

(Official Form 1) (4/10)

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

| | | | |
|---|----------------------------------|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Blockbuster Inc. | |
| All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: NONE | Case Number: N/A | Date Filed: N/A | |
| Location Where Filed: N/A | Case Number: N/A | Date Filed: N/A | |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: SEE RIDER 2 | Case Number: PENDING | Date Filed: SEE RIDER 2 | |
| District: SOUTHERN DISTRICT OF NEW YORK | Relationship: SEE RIDER 2 | Judge: PENDING | |
| <p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | | <p style="text-align: center;">Exhibit B</p> <p style="font-size: small;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p style="text-align: center;">N/A</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align: center;">X _____ Signature of Attorney for Debtor(s) Date</p> | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. | | | |
| <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| N/A | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box.) | | | |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. | | | |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) | | | |
| N/A | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| _____ (Name of landlord that obtained judgment) | | | |
| _____ (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)). | | | |

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Blockbuster Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

N/A

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

N/A

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X Stephen Karotkin
Signature of Attorney for Debtor(s)

Stephen Karotkin
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP
Firm Name

767 Fifth Avenue
Address

New York, New York 10153
Address

212-310-8000
Telephone Number

September 23, 2010
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

N/A

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Roderick J. McDonald
Signature of Authorized Individual

Roderick J. McDonald
Printed Name of Authorized Individual

Vice President, General Counsel, and Secretary
Title of Authorized Individual

September 23, 2010
Date

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

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

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

RIDER 2 – LIST OF FILING ENTITIES

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

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

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

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

EXHIBIT "A" TO VOLUNTARY PETITION

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

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

| | | | | Amount | Approximate Number of Holders |
|---|---|--|--|----------------------------|---|
| secured <input checked="" type="checkbox"/> | unsecured <input type="checkbox"/> | subordinated <input type="checkbox"/> | | \$630,000,000 ¹ | <u>Institutional</u> <u>Holders - 41²</u> |
| secured <input type="checkbox"/> | unsecured <input checked="" type="checkbox"/> | subordinated <input checked="" type="checkbox"/> | | \$300,000,000 ³ | <u>Institutional</u> <u>Holders - 11⁴</u> |
| secured <input type="checkbox"/> | unsecured <input type="checkbox"/> | subordinated <input type="checkbox"/> | | \$ _____ | _____ |
| secured <input type="checkbox"/> | unsecured <input type="checkbox"/> | subordinated <input type="checkbox"/> | | \$ _____ | _____ |

- d. Number of shares of preferred stock 32,610⁵

¹ 11.75% Senior Secured Notes due 2014.

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

³ 9% Senior Subordinated Notes due 2012.

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

⁵ As of September 2, 2010.

e. Number of shares of common stock 223,801,559⁶

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

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

⁶ As of September 2, 2010.

CERTIFICATE OF RESOLUTIONS OF BLOCKBUSTER INC.

September 22, 2010

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

[Signature Page Follows]

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



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

Exhibit A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS

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

WHEREAS, the Company is the sole member of Blockbuster Investments, LLC (“*Investments*”) and B² LLC (“*B²*” and, together with Investments, collectively the “*LLC Subsidiaries*”); and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

CONSOLIDATED LIST OF 50 LARGEST UNSECURED CLAIMS

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

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

| <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff¹</i> | <i>Estimated amount of claim (if secured, also state value of security)</i> |
|---|---|---|--|---|
| THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE 600 N. Pearl Street Suite 420 Dallas, TX 75201 | Attn: Patrick T. Giordano, Vice President Tel: (214) 922-4408 Fax: (214) 922-4455 | Bond Debt | Unliquidated | \$315,121,589.67 |
| TWENTIETH CENTURY FOX HOME ENTERTAINMENT 2121 Avenue of the Stars, 11th FL Los Angeles, CA 90067 | Attn: Al Leonard, Sr. VP Credit and Collections Tel: (310) 369-7289 Fax: (310) 369-3318 | Trade Payable - Studio | Unliquidated | \$21,603,028.71 |
| WARNER HOME VIDEO INC 4000 Warner Blvd., Bldg 168 Burbank, CA 91522 | Attn: Rohit Patel, VP Credit & Collections Tel: (818) 977-6086 Fax: (212) 954-7667 | Trade Payable - Studio | Unliquidated | \$18,967,976.91 |
| SONY PICTURES HOME ENTERTAINMENT 10202 West Washington Blvd Culver City, CA 90232 | Attn: Michael Schillo, VP Credit & Customer Finance Tel: (310) 244-8596 Fax: (310) 244-0188 | Trade Payable - Studio | Unliquidated | \$13,301,107.55 |
| THE WALT DISNEY COMPANY 500 S. Buena Vista St Burbank, CA 91521 | Attn: Chuck Moore, Corporate Credit & Collections Tel: (818) 553-7713 Fax: (818) 560-1765 | Trade Payable - Studio | Unliquidated | \$8,577,973.72 |
| UNIVERSAL STUDIOS HOME ENTERTAINMENT 100 Universal City Plaza Universal City, CA 91608 | Attn: Craig Kornblau, President Tel: (818) 777-1000 Fax: (818) 866-3330 | Trade Payable - Studio | Unliquidated | \$8,286,890.21 |

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

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

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

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

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

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

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

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

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

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

Dated: September 23, 2010



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

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

-----X
: **Chapter 11**
: **Case No. 10-_____ (_____)**
: **(Joint Administration Requested)**
: **Debtor.**
-----X

LIST OF CREDITORS¹

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

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

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

² The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
BLOCKBUSTER INC., et al.,¹ : Case No. 10-____ (___)
: (Joint Administration Requested)
Debtors. :
-----X

CORPORATE OWNERSHIP STATEMENT

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

A. Ownership of the Debtors’ Equity Interests

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

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

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

5. Blockbuster Global Services Inc.
6. Blockbuster Gift Card, Inc.
7. Trading Zone Inc
8. Blockbuster Distribution, Inc.
9. Blockbuster Digital Technologies Inc.
10. B² LLC
11. Movielink, LLC


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

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

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

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

Dated: September 23, 2010


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