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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	Case No. 07-33849
	)	Jointly Administered
MOVIE GALLERY, INC., et al., <sup>1</sup>	)	Chapter 11
	)	Hon. Douglas O. Tice, Jr.
Debtors.	)	
	)	

**NOTES PERTAINING TO ALL OF THE DEBTORS<sup>2</sup>**

On October 16, 2007 (the “Commencement Date”), Movie Gallery, Inc. (“Movie Gallery”) and its domestic affiliates (collectively, the “Debtors”) filed voluntary petitions (collectively, the “Chapter 11 Cases”) with the Bankruptcy Court under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 18, 2007, the Court entered an order jointly administering the Debtors’ Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b).

<sup>1</sup> The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

<sup>2</sup> These notes are in addition to the specific notes contained in each Debtor’s Schedules or Statements. The fact that the Debtors have prepared a “General Note” with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such General Note to any of the Debtors’ remaining Schedules and Statements, as appropriate.



The Schedules of Assets and Liabilities, the Schedules of Executory Contracts and Unexpired Leases (collectively, the “Schedules”) and the Statements of Financial Affairs (the “Statements” and with the Schedules, the “Schedules and Statements”) of the Debtors have been prepared pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtors’ management with the assistance of their advisors and are unaudited. These notes (the “Global Notes”) pertain to all of the Schedules and Statements. While the Debtors have made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements and inadvertent errors or omissions may exist. Moreover, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors’ rights or an admission with respect to these Chapter 11 Cases including, without limitation, any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant applicable laws to recover assets or avoid transfers.

**Amendment.** The Debtors reserve all rights to amend or supplement their Schedules and Statements as is necessary and appropriate.

**Basis of Presentation.** These Schedules and Statements, except where otherwise indicated, reflect the assets and liabilities of each Debtor on an individual basis. Accordingly, the totals listed herein will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for public reporting purposes or otherwise. While these Schedules and Statements, at times, incorporate information prepared in accordance with generally accepted accounting principles (“GAAP”), the Statements and Schedules do not represent financial information prepared in accordance with GAAP.

**Causes of Action.** The Debtors, despite efforts, may not have identified or set forth all of their causes of action (filed or potential) as assets in their Schedules and Statements. Notwithstanding this, the Debtors reserve all of their rights with respect to any causes of action they may have. Nothing in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action.

**Consolidation of Certain Information.** Information that is provided on a consolidated basis is specifically indicated in the applicable Schedules and Statements and/or described in these Global Notes. The listing of information on a consolidated basis is not, and should not be construed as, an admission or view as to the appropriateness of substantive consolidation. The Debtors reserve their right to amend their Schedules and Statements for any or all Debtors filing such information on a consolidated basis to file such Statement or Schedule of such Debtors on an unconsolidated basis.

The Debtors utilize a consolidated accounts payable and disbursement system through which substantially all business-related expenses of all Debtors are paid by either Hollywood Entertainment Corporation (“HEC”) or Movie Gallery US, LLC (“MGUS”) on behalf of the appropriate Debtor. Therefore, payments listed in response to Statement Question 3b for HEC and MGUS also include payments made by these Debtors on behalf of the other Debtors. Additionally, the Debtors do not separately account for the assets and liabilities of MG Automation LLC (“MGA”) and, therefore, such amounts for MGA are reflected, on a consolidated basis, in the Statements and Schedules of HEC. The Debtors have made best efforts to include all contracts of MGA on an unconsolidated basis, however, contract parties of MGA are, out of an abundance of caution, also directed to review Schedule G for HEC.

**Current Market Value – Net Book Value.** The Debtors believe it would be an inefficient use of the assets of the Debtors’ estates for the Debtors to obtain current market valuations of their assets. Accordingly, unless otherwise indicated, net book values are reflected on the Schedules and Statements. For this reason, amounts ultimately realized will vary from net book value and such variance may be material. In addition, the amounts shown for liabilities exclude items identified as “Unknown” or “Undetermined” and, thus, the Debtors’ ultimate liabilities may differ materially from those stated in the Schedules and Statements.

**Dates.** Notwithstanding the Debtors’ efforts to include all information as of the Commencement Date, certain information was not available at the time of the filing of these Statements and Schedules. Therefore, unless otherwise indicated, the Statements and Schedules reflect the Debtors’ assets as of September 30, 2007 and liabilities as of the Commencement Date.

**Description.** Any failure to designate an amount on the Debtors’ Schedules and Statements as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtors reserve the right to dispute any claim reflected on their Schedules or Statements on any grounds including, but not limited to, amount, liability, validity, priority or classification, or to otherwise subsequently designate such claims as “disputed,” “contingent” or “unliquidated.” The Debtors reserve the right to amend these Schedules accordingly.

**Estimates.** To close the books and records of the Debtors as of the Commencement Date, the Debtors were required to make certain estimates and assumptions that affect the reported amounts of their assets, liabilities, revenue and expenses.

**Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements such as goodwill, de minimis deposits, and accrued liabilities including, without limitation, accrued salaries and employee benefits, tax accruals, and accrued accounts payable. Other immaterial assets and liabilities may also have been excluded. Furthermore, the Debtors have received authority from the Bankruptcy Court to honor and/or pay certain prepetition claims including, but not limited to, the authority to pay outstanding

prepetition wages to employees and to honor orders for which customers may have placed deposits with the Debtors. The obligations that have been satisfied are de minimis individually and significant in number and, as such, are excluded from the Statements and Schedules.

**Insiders.** The Debtors have included in the Statements all payments made during the one-year period preceding the Commencement Date to any individual deemed an “insider.” The Debtors have defined “insider” as any individual that has served as either an officer or director of a Debtor within the one-year period prior to the Commencement Date. Persons listed as “insiders” have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person’s influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law.

**Inter-company Transactions.** Prior to the Commencement Date, the Debtors routinely engaged in inter-company transactions resulting in inter-company accounts payable and receivable. Given the significant volume and ordinary course nature of such transactions, the Debtors have not listed such transactions in their Schedules and Statements.

**Inventory.** Inventory, where applicable, is presented without consideration for any potential liens asserted by domestic common carriers, shippers, truckers, shipping auditing services, customs agents, warehousemen, mechanics, materialmen or similar liens.

**Schedule A – Real Property.** It is the Debtors’ belief that any mortgages on owned property had been satisfied as of the Commencement Date. Notwithstanding this belief, certain of the Debtors’ lenders purport to hold valid liens that extend to and cover the Debtors’ owned real property.

**Schedule B – Personal Property.** The Debtors do not separately account for the assets of MG Automation LLC. Such assets are included, on a consolidated basis, in the assets reported on Schedule B for HEC. Specifically, the response to question B29 for HEC also includes equipment owned by MG Automation LLC.

**Schedule D – Creditors Holding Secured Claims.** Except as specifically stated in the Schedules, utility companies and other parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D entities that may believe their claims are secured through setoff rights, deposit posted by or on behalf of, the Debtor, or inchoate statutory lien rights. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their right to dispute or challenge, among other things, the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor.

**Schedule F – Creditors Holding Unsecured Nonpriority Claims.** Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Commencement Date. Furthermore, the Debtors have attempted to relate all liabilities to a particular Debtor. As a result of the consolidated payment and disbursement system discussed herein, however, in certain cases, it would be time-consuming and an inefficient use of the assets of the Debtors' estates to analyze the Debtors' consolidated systems to assign a given liability to a particular Debtor. For this reason, in certain situations, the liability of a given creditor may appear on Schedule F for either MGUS, HEC or both MGUS and HEC and may also appear on Schedule F for another Debtor. Therefore, for a complete understanding of the unsecured debts to be schedules on Schedule F of a particular Debtor, entities should review both the Schedule F for such particular Debtor and the Schedule F for MGUS and HEC. To the extent the same claim is listed on the Schedules of more than one Debtor, the Debtors have done so out of an abundance of caution and do not admit or acknowledge that any creditor is entitled to more than one recovery on any claim.

**Schedule G – Executory Contracts and Unexpired Leases.** Reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, however, inadvertent errors, omissions or over-inclusion may have occurred. Listing a contract, agreement or lease on Schedule G does not constitute an admission that such contract, agreement or lease is an executory contract or unexpired lease or that such contract or agreement was in effect on the Commencement Date or is valid or enforceable. Conversely, the omission of a contract, agreement or lease from Schedule G is not intended and shall not be construed as an admission that such omitted contract, agreement or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to their contracts, agreements or leases shall not be construed as and are not impaired by the omission or inclusion on Schedule G.

**Schedule H – Co-Debtors.** Certain of the Debtors' lenders, with respect to borrowings, have asserted liens extending to each of the Debtors. For purposes of Schedule H, only the administrative agent is listed for such borrowings. Additionally, it is possible that the legal and/or administrative proceedings that are listed on Schedule F have been asserted against multiple Debtors. Information regarding the co-debtors to such proceedings may be obtained from the pleadings and/or other documents filed in those cases and, as such, such co-debtor information is not listed on Schedule H.

**Setoffs.** The Debtors routinely incur setoffs from customers or suppliers during the ordinary course of business. Setoffs in the ordinary course can result from various items including, without limitation, inter-company transactions, pricing discrepancies, returns, warranties and other disputes between the Debtors and their customers or suppliers. These setoffs are consistent with the ordinary course of business in the Debtors' industries and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list all such ordinary course setoffs. Therefore, such setoffs are excluded from the Debtors' Statements and Schedules.

**Totals.** All totals that are included in the Schedules represent totals of all known amounts included in the Debtors' books and records at the time of the Commencement Date. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total, at times materially.

United States Bankruptcy Court

Eastern District Of Virginia

In re MG Automation LLC, Debtor

Case No. 07-33852

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	\$ 0.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$ 0.00 + undetermined amounts	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		\$ 0.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		16	\$ 0.00	\$ 0.00 + undetermined amounts	

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

SCHEDULE A – REAL PROPERTY

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

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

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

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

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

Total ► \$ 0.00

(Report also on Summary of Schedules.)

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

SCHEDULE B – PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an “x” in the appropriate position in the column labeled “None.” If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both 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.” In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state “a minor child.”

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR’S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

## SCHEDULE B – PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

## SCHEDULE B – PERSONAL PROPERTY

(Continuation Sheet)

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

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

**SCHEDULE B – PERSONAL PROPERTY**  
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.	X			
_____ 3 _____ continuation sheets attached    Total ►				\$ 0.00

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

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(If known)

**SCHEDULE C – PROPERTY CLAIMED AS EXEMPT**

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

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

☐ Check if debtor claims a homestead exemption that exceeds \$125,000.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not applicable			

In re MG Automation LLC,  
DebtorCase No. 07-33852  
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Delaware Secretary of State UCC financing statement 03/22/07 related to initial filing #2007 1073765		X	X	UNDETERMINED	UNDETERMINED
Capitalsource Finance LLC, as Collateral Agent 4445 Willard Avenue 12th Floor Chevy Chase, MD 20815			VALUE \$ UNDETERMINED					
ACCOUNT NO.			Certain First Lien agreements dated March 8, 2007			X	See Schedule D for Debtor Movie Gallery, Inc.	UNDETERMINED
James Balcom Vice President - Bank Debt Portfolio Group Goldman Sachs as Administrative Agent 1 New York Plaza, 42nd Floor New York, NY	X		VALUE \$ UNDETERMINED					
ACCOUNT NO.			Delaware Secretary of State UCC financing statement 03/22/07 related to initial filing # 2007 1073021		X	X	UNDETERMINED	UNDETERMINED
Wachovia Bank, National Association, as Collateral Agent 1133 Avenue of the Americas New York, NY 10036			VALUE \$ UNDETERMINED					
Subtotal ► (Total of this page)							\$ 0.00	\$0.00
Total ► (Use only on last page)							\$	\$

1 continuation sheets attached

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

In re MG Automation LLC,  
DebtorCase No. 07-33852  
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Certain Second Lien agreements dated March 8, 2007				See Schedule D for Debtor Movie Gallery, Inc.	UNDETERMINED
Jeffery Rose Vice President Wells Fargo Bank, N.A., as Administrative Agent 625 Marquette Avenue Minneapolis, MN 55479	X		VALUE \$ UNDETERMINED			X		
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims							\$ 0.00	\$0.00
Subtotal (s) ► (Total(s) of this page)								
Total(s) ► (Use only on last page)							\$ 0.00 + undetermined amounts	\$0.00 + undetermined amounts

(Report also on Summary of Schedules.)

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

In re MG Automation LLC,  
DebtorCase No. 07-33852  
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 who file a case under chapter 7 or 13 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 who file a case under chapter 7 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 \$10,950\* 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).

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* 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 \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

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

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

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

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

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

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

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

0 continuation sheets attached

In re MG Automation LLC,  
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(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 filing a case under chapter 7, 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.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal ►							\$ 0.00
Total ►							\$ 0.00

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

0 continuation sheets attached

In re MG Automation LLC,  
Debtor

Case No. 07-33852  
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; 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.
Flextronics International USA, Inc. 600 Shiloh Road Plano, TX 75074	Service Agreement Equipment Services Agreement
Touch Automation, LLC and Supervalu, Inc. 19011 Lake Drive East Chanhassen, MN 55317	Vendor Contract Amended Concession Agreement
Unique Business Systems Corporation 2901 Ocean Park Boulevard Santa Monica, CA 90405	License Agreement The End User Software License Agreement
Unique Business Systems Corporation 2901 Ocean Park Boulevard, Suite 215 Santa Monica, CA 90405	Service Agreement First Amendment to Master Agreement

In re MG Automation LLC,  
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(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by 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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See attached rider.	

**Schedule H - CODEBTORS**  
**MG Automation LLC**  
**Case No. 07-33852**

<b>First and Second Lien Administrative Agents</b>
<b>First Lien:</b> James Balcom Vice President - Bank Debt Portfolio Group Goldman Sachs 1 New York Plaza, 42nd Floor New York, NY 10004 (212) 902-3063
<b>Second Lien:</b> Jeffery Rose Vice President Wells Fargo Bank, N.A. 625 Marquette Avenue Minneapolis, MN 55479 (612) 667-0337

Official Form 6 - Declaration (10/06)

In re MG Automation LLC,  
Debtor

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(if known)

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_ sheets (*total shown on summary page plus 2*), and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

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

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

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

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

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

\_\_\_\_\_  
\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

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

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

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

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

Executive Vice President, Secretary  
and General Counsel

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

Date November 30, 2007

Signature: /s/ S. Page Todd

S. Page Todd, Executive Vice President, Secretary and General Counsel

[Print or type name of individual signing on behalf of debtor.]

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

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