

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
 RFS MARKETING SERVICES, INC., ) Case No. 02-\_\_\_\_-(\_\_\_\_)  
 )  
 Debtor. )

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE TWENTY LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case (the "Debtor") filed a petition in this Court on April 1, 2003 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330. The following is a consolidated list of the Debtor's creditors holding the twenty largest unsecured claims as of March 28, 2003. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The information presented in this list shall not constitute an admission by, nor is it binding on, the Debtor.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured, also state value of security]
Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601  With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601  With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&T Plaza, 7th Floor Buffalo, NY 14203	Indenture: 10 5/8% Senior Subordinated Notes due 2007 (two series)		\$400,000,000 (unsecured)

<p>Bankers Trust Company Corporate Trust and Agency Services 4 Albany Street - 10th Floor New York, NY 10006 Attn: Maria Tokarz Tel: 212.454.4219</p>	<p>Bankers Trust Co. Corporate Trust and Agency Services 4 Albany Street - 10th Floor New York, NY 10006 Attn: Maria Tokarz Tel: 212.454.4219</p>	<p>Indenture: 10 1/8% Senior Notes due 2008</p>		<p>\$355,000,000 (unsecured)</p>
<p>Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601</p> <p>With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&amp;T Plaza, 7th Floor Buffalo, NY 14203</p>	<p>Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601</p> <p>With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&amp;T Plaza, 7th Floor Buffalo, NY 14203</p>	<p>Indenture: 9 7/8% Senior Subordinated Notes due 2012</p>		<p>\$260,000,000 (unsecured)</p>
<p>Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601</p> <p>With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&amp;T Plaza, 7th Floor Buffalo, NY 14203</p>	<p>Manufacturers and Traders Trust Company Corporate Trust Dept. 50 Broadway - 7th Floor New York, NY 10004 Attn: Russell Whitley Fax. 716.842.5601</p> <p>With copy to: Manufacturers and Traders Trust Company Corporate Trust Department One M&amp;T Plaza, 7th Floor Buffalo, NY 14203</p>	<p>Indenture: 9 1/4% Senior Notes due 2010</p>		<p>\$200,000,000 (unsecured)</p>
<p>Bank One, N.A. Corporate Trust Services 100 East Broad Street, 8<sup>th</sup> Fl. Columbus, OH 43215 Attn: David Knox Tel: 614.248.6229</p>	<p>Bank One, N.A. Corporate Trust Services 100 East Broad Street, 8<sup>th</sup> Fl. Columbus, OH 43215 Attn: David Knox Tel: 614.248.6229</p>	<p>Indenture: 5 1/4% Convertible Senior Subordinated Notes due 2009</p>		<p>\$150,000,000 (unsecured)</p>

**United States Bankruptcy Court**  
District of Delaware

In re RFS Marketing Services, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Continuation

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

I, Neal J. Rider, President of RFS Marketing Services, Inc., the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date March 31, 2003

Signature

  
Neal J. Rider  
President

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

*Penalty for making 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.*