet no. 20 of 32 sheets attached to Schedule of</div> <div>Creditors Holding Unsecured Nonpriority Claims</div> <div align="right">Subtotal (Total of this page)</div>							162,697.27

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		J C					
Account No.			Legal Fees				616,219.54
Perkins Coie 1201 Third Avenue 40th Floor Seattle, WA 98101-3099		-					
Account No.			Goods and Services				79,614.52
Pinsight Media +,Inc. P.O. Box 414798 Kansas City, MO 64141-4798		-					
Account No.			Goods and Services				92,165.54
Placed, Inc. 1205 2nd Ave., Suite #220 Seattle, WA 98101		-					
Account No.			Goods and Services				394.31
Poland Springs Water P.O. Box 856192 Louisville, KY 40285-6192		-					
Account No.			Goods and Services				102.70
Polestar Benefits, Inc. 412 Jefferson Parkway, Suite 202 Lake Oswego, OR 97035		-					
Subtotal (Total of this page)							788,496.61

Sheet no. 21 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Sheet no. **21** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Print NW 9914 32nd Avenue S Lakewood, WA 98499		-					177.96
Account No.			Goods and Services				
Pubmatic, Inc. P.O. Box 347402 Pittsburgh, PA 15251-4402		-					40,854.40
Account No.			Goods and Services				
Quest Research & Developement 1042 N. Waco Wichita, KS 67203		-					1,875.00
Account No.			Goods and Services				
Quotemedia, Inc. 17100 E. Shea Blvd. Suite 230 Fountain Hills, AZ 85268		-					580.74
Account No.			Goods and Services				
Rackspace Hosting PO Box 730759 Dallas, TX 75373-0759		-					1,217.60
Subtotal (Total of this page)							44,705.70

Sheet no. 22 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				1,337.58
Red Lion Hotels 11211 Main Street Bellevue, WA 98004		-					
Account No.			Legal Fees				218,210.95
Richardson & Patel LLP The Chrysler Building 405 Lexington Avenue New York, NY 10174		-					
Account No.			Goods and Services				2,223.31
Ricoh USA Inc. P.O. Box 790448 St. Louis, MO 63179-0448		-					
Account No.			Sublease deposit				45,500.00
RocketFuel 1000 Parkwood Circle SE, #900 Atlanta, GA 30339		-					
Account No.			Pending Lawsuit				Unknown
Ronald Leibsohn, et al. c/o Stritmatter Kessler Whelan Coluccio c /o Brad J. Moore 200 Second Avenue West Seattle, WA 98119-4204		-		X	X	X	
Subtotal (Total of this page)							267,271.84

Sheet no. 23 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Intellectual Property services				
Rosenbaum & Silvert 1480 Techny Road Northbrook, IL 60062-2757	-					14,111.25
Account No.		Goods and Services				
SEC Connect One America Plaza 600 West Broadway, Suite 700 San Diego, CA 92101	-					4,405.00
Account No.		Notice Purposes only				
Secretary of State Division of Corporations Franchise Tax PO Box 898 Dover, DE 19903	-					Unknown
Account No.						
Securities Exchange Commission Secretary of the Treasury 100 F Street, NE Washington, DC 20549	-					0.00
Account No.						
Securities Exchange Commission New York Regional Office Attn: Andrew Calamari, Regional Director 200 Vesey Street, Suite 400 New York, NY 10281-1022	-					0.00
Subtotal (Total of this page)						18,516.25

Sheet no. 24 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U E D S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.								
Shaub & Williams LLP David Shaub 12121 Wilshire Blvd., Ste 205 Los Angeles, CA 90025		-						427,080.77
Account No.								
Shred-It WA PO Box 101266 Pasadena, CA 91189-1266		-						105.94
Account No.								
Shred-It-USA- Atlanta PO Box 905263 Charlotte, NC 28290-5263		-						114.92
Account No.								
Sitecore USA Inc. Dept. 34670 San Francisco, CA 94139		-						3,250.00
Account No.								
Sito Mobile Solutions 100 Town Square Place, Suite #204 Jersey City, NJ 07310		-						1,875.00
Subtotal (Total of this page)								432,426.63

Sheet no. 25 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Sizmek Ad Serving 401 Park Ave. South 5th Floor New York, NY 10016		-					4,926.00
Account No.			Goods and Services				
Solium Capital LLC 222 South Mill Ave, Suite #424 Tempe, AZ 85281		-					4,500.00
Account No.			Goods and Services				
Southwest Media Group, Inc. 2100 Ross Avenue, Suite 3000 Dallas, TX 75201		-					1,376.81
Account No.			Goods and Services				
Spalding Associates 6 Davis Lane Darien, CT 06820		-					28,000.00
Account No.			Goods and Services				
Standard Parking 8037 Collection Center Drive Chicago, IL 60693		-					6,967.38
<div> <div>Sheet no. 26 of 32 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</div> <div align="right">Subtotal (Total of this page)</div> </div>							45,770.19

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Staples Dept. ATL P.O. Box 405386 Atlanta, GA 30384-5386		-					300.00
Account No.			Goods and Services				
StrikeAd, Inc. P.O. Box 203823 Dallas, TX 75320-3823		-					290,132.03
Account No.			Goods and Services				
Symantec Corporation P.O. Box 742345 Los Angeles, CA 90074-2345		-					29,015.68
Account No.			Goods and Services				
Tapit Media Attn: Accounts Receivable 4000 MacArthur Blvd., Suite 300 Newport Beach, CA 92660		-					1,133,193.50
Account No.			Goods and Services				
TapSense 4000 MacArthur Blvd Suite #300 Newport Beach, CA 92660		-					2,432.14
Subtotal (Total of this page)							1,455,073.35

Sheet no. 27 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E S	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
The Hanover Insurance Group P.O. Box 580045 Charlotte, NC 28258-0045		-				10,513.08
Account No.						
The Rubicon Project Inc. Dept. CH 16601 Palatine, IL 60055-6601		-				22,854.98
Account No.						
Thomas Thayer Denman 420 Central Park W. Apt. 4H New York, NY 10025		-				4,192.50
Account No.						
Thomas Virgin 15626 SE 54th Street Bellevue, WA 98006		-				236,934.88
Account No.						
Trilibis, Inc. Dept. LA 23481 Pasadena, CA 91185-3481		-				822.58
Subtotal (Total of this page)						275,318.02

Sheet no. **28** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O U N T Y	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Consulting Fees				
Trove Capital Partners 931 Iliff St. Pacific Palisades, CA 90272		-					45,000.00
Account No.			Goods and Services				
Truste Attn: Accounts Receivable 835 Market Street San Francisco, CA 94103		-					18,750.00
Account No.			Goods and Services				
TSC, Inc. 7300 Metro Blvd., Suite 450 Edina, MN 55439		-					1,711.00
Account No.			Goods and Services				
TW Telecom P.O. Box 172567 Denver, CO 80217-2567		-					1,338.41
Account No.			Goods and Services				
UPS P.O. Box 894820 Los Angeles, CA 90189-4820		-					367.63
Subtotal (Total of this page)							67,167.04

Sheet no. 29 of 32 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Urban Airship, Inc. 1417 NE Everett St. Suite 300 Portland, OR 97209		-					4,082.12
Account No.			Goods and Services				
Vehicle 2225 N. 56th St. Seattle, WA 98103		-					31,706.69
Account No.			Goods and Services				
Veritext Legal Solutions 707 Wilshire Boulevard Suite 3500 Los Angeles, CA 90017		-					4,893.75
Account No.			Utilities				
Verizon Act#2126950415 P.O. Box 15124 Albany, NY 12212-5124		-					385.13
Account No.			Utilities				
Verizon Wireless PO Box 660108 Dallas, TX 75266		-					2,486.70
Subtotal (Total of this page)							43,554.39

Sheet no. **30** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**43,554.39**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
ViaVid Broadcasting Corporation 118-998 Harbourside Drive North Vancouver, BC V7P3T2		-					2,145.99
Account No.			Goods and Services				
Virool, Inc. 88 Kearny, 21st Floor San Francisco, CA 94108		-					58,652.95
Account No.			Goods and Services				
Vizu Corporation 26523 Network Place Chicago, IL 60673-1265		-					7,500.00
Account No.			Goods and Services				
VSP P.O. Box 45200 San Francisco, CA 94145-5200		-					461.54
Account No.			Goods and Services				
Wetpaint 710 2nd Ave., Suite 1100 Seattle, WA 98104		-					25,000.00
Subtotal (Total of this page)							93,760.48

Sheet no. **31** of **32** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Goods and Services					
WTAS Holdings LLC P.O. Box 200988 Pittsburgh, PA 15251-0988		-					8,557.00	
Account No.			Goods and Services					
XO One and XO Communications 14239 Collections Center Drive Chicago, IL 60693		-					5,492.29	
Account No.			Goods and Services					
Yth Live 409 13th Street, 14th Floor Oakland, CA 94612		-					1,250.00	
Account No.			Goods and Services					
Zumobi, Inc Dept. LA 23808 Pasadena, CA 23808		-					902,835.48	
Account No.								
Sheet no. <u>32</u> of <u>32</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	918,134.77
							Total (Report on Summary of Schedules)	10,304,588.16

B6G (Official Form 6G) (12/07)

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

See Attached

B6F (Official Form 6F) (12/07)

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

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 (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No. 110 Atrium Place P.O. Box 730726 Dallas, TX 75373-0726			-					573.04
Account No. 110 Consulting, Inc. 600 108th Avenue, NE #502 Bellevue, WA 98004			-					61,752.50
Account No. ABL Brand Consulting Attn: Brett Leach 519 Transit Road Victoria, BC V8S4Z4			-					8,435.45
Account No. Acuity Ads Inc. 5775 Yonge St., Unit 1802 Toronto, ON M2M4J1			-					116,118.00
Subtotal (Total of this page)								186,878.99

33 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Ad Juster, Inc. 12700 Stowe Drive, Suite 280 Poway, CA 92064		-					9,290.32
Account No.			Goods and Services				
Adap.tv, Inc. 1 Waters Park Drive Suite 250 San Mateo, CA 94403		-					332,690.72
Account No.			Goods and Services				
Adaptive Media, Inc 16795 Von Karman Suite 240 Irvine, CA 92606		-					389.17
Account No.			Payroll Services				
ADP Screening & Selection Svcs P.O. Box 645177 Cincinnati, OH 45264-5177		-					249.74
Account No.			Payroll Services				
ADP, Inc. 504 Clinton Center Drive Suite 4400 Clinton, MS 39056		-					2,976.08
Subtotal (Total of this page)							345,596.03

Sheet no. **1** of **33** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**345,596.03**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Insurance				56,292.67
Aetna Inc. P.O. Box 804735 Chicago, IL 60680-4108		-					
Account No.			Insurance				2,486.86
Aetna-Life Attn: ALIC P.O. Box 88860 Chicago, IL 60695-1860		-					
Account No.			Goods and Services				12,820.50
AFP Southern Railway Building 1500 K Street, N.W., Suite 600 Washington, DC 20005		-					
Account No.			Consulting Fees				256,373.63
AIM Consulting Group P.O. Box 796 Spokane, WA 99210-0796		-					
Account No.			Goods and Services				26,176.59
AirPush Inc 10940 S. Parker Road, #725 Parker, CO 80134		-					
Sheet no. <u>2</u> of <u>33</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							354,150.25
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Alt 12 127 Roanoke St. San Francisco, CA 94131		-					7,574.49
Account No.			Goods and Services				
Amazon Web Services P.O. Box 84023 Seattle, WA 98124-8423		-					52,577.11
Account No.			Goods and Services				
American Funds P.O. Box 659530 San Antonio, TX 78265-9530		-					750.00
Account No.			Tax Services				
Andersen Tax P.O. Box 200988 Pittsburgh, PA 15251-0988		-					4,280.00
Account No.							
Andrew Burgess 37239 N. 33rd Avenue Dessert Hills, AZ 85086		-					9,849.55
Subtotal (Total of this page)							75,031.15

Sheet no. 3 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Consulting Fees				5,440.00
Anthony Russo 2253 Gilman Dr W Apt #307 Seattle, WA 98119		-					
Account No.			Goods and Services				829.00
Apple Store P.O. Box 281877 Atlanta, GA 30384-1877		-					
Account No.			Customer Rebate				171,124.13
Boehringer Ingelheim 900 Ridgebury Rd. PO Box 368 Ridgefield, CT 06877-3003		-					
Account No.			Pending Lawsuit				Unknown
Brandofino Communications 12 Spruce Park, Syosset, NY 11791		-		X	X	X	
Account No.			Additional Notice Party for: Brandofino Communications				Notice Only
Andrew Bunnell 5 Campbell Street Woburn, MA 01801							
Sheet no. 4 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							177,393.13

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Brightroll PO BOX 8420 Pasadena, CA 91109-8420		-					73,990.66
Account No.							
Charles Anthony Lathrope 24703 231st Avenue SE Maple Valley, WA 98038		-					250.00
Account No.			Goods and Services				
Citrix Online File 50264 Los Angeles, CA 90074-0264		-					524.19
Account No.							
Clark Nuber 10900 NE 4th St. Suite #1700 Bellevue, WA 98004-5841		-					11,500.00
Account No.			Goods and Services				
Coach Media, Inc. P.O. Box 3311 Beverly, MA 01915		-					22,475.00
Subtotal (Total of this page)							108,739.85

Sheet no. 5 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W	J C				
Account No.							
Cogentic Communications PO Box 791087 Baltimore, MD 21279		-					1,058.06
Account No.							
Colonial Life Processing Center P.O. Box 1365 Columbia, SC 29202-1365		-					876.16
Account No.							
Comcast (Bellevue) P.O. Box 34744 Seattle, WA 98124-1744		-					72.37
Account No.							
Comcast Cable P.O. Box 530098 Atlanta, GA 30353-0098		-					201.94
Account No.							
Comcast-877130-011-1605584-Chicago Cable Acct #8771300111605584 P.O. Box 3001 Southeastern, PA 19398-3001		-					233.96
Subtotal (Total of this page)							2,442.49

Sheet no. 6 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
comScore 14140 Collection Center Drive Chicago, IL 60693		-					17,830.65
Account No.			Goods and Services				
Concourse Owner V/VI, LLC PO Box 742305 Atlanta, GA 30374-2305		-					701.90
Account No.			Goods and Services				
Culligan 25 East 3rd Spokane, WA 99202		-					101.64
Account No.			Goods and Services				
CUSIP Global Services. 2542 Collection Center Dr Chicago, IL 60693		-					100.00
Account No.			Goods and Services				
CWTA 130 Albert Street Suite 1110 Ottawa, ON K1P 5G4		-					779.04
Subtotal (Total of this page)							19,513.23

Sheet no. 7 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**19,513.23**

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
DFW Interactive Marketing Association 6609 Ridgemont Dr. Dallas, TX 75214		-					4,800.00
Account No.			Goods and Services and pending lawsuit				
Digital Insiders Group, LLC 47 Maugus Hill Rd. Wellesley Hills, MA 02481		-				X	33,750.00
Account No.			Additional Notice Party for: Digital Insiders Group, LLC				
Andrew Bunnell Scafidi Juliano LLP 5 Campbell Street Woburn, MA 01801							Notice Only
Account No.			Goods and Services				
Domino Computing 350 7th Ave. Suite #304 New York, NY 10001		-					89.82
Account No.			Board Fees				
Donald Stout - Board 925 Towlston Road McLean, VA 22101		-					38,333.00
Sheet no. 8 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							76,972.82

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				190,217.70
Drawbridge, Inc. 2121 El Camino Real, 7th Floor San Mateo, CA 94403		-					
Account No.			Goods and Services				124.72
DUS Management, Inc. 35 East Wacker Drive, Suite 600 Chicago, IL 60601		-					
Account No.			Goods and Services				35,925.93
Engage BDR 9000 West Sunset Blvd., Suite 500 West Hollywood, CA 90069		-					
Account No.			Goods and Services				622.16
Fed Express P.O. Box 371461 Pittsburgh, PA 15250-7461		-					
Account No.			Services				737.14
Flex Plan Services P.O. Box 53250 Bellevue, WA 98015		-					
Sheet no. 9 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							227,627.65

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Flood Brothers Inc. 8343 Roswell Rd Suite 117 Atlanta, GA 30350	-					0.60
Account No.		Goods and Services				
FP Mailing Solutions PO Box 4510 Carol Stream, IL 60197-4510	-					121.55
Account No.		Advisor Fees				
Free Vector Advisors P.O. Box 1884 Snohomish, WA 98291	-					2,295.00
Account No.		Goods and Services				
Glam Media Canada 2000 Sierra Point Parkway Suite 1000, 10th Floor Brisbane, CA 94005	-					1,839.28
Account No.		Goods and Services				
Glance Network 1167 Massachusetts Ave Arlington, MA 02476	-					7,176.00
Sheet no. 10 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						11,432.43

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R O W E R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				157,144.14
Go2Mobi Suite 5-774 Bay St. Victoria, BC V8T5E4		-					
Account No.			Legal Services				201,123.04
Goodwin Proctor, LLP Exchange Place 53 State Street Boston, MA 02109		-					
Account No.			Legal Services				184,819.95
Gordon Rees, LLP 275 Battery Street, 20th Floor San Francisco, CA 94111		-					
Account No.			Goods and Services				10,990.09
Hardwell Acquisition, LLC c/o Berstein Real Estate 150 West 30th Street, 2nd Fl. New York, NY 10001		-					
Account No.			Sublease deposit due at end of lease				25,000.00
Highwater Systems 2020 Howell Mill Road NW Suite 245 Atlanta, GA 30318		-					
Subtotal (Total of this page)							579,077.22

Sheet no. 11 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. **11** of **33** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				5,579.50
Highwinds Network Group, Inc. 807 West Morse Blvd., Suite 101 Winter Park, FL 32789		-					
Account No.			Goods and Services				1,959.64
HiTouch Business Services P.O. Box 306012 Nashville, TN 37230-6012		-					
Account No.			Goods and Services				2,280.00
IDiscover 2049 Century Park East Suite 4370 Los Angeles, CA 90067		-					
Account No.			Goods and Services				1,095.41
IESI-NY Corporation P.O. Box 660654 Dallas, TX 75266-0654		-					
Account No.			Goods and Services				2,052.85
Infinite P.O. Box 836 Short Hills, NJ 07078		-					
Subtotal (Total of this page)							12,967.40

Sheet no. 12 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Information Law Group 225 West Washington, Suite #2200 Chicago, IL 60606		-					
							25,671.00
Account No.			Goods and Services				
InMobi Pte. Ltd. Citi Lockbox number 7881 P.O. Box 7247 Philadelphia, PA 19170-7881		-					
							56,626.12
Account No.			Goods and Services				
Innovid, Inc. P.O. Box 347961 Pittsburgh, PA 15251-4961		-					
							1,303.02
Account No.			Goods and Services				
Insight Express 333 Ludlow Street South Tower 2nd Floor Stamford, CT 06902		-					
							3,476.00
Account No.			Goods and Services				
Integral Ad Science Inc. P.O. Box 200197 Pittsburgh, PA 15251-0197		-					
							1,292.12
Sheet no. 13 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			88,368.26

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				12,000.00
Interactive Integrity Consultants 7816 Mary Cassatt Drive Potomac, MD 20854		-					
Account No.			Goods and Services				38,710.39
Internap Network Services Dept. 0526 P.O. Box 120526 Dallas, TX 75312-0526		-					
Account No.			Goods and Services				216.40
Inveshare Inc. P.O. Box 568 Alpharetta, GA 30009-0568		-					
Account No.			Goods and Services				3,487.48
IPFS Corporation P.O. Box 100391 Pasadena, CA 91189-0391		-					
Account No.			Goods and Services				401.43
Iron Mountain P.O. Box 601002 Pasadena, CA 91189-1002		-					
Subtotal (Total of this page)							54,815.70

Sheet no. 14 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Severance payments due under employment agreement				240,015.99
Ivan Braiker 10115 NE 62nd St. #302 Kirkland, WA 98033		-					
Account No.			Goods and Services				86,711.85
Jampp-Wire HSBC Invoice Finance UK HSBC Bank Plc London, EC3M4BA		-					
Account No.			Fees owing				9,954.00
John Bolin 2885 Sanford Ave SW #26885 Grandville, MI 49418		-					
Account No.			Board Fees				43,333.00
John M. Devlin, Jr. - 30 Jericho Run Washington Crossing, PA 18977		-					
Account No.			Goods and Services				2,101.47
Konica Minolta Premier PO Box 41602 Philadelphia, PA 19101		-					
Sheet no. 15 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							382,116.31

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Liolios Group Investor Relations 20371 Irvine Avenue, Suite A100 Newport Beach, CA 92660		-					58,153.88
Account No.			Goods and Services				
LiveRail 1601 Willow Road Menlo Park, CA 94025		-					81,791.04
Account No.			Goods and Services				
LOCAiD, Inc 475 Sansome Street Suite 710 San Francisco, CA 94111		-					16,458.38
Account No.			Goods and Services				
MacDonald-Miller Facility Solutions P.O. Box 47983 Seattle, WA 98146-7983		-					343.83
Account No.			Goods and Services				
Manhattan Transfer Registrar 57 Eastwood Road Miller Place, NY 11764		-					1,225.16
Subtotal (Total of this page)							157,972.29

Sheet no. **16** of **33** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R O W E R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				Goods and Services				
Marketwire, Inc. PO Box 848025 Los Angeles, CA 90084-8025		-						2,745.00
Account No.				Goods and Services				
Mediant Communications LLC P.O. Box 29976 New York, NY 10087-9976		-						475.73
Account No.				Goods and Services				
Merrill Communications, LLC CM-9638 St. Paul, MN 55170-9638		-						6,020.06
Account No.				Goods and Services				
Metro PCS P.O. Box 94503 Seattle, WA 98124		-						779.35
Account No.				Board Fees				
Michael Brochu 16548 SE 59th Pl Bellevue, WA 98006		-						43,333.00
<div>Sheet no. 17 of 33 sheets attached to Schedule of</div> <div>Creditors Holding Unsecured Nonpriority Claims</div> <div align="right">Subtotal (Total of this page)</div>								53,353.14

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Goods and Services				7,619.40
Mobile Giving Foundation PO Box 723 Bellevue, WA 98009		-					
Account No.			Goods and Services				179,380.55
Mobile Posse, Inc. 1320 Old Chain Bridge Road Suite 240 McLean, VA 22101		-					
Account No.			Goods and Services				2,084,583.20
Mobilefuse 36 Maple Place Suite 306 Manhasset, NY 11030		-					
Account No.			Additional Notice Party for: Mobilefuse				Notice Only
Edward J. LoBello Meyer, Suozzi, English & Klein, P.C 1350 Broadway, Suite 501 PO Box 822 New York, NY 10018							
Account No.			Goods and Services				459,047.01
Mobilewalla, Inc. 2472 Jett Ferry Road, Suite 400-214 Dunwoody, GA 30338		-					
Subtotal (Total of this page)							2,730,630.16

Sheet no. 18 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. 18 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Mobivity, Inc. 101 N Colorado St., #3116 Chandler, AZ 85244		-					311.25
Account No.			Goods and Services				
MyClean, Inc 247 West 35th Street, Suite 9R New York, NY 10123		-					792.61
Account No.			Goods and Services				
Neustar Info Services, Inc. Bank of America P.O. Box 742000 Atlanta, GA 30374		-					41,983.02
Account No.			Goods and Services				
Neustar, Inc - Quova Bank of America P.O. Box 277833 Atlanta, GA 30384-7833		-					1,322.58
Account No.			Goods and Services				
New Relic 188 Spear Street, Suite 1200 San Francisco, CA 94105		-					2,207.66
Subtotal (Total of this page)							46,617.12

Sheet no. **19** of **33** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Nexage, Inc. 101 Arch St., Suite #1510 Boston, MA 02110	-					26,423.09
Account No.		Goods and Services				
NJ Maintenance & Construction 26 Sillek Street Clifton, NJ 07013	-					882.82
Account No.		Goods and Services				
Ocean Biologics dba Ocean Consulting c/o Ocean Biologics 14419 Greenwood Ave., #220 Seattle, WA 98133	-					4,831.20
Account No.		Goods and Services				
Open Market P.O. Box 915267 Dallas, TX 75391-5267	-					128,032.14
Account No.		Legal Fees				
Pepper Hamilton, LLP Edmond D. Johnson 1313 Market St. Wilmington, DE 19899	-					2,528.02
Subtotal (Total of this page)						162,697.27

Sheet no. 20 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Legal Fees				
Perkins Coie 1201 Third Avenue 40th Floor Seattle, WA 98101-3099		-					616,219.54
Account No.			Goods and Services				
Pinsight Media +, Inc. P.O. Box 414798 Kansas City, MO 64141-4798		-					79,614.52
Account No.			Goods and Services				
Placed, Inc. 1205 2nd Ave., Suite #220 Seattle, WA 98101		-					92,165.54
Account No.			Goods and Services				
Poland Springs Water P.O. Box 856192 Louisville, KY 40285-6192		-					394.31
Account No.			Goods and Services				
Polestar Benefits, Inc. 412 Jefferson Parkway, Suite 202 Lake Oswego, OR 97035		-					102.70
Subtotal (Total of this page)							788,496.61

Sheet no. 21 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Print NW 9914 32nd Avenue S Lakewood, WA 98499		-					177.96
Account No.			Goods and Services				
Pubmatic, Inc. P.O. Box 347402 Pittsburgh, PA 15251-4402		-					40,854.40
Account No.			Goods and Services				
Quest Research & Developement 1042 N. Waco Wichita, KS 67203		-					1,875.00
Account No.			Goods and Services				
Quotemedia, Inc. 17100 E. Shea Blvd. Suite 230 Fountain Hills, AZ 85268		-					580.74
Account No.			Goods and Services				
Rackspace Hosting PO Box 730759 Dallas, TX 75373-0759		-					1,217.60
<div> Sheet no. <u>22</u> of <u>33</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims </div> <div> Subtotal (Total of this page) </div>							44,705.70

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				1,337.58
Red Lion Hotels 11211 Main Street Bellevue, WA 98004							
Account No.			Legal Fees				218,210.95
Richardson & Patel LLP The Chrysler Building 405 Lexington Avenue New York, NY 10174							
Account No.			Goods and Services				2,223.31
Ricoh USA Inc. P.O. Box 790448 St. Louis, MO 63179-0448							
Account No.			Sublease deposit				45,500.00
RocketFuel 1000 Parkwood Circle SE, #900 Atlanta, GA 30339							
Account No.			Pending Lawsuit		X	X	X
Ronald Leibsohn, et al. c/o Stritmatter Kessler Whelan Coluccio c /o Brad J. Moore 200 Second Avenue West Seattle, WA 98119-4204							
Subtotal (Total of this page)							267,271.84

Sheet no. 23 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. 23 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Intellectual Property services				14,111.25
Rosenbaum & Silvert 1480 Techny Road Northbrook, IL 60062-2757		-					
Account No.			Goods and Services				4,405.00
SEC Connect One America Plaza 600 West Broadway, Suite 700 San Diego, CA 92101		-					
Account No.			Notice Purposes only				Unknown
Secretary of State Division of Corporations Franchise Tax PO Box 898 Dover, DE 19903		-					
Account No.							0.00
Securities Exchange Commission Secretary of the Treasury 100 F Street, NE Washington, DC 20549		-					
Account No.							0.00
Securities Exchange Commission New York Regional Office Attn: Andrew Calamari, Regional Director 200 Vesey Street, Suite 400 New York, NY 10281-1022		-					
Sheet no. 24 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			18,516.25

Sheet no. 24 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

18,516.25

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Shaub & Williams LLP David Shaub 12121 Wilshire Blvd., Ste 205 Los Angeles, CA 90025		-				427,080.77
Account No.						
Shred-It WA PO Box 101266 Pasadena, CA 91189-1266		-				105.94
Account No.						
Shred-It-USA- Atlanta PO Box 905263 Charlotte, NC 28290-5263		-				114.92
Account No.						
Sitecore USA Inc. Dept. 34670 San Francisco, CA 94139		-				3,250.00
Account No.						
Sito Mobile Solutions 100 Town Square Place, Suite #204 Jersey City, NJ 07310		-				1,875.00
Subtotal (Total of this page)						432,426.63

Sheet no. 25 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

432,426.63

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Goods and Services				
Sizmek Ad Serving 401 Park Ave. South 5th Floor New York, NY 10016		-					4,926.00
Account No.			Goods and Services				
Solium Capital LLC 222 South Mill Ave, Suite #424 Tempe, AZ 85281		-					4,500.00
Account No.			Goods and Services				
Southwest Media Group, Inc. 2100 Ross Avenue, Suite 3000 Dallas, TX 75201		-					1,376.81
Account No.			Goods and Services				
Spalding Associates 6 Davis Lane Darien, CT 06820		-					28,000.00
Account No.			Goods and Services				
Standard Parking 8037 Collection Center Drive Chicago, IL 60693		-					6,967.38
Sheet no. 26 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							45,770.19

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E F O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Staples Dept. ATL P.O. Box 405386 Atlanta, GA 30384-5386	-					300.00
Account No.		Goods and Services				
StrikeAd, Inc. P.O. Box 203823 Dallas, TX 75320-3823	-					290,132.03
Account No.		Goods and Services				
Symantec Corporation P.O. Box 742345 Los Angeles, CA 90074-2345	-					29,015.68
Account No.		Goods and Services				
Tapit Media Attn: Accounts Receivable 4000 MacArthur Blvd., Suite 300 Newport Beach, CA 92660	-					1,133,193.50
Account No.		Goods and Services				
TapSense 4000 MacArthur Blvd Suite #300 Newport Beach, CA 92660	-					2,432.14
Subtotal (Total of this page)						1,455,073.35

Sheet no. 27 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

1,455,073.35

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Insurance				
The Hanover Insurance Group P.O. Box 580045 Charlotte, NC 28258-0045		-					10,513.08
Account No.			Goods and Services				
The Rubicon Project Inc. Dept. CH 16601 Palatine, IL 60055-6601		-					22,854.98
Account No.			Consultant fees				
Thomas Thayer Denman 420 Central Park W. Apt. 4H New York, NY 10025		-					4,192.50
Account No.			Severance payments under employment agreement				
Thomas Virgin 15626 SE 54th Street Bellevue, WA 98006		-					236,934.88
Account No.			Goods and Services				
Trilibis, Inc. Dept. LA 23481 Pasadena, CA 91185-3481		-					822.58
Sheet no. 28 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							275,318.02

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Consulting Fees				
Trove Capital Partners 931 Iliff St. Pacific Palisades, CA 90272	-					45,000.00
Account No.		Goods and Services				
Truste Attn: Accounts Receivable 835 Market Street San Francisco, CA 94103	-					18,750.00
Account No.		Goods and Services				
TSC, Inc. 7300 Metro Blvd., Suite 450 Edina, MN 55439	-					1,711.00
Account No.		Goods and Services				
TW Telecom P.O. Box 172567 Denver, CO 80217-2567	-					1,338.41
Account No.		Goods and Services				
UPS P.O. Box 894820 Los Angeles, CA 90189-4820	-					367.63
Sheet no. <u>29</u> of <u>33</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						67,167.04

B6F (Official Form 6F) (12/07) - Cont.

In re **Hipcricket, Inc., a Delaware corporation**Case No. **15-10104**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E F O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Goods and Services				
Urban Airship, Inc. 1417 NE Everett St. Suite 300 Portland, OR 97209	-					4,082.12
Account No.		Goods and Services				
Vehicle 2225 N. 56th St. Seattle, WA 98103	-					31,706.69
Account No.		Goods and Services				
Veritext Legal Solutions 707 Wilshire Boulevard Suite 3500 Los Angeles, CA 90017	-					4,893.75
Account No.		Utilities				
Verizon Act#2126950415 P.O. Box 15124 Albany, NY 12212-5124	-					385.13
Account No.		Utilities				
Verizon Wireless PO Box 660108 Dallas, TX 75266	-					2,486.70
Subtotal (Total of this page)						43,554.39

Sheet no. **30** of **33** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)**43,554.39**

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		-	Goods and Services				2,145.99
ViaVid Broadcasting Corporation 118-998 Harbourside Drive North Vancouver, BC V7P3T2							
Account No.		-	Goods and Services				58,652.95
Virool, Inc. 88 Kearny, 21st Floor San Francisco, CA 94108							
Account No.		-	Goods and Services				7,500.00
Vizu Corporation 26523 Network Place Chicago, IL 60673-1265							
Account No.		-	Goods and Services				461.54
VSP P.O. Box 45200 San Francisco, CA 94145-5200							
Account No.		-	Goods and Services				25,000.00
Wetpaint 710 2nd Ave., Suite 1100 Seattle, WA 98104							
Sheet no. 31 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			93,760.48

Sheet no. 31 of 33 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Goods and Services				
WTAS Holdings LLC P.O. Box 200988 Pittsburgh, PA 15251-0988		-					8,557.00
Account No.			Goods and Services				
XO One and XO Communications 14239 Collections Center Drive Chicago, IL 60693		-					5,492.29
Account No.			Settlement				
Yahoo! Inc. P.O. Box 3003 Carol Stream, IL 60132-3003		-					176,103.72
Account No.			Additional Notice Party for: Yahoo! Inc.				
Rachel Krevans Morrison & Foerster LLP 425 Market Street 32nd Floor San Francisco, CA 94105							Notice Only
Account No.			Goods and Services				
Yth Live 409 13th Street, 14th Floor Oakland, CA 94612		-					1,250.00
Sheet no. <u>32</u> of <u>33</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							191,403.01

B6F (Official Form 6F) (12/07) - Cont.

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Zumobi, Inc Dept. LA 23808 Pasadena, CA 23808		-	Goods and Services			902,835.48
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. 33 of 33 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						902,835.48
Subtotal (Total of this page)						902,835.48
Total (Report on Summary of Schedules)						10,480,691.88

B6G (Official Form 6G) (12/07)

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

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.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

See Attached

0

continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

IP License and Related Agreements

Contract Name/Date/Parties
1. Patent License and Settlement Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
2. Patent License and Settlement Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
3. DSP License and Services Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
4. Patent License and Settlement Agreement, effective February 5, 2013, by and between Augme Technologies, Inc. and AOL Inc.
5. Patent License and Settlement Agreement, effective March 22, 2013, by and among Augme Technologies, Inc., Velti USA, Inc. and Velti Limited.
6. Settlement Agreement, dated November 27, 2013, by and between Augme Technologies, Inc. and Millennial Media, Inc.
7. Services Agreement, dated November 29, 2013, by and between Hipcricket, Inc. and Millennial Media, Inc.
8. Patent License and Settlement Agreement, effective March 11, 2013, by and between Augme Technologies, Inc. and Pandora Media, Inc.
9. Patent License and Settlement Agreement, dated April 10, 2013, by and between Augme Technologies, Inc. and Gannett Co., Inc.

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Marketing and Miscellaneous Vendor Agreements

Contract Name/Date/Parties
1. OpenMarket Commercial Services Agreement, dated March 30, 2009, by and between OpenMarket, Inc. and Hipcricket, Inc., as latest amended by Amendment No. 8 effective January 1, 2013.
2. Master Agreement, dated November 5, 2012, by and between NeuStar, Inc. and Hipcricket, Inc.
3. Master Services Agreement, dated February 14, 2013, by and between Syniverse Technologies, LLC and Augme Technologies, Inc., as amended by Amendment No. 1 to Mobile Enterprise SMS Service Attachment dated February 19, 2013.
4. Geo-Fence and Application Development Agreement, dated June 1, 2011, by and between Loc-Aid, Inc. and Hipcricket, Inc.
5. Charitable Gateway Agreement, dated April 5, 2012, by and between Mobile Giving Foundation, Inc. and Hipcricket, Inc.
6. Service Agreement, dated January 7, 2014, by and between InfoObjects Inc. and Hipcricket, Inc.
7. Salesforce.com Order Forms, dated January 20, 2014 and May 8, 2014, relating to contract No. 00746776, dated August 13, 2013.
8. Master Service Agreement between Salesforce.com and Hipcricket, Inc.
9. Dyn Services Agreement, dated January 31, 2013, by and between Dynamic Network Services, Inc. and Hipcricket, Inc.
10. Program Amendment to Master License and Service Agreement TRUSTed Data Collection, dated April 30, 2014, by and between True Ultimate Standards Everywhere, Inc. and Hipcricket, Inc., which amends that certain Master License and Services Agreement dated April 29, 2011, between the parties.
11. Master License and Services Agreement, dated April 29, 2011, by and between True Ultimate Standards Everywhere, Inc. and Hipcricket, Inc.
12. Sales Order dated December 28, 2012, by and between Internap Network Services, Corp. and Hipcricket, Inc.

13. Master Service Agreement between Internap Network Services, Corp. and Hipcricket, Inc.
14. Service Agreement, dated October 11, 2012, by and between Vain Media LLC and Hipcricket, Inc.
15. Mobivity Terms of Use, dated December 5, 2013, by and between Mobivity, Inc. and Hipcricket, Inc.
16. Qualcomm Retail Solutions, Inc., Hipcricket Gimbal Developer Agreement, dated December 9, 2013, by and between Qualcomm Retail Solutions, Inc., and Hipcricket, Inc.
17. Service Agreement Order Form, dated November 1, 2010, by and between Trilibis, Inc. and Hipcricket, Inc.
18. SMS Aggregator Services Agreement, dated October 2, 2009, by and between MetroPCS Wireless, Inc. and Hipcricket, Inc.
19. Customer Agreement No. 36964-CA dated December 23, 2013, by and between Hipcricket, Inc. and Sirius Computer Solutions, Inc.
20. The Statement of Work, dated January 1, 2014, between True North Service, Inc. dba Vehicle and Hipcricket, Inc.
21. Master Service Agreement, dated May 19, 2011, between True North Service, Inc. dba Vehicle and Hipcricket, Inc.

Mobile Advertising Vendor Agreements

Contract Name/Date/Parties
1. Ensign User Agreement, dated March 21, 2014, by and between Ensign and Hipcricket, Inc.
2. Real Time Exchange Buyer Agreement, dated December 5, 2012, by and between Nexage, Inc. and Hipcricket, Inc.
3. Placed Agreement, dated January 13, 2014, by and between Placed Inc. and Hipcricket, Inc.
4. Rubicon Project Platform Access and Services Agreement, dated March 26, 2014, by and between The Rubicon Project, Inc. and Hipcricket, Inc.

5. BigOven Partner Agreement, dated October 1, 2014, by and between Lakefront Software, Inc. and Hipcricket, Inc.
6. Service Order, dated May 3, 2013, by and between Neustar Information Services, Inc. and Hipcricket, Inc.
7. Service Order, dated November 28, 2012, by and between ComScore, Inc. and Augme Technologies, Inc.
8. Services Agreement, dated January 14, 2011, by and between ComScore, Inc. and Augme Technologies, Inc.
9. Demand Partner Service Agreement, dated March 11, 2014, by and between Pubmatic and Hipcricket, Inc.
10. Service Order, dated November 1, 2013, between New Relic, Inc. and Hipcricket, Inc.

Financing Agreements

Contract Name/Date/Parties
1. Installment Payment Agreement, dated December 23, 2013, by and between Hipcricket, Inc. and De Lage Landen Financial Services, Inc., entered into in connection with the Customer Agreement No. 36964-CA dated December 23, 2013, by and between Hipcricket, Inc. and Sirius Computer Solutions, Inc.

Consulting Agreements

Contract Name/Date/Parties
1. Consulting Agreement, dated September 30, 2014, by and between Hipcricket, Inc. and Trevor Jones.
2. Consulting Agreement, dated October 6, 2014, by and between Hipcricket, Inc. and Megode Systems, LLC.
3. Consulting Agreement, dated July 24, 2014, by and between Hipcricket, Inc. and Kimberly Cunningham.
4. Consulting Agreement, dated September 15, 2014, by and between Hipcricket, Inc. and Tincan Studio LLC.
5. Consulting Agreement, dated July 23, 2014, by and between Hipcricket, Inc. and Doug Gilormo.
6. Consulting Agreement, dated April 26, 2014, by and between Hipcricket, Inc. and ABL Brand Consulting.
7. Consulting Agreement, dated September 23, 2013, by and between Hipcricket, Inc. and John Bolin.
8. Consulting Agreement, dated November 6, 2014, by and between Hipcricket, Inc. and Charles Lathrope.
9. Consulting Agreement, dated October 6, 2014, by and between Hipcricket, Inc. and Ryan Kirk.
10. Consulting Agreement, dated December 18, 2014, by and between Hipcricket, Inc. and Thomas Denman.

Material Contracts

IP License and Related Agreements:

1. Patent License and Settlement Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
2. Patent License and Settlement Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
3. DSP License and Services Agreement, dated April 19, 2012, by and between Augme Technologies, Inc. and LucidMedia Networks, Inc.
4. Patent License and Settlement Agreement, effective February 5, 2013, by and between Augme Technologies, Inc. and AOL Inc.
5. Patent License and Settlement Agreement, effective March 22, 2013, by and among Augme Technologies, Inc., Velti USA, Inc. and Velti Limited.
6. Settlement Agreement, dated November 27, 2013, by and between Augme Technologies, Inc. and Millennial Media, Inc.
7. Services Agreement, dated November 29, 2013, by and between Hipcricket, Inc. and Millennial Media, Inc.
8. Patent License and Settlement Agreement, effective March 11, 2013, by and between Augme Technologies, Inc. and Pandora Media, Inc.
9. Patent License and Settlement Agreement, dated April 10, 2013, by and between Augme Technologies, Inc. and Gannett Co., Inc.
10. Representation Agreement dated January 31, 2011 by and between Augme Technologies, Inc. and Goodwin Procter LLP, as supplemented by Addendum to Representation Agreement dated March 8, 2012 by and between Augme Technologies, Inc. and Goodwin Procter LLP, and as amended by the Amended and Restated Representation Agreement dated March 9, 2012 by and between Augme Technologies, Inc. and Goodwin Procter LLP.

Marketing and Miscellaneous Vendor Agreements:

1. OpenMarket Commercial Services Agreement, dated March 30, 2009, by and between OpenMarket, Inc. and Hipcricket, Inc., as latest amended by Amendment No. 8 effective January 1, 2013.

NY 244941035v3

2. Master Agreement, dated November 5, 2012, by and between NeuStar, Inc. and Hipcricket, Inc.
3. Master Services Agreement, dated February 14, 2013, by and between Syniverse Technologies, LLC and Augme Technologies, Inc., as amended by Amendment No. 1 to Mobile Enterprise SMS Service Attachment dated February 19, 2013.
4. Geo-Fence and Application Development Agreement, dated June 1, 2011, by and between Loc-Aid, Inc. and Hipcricket, Inc.
5. Charitable Gateway Agreement, dated April 5, 2012, by and between Mobile Giving Foundation, Inc. and Hipcricket, Inc.
6. Service Agreement, dated January 7, 2014, by and between InfoObjects Inc. and Hipcricket, Inc.
7. Building Performance Services Agreement, dated April 10, 2014, by and between MacDonald-Miller and Hipcricket, Inc.
8. Salesforce.com Order Forms, dated January 20, 2014 and May 8, 2014, relating to contract No. 00746776, dated August 13, 2013.
9. Master Service Agreement between Salesforce.com and Hipcricket, Inc.
10. Dyn Services Agreement, dated January 31, 2013, by and between Dynamic Network Services, Inc. and Hipcricket, Inc.
11. Program Amendment to Master License and Service Agreement TRUSTed Data Collection, dated April 30, 2014, by and between True Ultimate Standards Everywhere, Inc. and Hipcricket, Inc., which amends that certain Master License and Services Agreement dated April 29, 2011 between the parties.
12. Master License and Services Agreement, dated April 29, 2011, by and between True Ultimate Standards Everywhere, Inc. and Hipcricket, Inc.
13. Comcast Business Service Order Agreement, dated April 30, 2014, by and between Comcast and Hipcricket, Inc.
14. Sales Order dated December 28, 2012, by and between Internap Network Services, Corp. and Hipcricket, Inc.
15. Master Service Agreement, dated May 19, 2011, between Internap Network Services, Corp. and Hipcricket, Inc.
16. Service Agreement, dated October 11, 2012, by and between Vain Media LLC and Hipcricket, Inc.

17. Mobivity Terms of Use, dated December 5, 2013, by and between Mobivity, Inc. and Hipcricket, Inc.
18. Qualcomm Retail Solutions, Inc., Hipcricket Gimbal Developer Agreement, dated December 9, 2013, by and between Qualcomm Retail Solutions, Inc., and Hipcricket, Inc.
19. Service Agreement Order Form, dated November 1, 2010, by and between Trilibis, Inc. and Hipcricket, Inc.
20. SMS Aggregator Services Agreement, dated October 2, 2009, by and between MetroPCS Wireless, Inc. and Hipcricket, Inc.
21. Customer Agreement No. 36964-CA dated December 23, 2013, by and between Hipcricket, Inc. and Sirius Computer Solutions, Inc.
22. Financial Public Relations Agreement, dated February 1, 2014, by and between Liolios Group, Inc. and Hipcricket, Inc.
23. The Statement of Work, dated January 1, 2014, between True North Service, Inc. dba Vehicle and Hipcricket, Inc.
24. Master Service Agreement, dated May 19, 2011, between True North Service, Inc. dba Vehicle and Hipcricket, Inc.

Mobile Advertising Vendor Agreements:

1. Ensignten User Agreement, dated March 21, 2014, by and between Ensignten and Hipcricket, Inc.
2. Real Time Exchange Buyer Agreement, dated December 5, 2012, by and between Nexage, Inc. and Hipcricket, Inc.
3. Placed Agreement, dated January 13, 2014, by and between Placed Inc. and Hipcricket, Inc.
4. Rubicon Project Platform Access and Services Agreement, dated March 26, 2014, by and between The Rubicon Project, Inc. and Hipcricket, Inc.
5. BigOven Partner Agreement, dated October 1, 2014, by and between Lakefront Software, Inc. and Hipcricket, Inc.
6. Service Order, dated May 3, 2013, by and between Neustar Information Services, Inc. and Hipcricket, Inc.
7. Service Order, dated November 28, 2012, by and between ComScore, Inc. and Augme Technologies, Inc.
8. Services Agreement, dated January 14, 2011, by and between ComScore, Inc. and Augme Technologies, Inc.

9. Demand Partner Service Agreement, dated March 11, 2014, by and between Pubmatic and Hipcricket, Inc.
10. Service Order, dated November 1, 2013, between New Relic, Inc. and Hipcricket, Inc.

Financing Agreements:

1. Commercial Insurance Premium Finance and Security Agreement, dated October 13, 2014, by and between BankDirect Capital Finance, a division of Texas Capital Bank, N.A. and Hipcricket, Inc.
2. Financing and Security Agreement, dated May 12, 2014, by and between Hipcricket, Inc. and Fast Pay Partners LLC, as amended by Amendment No. 1 to Financing and Security Agreement, effective June 3, 2014, and as further amended by Amendment No. 2 to Financing and Security Agreement, effective on October 15, 2014.
3. Installment Payment Agreement, dated December 23, 2013, by and between Hipcricket, Inc. and De Lage Landen Financial Services, Inc., entered into in connection with the Customer Agreement No. 36964-CA dated December 23, 2013, by and between Hipcricket, Inc. and Sirius Computer Solutions, Inc.

Miscellaneous Agreements:

1. Settlement Agreement Preserving Attorney's Lien, dated August 22, 2014, by and between Shaub & Williams LLP and Hipcricket, Inc.
2. Callable Warrant to purchase 1,333,333 shares of common stock of Voice Assist, Inc., issued on May 14, 2012 to Augme Technologies, Inc.
3. Pachulski Stang Ziehl & Jones LLP Engagement Letter.
4. Perkins Coie LLP Engagement Letter.
5. Canaccord Genuity Inc. Engagement Letter.

Workforce Related Agreements:

1. Consulting Agreement, dated September 30, 2014, by and between Hipcricket, Inc. and Trevor Jones.
2. Consulting Agreement, dated October 6, 2014, by and between Hipcricket, Inc. and Megode Systems, LLC.
3. Consulting Agreement, dated July 24, 2014, by and between Hipcricket, Inc. and Kimberly Cunningham.
4. Consulting Agreement, dated September 15, 2014, by and between Hipcricket, Inc. and Tincan Studio LLC.
5. Consulting Agreement, dated July 23, 2014, by and between Hipcricket, Inc. and Doug Gilormo.
6. Consulting Agreement, dated April 26, 2014, by and between Hipcricket, Inc. and ABL Brand Consulting.
7. Letter dated January 26, 2014, by and between Hipcricket, Inc. and Interactive Integrity.
8. Merit Increase and Bonus Acknowledgment Letter, dated September 8, 2014, by and between Hipcricket, Inc. and James Daniel Cook.
9. Commission Draw and Bonus Acknowledgment Letter, dated November 24, 2014, by and between Hipcricket, Inc. and Erin Hunt [unsigned].
10. Commission Draw and Bonus Acknowledgment Letter, dated November 24, 2014, by and between Hipcricket, Inc. and Sanford Glickman [unsigned].
11. Consulting Agreement, dated September 23, 2013, by and between Hipcricket, Inc. and John Bolin².
12. Consulting Agreement, dated November 6, 2014, by and between Hipcricket, Inc. and Charles Lathrope.

13. Consulting Agreement, dated October 6, 2014, by and between Hipcricket, Inc. and Ryan Kirk.
14. Consulting Agreement, dated December 18, 2014, by and between Hipcricket, Inc. and Thomas Denman.
15. Services Agreement, dated December 12, 2014, by and between Gibson & Associates, Inc. and Hipcricket, Inc.

Agreements with Executive Management/Directors:

1. Indemnification Agreements with executive officers and members of the Board of Directors of Hipcricket, Inc.
2. Director Agreement, dated March 24, 2014 between Hipcricket, Inc. and Michael Brochu.
3. Director Agreement, dated March 24, 2014 between Hipcricket, Inc. and John Devlin.
4. Director Agreement, dated March 24, 2014 between Hipcricket, Inc. and Donald Stout.
5. Director Agreement, dated March 24, 2014 between Hipcricket, Inc. and Todd Wilson.
6. Employment Agreement, dated May 30, 2014, by and between Hipcricket, Inc. and Todd Wilson.
7. Employment Agreement dated June 17, 2013 by and between Augme Technologies, Inc. and Douglas Stovall, as amended April 1, 2014.
8. "No Plan" Stock Option Agreements and stock options outstanding thereunder as set forth on Form S-8 filed by Seller with the SEC on October 21, 2010.
9. Indemnification Agreements with executive officers and members of the Board of Directors of Hipcricket, Inc.

Customer Contracts and Agreements: Various

Leased Real Property

1. Office Lease, dated as of June 13, 2012, by and between Augme Technologies, Inc. ("Tenant") and 485 Properties, LLC ("Landlord"), for the premises located at Suite 900, Corporate Center V, Five Concourse Parkway, Fulton County, Atlanta, Georgia.
2. Sublease Agreement, dated as of June 25, 2014, by and between Hipcricket, Inc. ("Sublessor") and High Water Systems ("Sublessee"), with respect to the premises located at Suite 900, Corporate Center V, Five Concourse Parkway, Fulton County, Atlanta, Georgia.
3. Office Lease, dated as of March 8, 2013, by and between Augme Technologies, Inc. ("Tenant") and TDC Canada Corp., and Wacker GP, Inc. (collectively, "Landlord"), for the premises located at Suite 1875, 35 East Wacker drive, Chicago, Illinois.
4. Agreement of Lease, effective as of November 15, 2011, as amended by First Amendment to Lease dated October 20, 2014, by and between Augme Technologies, Inc. ("Tenant") and Hardwell Acquisition, LLC ("Landlord"), for the premises located at 350 Seventh Avenue, 2nd Floor, New York, New York.
5. Lease Agreement, dated August 29, 2013, by and between Augme Technologies, Inc. ("Tenant") and Talon Portfolio Services, LLC as General Receiver for W2007 Seattle Office 110 Atrium Place Realty, LLC ("Landlord"), for the premises located at Suite 410, 110 Atrium Place, 110 110th Avenue NE, Bellevue, Washington.

**Intellectual Property
Agreements**

1. Although all amounts owing to Silicon Valley Bank (under that certain Loan and Security Agreement, dated May 3, 2013, by and among Silicon Valley Bank (“SVB”) and Augme Technologies, Inc., Hipcricket, Inc. and Geos Communications IP Holdings, Inc., as amended and restated on November 25, 2013, and Intellectual Property Security Agreement, dated November 25, 2013 relating thereto) have been repaid in full, SVB has not yet released its last remaining liens on Hipcricket’s intellectual property assets. Seller will cause SVB to terminate all its outstanding security interests filed against Seller’s assets on or prior to the Closing.
2. Rights granted to Goodwin Procter LLP pursuant to the Representation Agreement dated January 31, 2011 by and between Augme Technologies, Inc. and Goodwin Procter LLP, as supplemented by Addendum to Representation Agreement dated March 8, 2012 by and between Augme Technologies, Inc. and Goodwin Procter LLP, and as amended by the Amended and Restated Representation Agreement dated March 9, 2012 by and between Augme Technologies, Inc. and Goodwin Procter LLP.
3. Rights granted to Shaub & Williams LLP pursuant to the Settlement Agreement Preserving Attorney’s Lien, dated August 22, 2014, by and between Shaub & Williams LLP and Hipcricket, Inc.

B6H (Official Form 6H) (12/07)

In re Hipcricket, Inc., a Delaware corporationCase No. 15-10104

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. 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 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

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continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
District of Delaware

In re Hipcricket, Inc., a Delaware corporation

Debtor(s)

Case No. 15-10104

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES


DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 94 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

2/18/15

Signature



Todd Wilson

Chief Executive Officer

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.