B10 (Official Form 10) (04/13)

| UNITED STATES BANKRUPTCY COURT | District of Delaware | **PROOF OF CLAIM** |
|---|---|---|
| Name of Debtor: General Media Art Holding, Inc. | Case Number: 13-12416 | |

NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property):
U.S. Bank National Association, as Trustee for the 14% Senior Secured Notes Due 2013

**COURT USE ONLY**

Name and address where notices should be sent:
U.S. Bank National Association, as Trustee for the 14%
Senior Secured Notes Due 2013
Attn: Julie J. Becker
60 Livingston Ave., EP-MN-WS1D, St. Paul, MN 55107
Telephone number: 860-251-5820 (I. Goldman) email: igoldman@goodwin.com

*Copy to:*
Ira H. Goldman, Esq.
Shipman & Goodwin LLP
One Constitution Plaza
Hartford, CT 06103

☐ Check this box if this claim amends a previously filed claim.

**Court Claim Number:**_____
(*If known*)

Filed on:_____

Name and address where payment should be sent (if different from above):
U.S. Bank National Association, as Trustee for the 14%
Senior Secured Notes Due 2013
Attn: Julie J. Becker
60 Livingston Ave., EP-MN-WS1D, St. Paul, MN 55107
Telephone number: email:

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

**1. Amount of Claim as of Date Case Filed:** $247,679,537.27, plus interest and unliquidated amounts. See attached.

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NOV 12 2013
BMC GROUP

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

☑ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

**2. Basis for Claim:** Money loaned, services performed (see attached).
(See instruction #2)

| **3. Last four digits of any number by which creditor identifies debtor:** | **3a. Debtor may have scheduled account as:** 14% Senior Secured Notes due 2013 (See instruction #3a) | **3b. Uniform Claim Identifier (optional):** _____ (See instruction #3b) |
|---|---|---|

**4. Secured Claim** (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

**Nature of property or right of setoff:** ☐ Real Estate ☐ Motor Vehicle ☑ Other
**Describe:** All property of Debtor

**Value of Property:** $ Undetermined

**Annual Interest Rate** 17.5 % ☑ Fixed or ☐ Variable
**(when case was filed)**

**Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:**
$ ------

**Basis for perfection:** UCC's, intellectual property filings, other documents - available upon request

**Amount of Secured Claim:** $ See 1 above

**Amount Unsecured:** $ -----

**5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.**

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

**Amount entitled to priority:**
$_____

**Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjus*

PMGI Holdings POC
00075

**6. Credits.** The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6

**7. Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. *(See instruction #7, and the definition of "**redacted**".)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

**8. Signature:** (See instruction #8)

Check the appropriate box.

☑ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Julie J. Becker
Title: Vice President
Company: U.S. Bank National Association
Address and telephone number (if different from notice address above):

(Signature) 11-8-13 (Date)

Telephone number: email:

*Penalty for presenting fraudulent claim:* Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

## INSTRUCTIONS FOR PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|---|
| IN RE: | : | CHAPTER 11 |
| PMGI Holdings Inc., et al.,[1] | : | CASE NO. 13-12404 (CSS) |
| DEBTORS. | : | JOINTLY ADMINISTERED |

**ADDENDUM TO PROOF OF CLAIM OF U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE, RELATING TO THE 14% SENIOR SECURED NOTES DUE 2013**

1. U.S. Bank National Association, with a business address of 60 Livingston Avenue, St. Paul, Minnesota 55107, acts as Trustee (the "Trustee") under an Indenture dated as of October 27, 2010 (as may have been amended or supplemented, the "Indenture"), between Interactive Network, Inc. and FriendFinder Networks Inc., as Issuers (the "Issuers"), the subsidiaries of FriendFinder listed as Guarantors thereto (each a "Guarantor" and, collectively, the "Guarantors"), and the Trustee, pursuant to which 14% Senior Secured Notes Due 2013 (the "Notes") were

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

issued. True and accurate copies of the Indenture and the other transaction documents are available upon request. The undersigned is authorized to file this Proof of Claim on behalf of the Trustee and the holders of the Notes (the "Noteholders") pursuant to Section 6.10 of the Indenture and Section 501 of the United States Bankruptcy Code (the "Bankruptcy Code"), 11 U.S.C. §101 et seq.

2. Amounts due under the Notes are still outstanding as of the date hereof.

3. On September 17, 2013, the Issuers, and certain of their affiliates (collectively, the "Debtors") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. The Issuers were, at the time of the filing of the petition initiating this case, and continue to be, indebted to the Trustee on behalf of the Noteholders and themselves for all of the following, which collectively are referred to hereafter as the "Claim":

i. the aggregate outstanding principal amount of all Notes as of the petition date, which, according to the Trustee's records, totals $234,286,908.16;

ii. accrued and unpaid interest through the petition date totaling $13,392,669.11;

iii. additional accrued and unpaid interest which continues to accrue;

iv. accrued and unpaid expenses of the Trustee, including legal fees and expenses, including amounts due pursuant to Section 7.7 of the Indenture, which continue to accrue; and

v. any and all other accrued but unpaid principal, interest, fees and expenses, and any and all other amounts due and owing under the Indenture whether now owing or hereafter accrued and owing.

The Claim is therefore for approximately $247,679,577.27 as of the petition date, plus an unliquidated amount including, but not limited to, accrued but unpaid interest after the petition date and the fees and expenses of the Trustee and its counsel, which continue to accrue.

5. Pursuant to Section 10.1 of the Indenture, each Guarantor fully, unconditionally and irrevocably guaranteed, jointly and severally with each other Guarantor, the full and punctual payment of the Claim.

6. To the best of the Trustee's knowledge, no judgment has been rendered on the Claim.

7. To the best of the Trustee's knowledge, the amount of all payments on the Claim have been credited and deducted for the purpose of making this Proof of Claim.

8. To the best of the Trustee's knowledge, the Claim is not subject to any setoff or counterclaim; provided however, that, under the Indenture, the Trustee has a right of setoff against any amounts otherwise payable to the Noteholders, or on their behalf, to parties with seniority rights with respect to amounts otherwise payable to Noteholders, and the Trustee intends to exercise its right of setoff with respect to the amount (liquidated or unliquidated) covered by this Proof of Claim to the extent it is not paid in full from other assets of the bankruptcy estate.

9. The Claim is a secured claim, secured by all of the assets of the Issuers and the Guarantors.

10. Pursuant to Section 6.10 of the Indenture, the Trustee is empowered to collect and receive any money or other property payable or deliverable on any of its claims. Pursuant to Section 6.11 of the Indenture, any money or property so collected shall be first used to make payments due to the Trustee pursuant to Section 7.7 of the Indenture to the extent not otherwise paid.

11. The Trustee does not waive any right or rights of action that it has or may have against the Debtors or any other person and the Trustee hereby expressly reserves such rights. The Trustee also expressly reserves the right to amend or supplement this Proof of Claim in any respect from time to time in order to: (i) restate liquidated and unliquidated components of the Claim; (ii) update the total estimated exposure with respect to any unliquidated claims asserted herein; and (iii) amend or supplement the Proof of Claim for any other reason it deems appropriate. In filing this Claim, the Trustee does not submit itself to the jurisdiction of the Court for any purpose other than with respect to the Claim.

*[Remainder of page intentionally left blank.]*

All notices and communications concerning this proof of claim shall be addressed as follows:

Ira H. Goldman, Esq.
Shipman & Goodwin LLP
One Constitution Plaza
Hartford, CT 06103-1919
(860) 251-5820
IGoldman@goodwin.com

Julie Becker
Vice President
U.S. Bank National Association
60 Livingston Avenue
St. Paul, MN 55107-2292
(651) 466-5869
Julie.Becker@USBank.com

DATED: November 11, 2013

***Penalty for Presenting Fraudulent Claim.*** *Fine of up to $500,000 or imprisonment for up to five years, or both. Title 18, U.S.C., §§152 and 3571.*

SHIPMAN & GOODWIN LLP®
COUNSELORS AT LAW

Ira H. Goldman
Phone: 860-251-5820
Fax: 860-251-5214
igoldman@goodwin.com

November 11, 2013

**VIA FEDERAL EXPRESS**

BMC Group, Inc.
Attn: FriendFinder Networks Claim Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: PMGI Holdings, Inc., *et al*
Case No. 13-12404 (CSS)
Jointly Administered

Dear Sir or Madam:

Enclosed for filing with the Claims Agent is an original and one copy each of proofs of claim for the following:

1. Interactive Network, Inc., Case No. 13-12422
2. FriendFinder Networks, Inc., Case No. 13-12405
3. Argus Payments Inc., Case No. 13-12406
4. Big Island Technology Group, Inc., Case No. 13-12407
5. Blue Hen Group, Inc., Case No. 13-12408
6. Confirm ID, Inc., Case No. 13-12409
7. Danni Ashe, Inc., Case No. 13-12410
8. Fastcupid, Inc. Case No. 13-12411
9. Fierce Wombat Games Inc., Case No. 13-12412
10. FriendFinder California Inc., Case No. 13-12413
11. FriendFinder Ventures Inc., Case No. 13-12414
12. FRNK Technology Group, Case No. 13-12415
13. General Media Art Holding, Inc., Case No. 13-12416
14. General Media Communications, Inc., Case No. 13-12417
15. General Media Entertainment, Inc., Case No. 13-12418
16. Global Alphabet, Inc., Case No. 13-12419
17. GMCI Internet Operations, Inc., Case No. 13-12420
18. GMI On-Line Venture, Ltd., Case No. 13-12421
19. Magnolia Blossom, Inc., Case No. 13-14243
20. Medley.com Incorporated, Case No. 13-12424



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21. NAFT News Corporation, Case No. 13-12425
22. Penthouse Image Acquisitions, Ltd., Case No. 13-12427
23. Penthouse Digital Media Productions, Inc., Case No. 13-12426
24. PerfectMatch, Inc., Case No. 13-12428
25. Playtime Gaming, Inc., Case No. 13-12429
26. PMGI Holdings Inc., Case No. 13-12404
27. PPM Technology Group, Inc., Case No. 13-12430
28. Pure Entertainment Telecommunications, Inc., Case No. 13-12431
29. Sharkfish, Inc., Case No. 13-12432
30. Snapshot Productions, LLC, Case No. 13-12433
31. Streamray Inc., Case No. 13-12434
32. Streamray Studios Inc., Case No. 13-12435
33. Tan Door Media Inc., Case No. 12-12436
34. Traffic Cat, Inc., Case No. 13-12437
35. Transbloom, Inc., Case No. 13-12438
36. Various, Inc., Case No. 13-12439
37. Video Bliss, Inc., Case No. 13-12440
38. West Coast Facilities, Inc., Case No. 13-12441
39. XVHUB Group, Inc., Case No. 13-12442

Please date stamp each copy and return them to me in the enclosed, self-addressed, FedEx envelope.

Thank you for your anticipated cooperation.

Sincerely,

Ira H. Goldman

IHG/ssg
Enclosures

3058336v1

From: (860) 251-5000
Susan Gibbon
Shipman & Goodwin LLP
One Constitution Plaza

Hartford, CT 06103

Origin ID: KXAA

FedEx Express

J13201306280326

Ship Date: 11NOV13
ActWgt: 2.0 LB
CAD: 103175787/WSXI2750

Delivery Address Bar Code

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NOV 12 2013
BMC GROUP

SHIP TO: (860) 251-5000 BILL SENDER

**BMC Group, Inc.**

**18675 Lake Dr E**

**Chanhassen, MN 55317**

Attn: FriendFinder Networks Claims Processing

Ref # 65919.1311.4474
Invoice #
PO #
Dept #

RELEASE#: 3785346

TUE - 12 NOV 10:30A
PRIORITY OVERNIGHT

TRK# 0201 7971 1867 2550

**NA FBLA**

55317
MN-US
MSP

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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

B10 (Official Form 10) (04/13)

| UNITED STATES BANKRUPTCY COURT District of Delaware | | PROOF OF CLAIM |
|---|---|---|
| Name of Debtor: FriendFinder Networks, Inc. | Case Number: 13-12405 | |
| NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.* | | |
| Name of Creditor (the person or other entity to whom the debtor owes money or property): U.S. Bank National Association, as Trustee for the 14% Senior Secured Notes Due 2013 | | COURT USE ONLY |
| Name and address where notices should be sent: U.S. Bank National Association, as Trustee for the 14% Senior Secured Notes Due 2013 Attn: Julie J. Becker 60 Livingston Ave., EP-MN-WS1D, St. Paul, MN 55107 Telephone number: 860-251-5820 (I. Goldman) email: igoldman@goodwin.com | *Copy to:* Ira H. Goldman, Esq. Shipman & Goodwin LLP One Constitution Plaza Hartford, CT 06103 | ☑ Check this box if this claim amends a previously filed claim. Court Claim Number: 63-101 (*If known*) Filed on: |
| Name and address where payment should be sent (if different from above): U.S. Bank National Association, as Trustee for the 14% Senior Secured Notes Due 2013 Attn: Julie J. Becker 60 Livingston Ave., EP-MN-WS1D, St. Paul, MN 55107 Telephone number: email: | | ☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars. |

RECEIVED

DEC 10 2013

BMC GROUP

**1. Amount of Claim as of Date Case Filed:** $ Unchanged, see attached.

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

☑ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

**2. Basis for Claim:** Money loaned, services performed (see attached).
(See instruction #2)

| 3. Last four digits of any number by which creditor identifies debtor: | 3a. Debtor may have scheduled account as: 14% Senior Secured Notes due 2013 (See instruction #3a) | 3b. Uniform Claim Identifier (optional): (See instruction #3b) |
|---|---|---|

**4. Secured Claim** (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

**Nature of property or right of setoff:** ☐ Real Estate ☐ Motor Vehicle ☑ Other
**Describe:** All property of Debtor

**Value of Property:** $ Undetermined

**Annual Interest Rate** 17.5 % ☑ Fixed or ☐ Variable
**(when case was filed)**

**Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:** $ ------

**Basis for perfection:** UCC's, intellectual property filings, other documents - available upon request

**Amount of Secured Claim:** $ See 1 above

**Amount Unsecured:** $ ----

**5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.**

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

**Amount entitled to priority:** $

**Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

**6. Credits.** The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

**7. Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. *(See instruction #7, and the definition of "redacted".)*

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If the documents are not available, please explain:

**8. Signature:** (See instruction #8)

Check the appropriate box.

☑ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Julie J. Becker
Title: Vice President
Company: U.S. Bank National Association
Address and telephone number (if different from notice address above):

(Signature) 12/9/13 (Date)

Telephone number: email:

*Penalty for presenting fraudulent claim:* Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

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*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form**

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Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

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State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

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Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

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If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|---|
| IN RE: | : | CHAPTER 11 |
| FriendFinder Networks, Inc. | : | CASE NO. 13-12405 (CSS) |
| DEBTOR. | : | |

**ADDENDUM TO AMENDED PROOF OF CLAIM OF U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE, RELATING TO THE 14% SENIOR SECURED NOTES DUE 2013**

U.S. Bank National Association, with a business address of 60 Livingston Avenue, St. Paul, Minnesota 55107, acts as Trustee (the "Trustee") under an Indenture dated as of October 27, 2010 (as may have been amended or supplemented, the "Indenture"), between Interactive Network, Inc. and FriendFinder Networks Inc., as Issuers (the "Issuers"), the subsidiaries of FriendFinder listed as Guarantors thereto (each a "Guarantor" and, collectively, the "Guarantors"), and the Trustee, pursuant to which 14% Senior Secured Notes Due 2013 (the "Notes") were issued.

On November 12, 2013, the Trustee filed 39 separate claims against various Debtor entities.[1] These claims were assigned claim numbers 63 through 101 on the claims register (the "Claims").

[1] This case is jointly administered with 38 other bankruptcy cases filed by affiliates of the Debtor. The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor's federal tax identification number, are: Blue Hen Group Inc. (9667), Argus Payments Inc. (4661), Big Island Technology Group, Inc. (9795), Confirm ID, Inc. (7020), Danni Ashe, Inc. (5271), Fastcupid, Inc. (7869), Fierce Wombat Games Inc. (2019), FriendFinder California Inc. (2750), FriendFinder Networks Inc. (0988), FRIENDFINDER VENTURES INC. (3125), FRNK Technology Group (7102), General Media Art Holding, Inc. (2637), General Media Communications, Inc. (2237), General Media Entertainment, Inc.

This amendment clarifies, at the request of the Debtors, that after the petition date, interest continued to accrue on the Notes for 14 days in the amount of $1,685,597.12 through September 30, 2013. As of that date, the Issuers made an authorized post-petition payment of $7,454,583.44, reducing the liquidated claim amount set forth in the originally filed proof of claim from $247,679,577.27 to $241,910,590.95, consisting of $234,286,908.16 of principal and $7,623,682.79 of interest. In all other respects, the originally filed proofs of claim, including the addenda thereto, continue to reflect the claim of claimant.

This amendment is intended to amend each of the 39 Claims.

All notices and communications concerning this amended proof of claim shall be addressed as follows:

Ira H. Goldman, Esq.
Shipman & Goodwin LLP
One Constitution Plaza
Hartford, CT 06103-1919
(860) 251-5820
IGoldman@goodwin.com

Julie Becker
Vice President
U.S. Bank National Association
60 Livingston Avenue
St. Paul, MN 55107-2292
(651) 466-5869
Julie.Becker@USBank.com

DATED: December 9, 2013

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(2960), Global Alphabet, Inc. (7649), GMCI Internet Operations, Inc. (7655), GMI On-Line Ventures, Ltd. (7656), Interactive Network, Inc. (5941), Magnolia Blossom Inc. (8925), Medley.com Incorporated (3594), NAFT NEWS CORPORATION (4385), Penthouse Digital Media Productions Inc. (1056), Penthouse Images Acquisitions, Ltd. (9228), PerfectMatch Inc. (9020), Playtime Gaming Inc. (4371), PMGI Holdings Inc. (2663), PPM Technology Group, Inc. (9876), Pure Entertainment Telecommunications, Inc. (9626), Sharkfish, Inc. (1221), Snapshot Productions, LLC (7091), Streamray Inc. (2716), Streamray Studios Inc. (1009), Tan Door Media Inc. (1100),Traffic Cat, Inc. (1223), Transbloom, Inc. (1168), Various, Inc. (7762), Video Bliss, Inc. (6760), West Coast Facilities Inc. (4751), XVHUB Group Inc. (9401).

SHIPMAN & GOODWIN LLP®
COUNSELORS AT LAW

Kimberly S. Cohen
Phone: 860-251-5804
Fax: 860-251-5212
kcohen@goodwin.com

December 09, 2013

**VIA FEDERAL EXPRESS**

BMC Group, Inc.
Attn: FriendFinder Networks Claim Processing
18675 Lake Drive East
Chanhassen, MN 55317

**Re: FriendFinder Networks, Inc.**
**Case No. 13-12405 (CSS)**

Dear Sir or Madam:

Enclosed for filing with the Claims Agent is an original and a copy of an amended proof of claim for U.S. Bank National Association. Please date stamp the copy and return the copy to me in the enclosed, self-addressed, FedEx envelope.

Thank you for your anticipated cooperation.

Sincerely,

Kimberly S. Cohen

Kimberly S. Cohen

KSC/cah
Enclosures

3100544v1

From: (860) 251-5000
Kimberly Cohen
Shipman & Goodwin LLP
One Constitution Plaza

Hartford, CT 06103

Origin ID: KXAA

FedEx Express

J13201306280326

Ship Date: 09DEC13
ActWgt: 0.5 LB
CAD: 103175787/WSXI2750

RECEIVED

DEC 10 2013

BMC GROUP

Delivery Address Bar Code

Ref # 65919.444.6092
Invoice #
PO #
Dept #

SHIP TO: (860) 251-5804 BILL SENDER

**BMC Group Inc.**
**Attn: FriendFinder Networks Claim Processing**
**18675 Lake Drive East**
**Chanhassen, MN 55317**

RELEASE#: 3785346

TUE - 10 DEC 10:30A
PRIORITY OVERNIGHT

TRK# 0201 7973 4974 5164

55317
MN-US
MSP

# NA FBLA

51AG4/99D5/1A9E

FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.