

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Thompson Publishing Holding Co., Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-1825470</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>805 15th Street, NW 3rd Floor Washington, DC</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>20005</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>DC</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>
<b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>		

<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><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).</li> </ul> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><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.</li> </ul>	THIS SPACE IS FOR COURT USE ONLY																				
<b>Estimated Number of Creditors</b> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>OVER 100,000</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	
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<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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<b>Estimated Liabilities</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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**Voluntary Petition**

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

Name of Debtor(s):  
**Thompson Publishing Holding Co., Inc.**

**All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)**

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)**

Name of Debtor: <b>See Attached Schedule 1</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

**Exhibit A**

(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.)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)  
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 delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X** \_\_\_\_\_  
Signature of Attorney for Debtor(s) (Date)

**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?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- 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)

- 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.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- 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)

- 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)

- 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
- Debtor has included in 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.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

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

Name of Debtor(s):

**Thompson Publishing Holding Co., Inc.**

**Signatures**

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

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**

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 Non-Attorney Bankruptcy Petition Preparer**

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

X \_\_\_\_\_  
Signature of Authorized Individual

**Kevin Ooley**  
Printed Name of Authorized Individual

**Chief Financial Officer**  
Title of Authorized Individual

\_\_\_\_\_  
Date

**Voluntary Petition**

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

Name of Debtor(s):

Thompson Publishing Holding Co., Inc.

**Signatures**

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

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. §542(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**

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 \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Derek C. Abbott**  
Printed Name of Attorney for Debtor(s)

**Morris, Nichols, Arshat & Tunnell LLP**  
Firm Name  
1201 North Market Street  
Wilmington, DE 19801

\_\_\_\_\_  
Address

**302-658-9200**  
Telephone Number

\_\_\_\_\_  
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**

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 19 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:

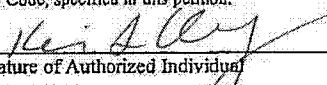
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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

X   
Signature of Authorized Individual

**Kevin Ooley**  
Printed Name of Authorized Individual

**Chief Financial Officer**  
Title of Authorized Individual

**9/21/10**  
Date

\_\_\_\_\_  
Date

## SCHEDULE 1

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the "Debtors"), that filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, contemporaneously with the filing of this petition. The Debtors filed a motion requesting joint administration.

1. Thompson Publishing Holding Co., Inc.
2. TPG AES Holding Co, Inc.
3. Alex eSolutions, Inc.
4. AHC Media LLC
5. Thompson Publishing Group, Inc.
6. The Performance Institute, Inc.
7. Thompson Publishing Development, LLC

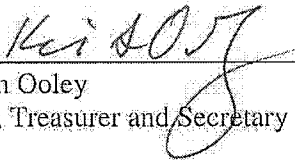
**OFFICER'S CERTIFICATE**

**THOMPSON PUBLISHING HOLDING CO., INC.**

September 21, 2010

I, Kevin Ooley, hereby certify that I am the duly qualified and acting Secretary of Thompson Publishing Holding Co., Inc., a Delaware corporation ("Company"), and further certify that attached hereto as Exhibit A is a true and correct copy of the Resolutions of the Board of Directors of the Company adopted on September 21, 2010 (the "Resolutions"), pursuant to the by-laws of the Company as in effect on the date of adoption of the Resolutions, which Resolutions constitute the entire record of corporate action taken by the Company therewith through the date hereof. The attached resolutions have not been amended, modified, annulled, or revoked and are in full force and effect on the date hereof:

IN WITNESS WHEREOF, I have executed this Certificate as of the date first above written.

  
\_\_\_\_\_  
Kevin Ooley  
CFO, Treasurer and Secretary

**Exhibit A**  
**Resolutions**

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
THOMPSON PUBLISHING HOLDING CO., INC.**

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The Board of Directors of Thompson Publishing Holding Co., Inc., a Delaware corporation (the "Company"), hereby adopts the following resolutions:

WHEREAS: The Board of Directors has considered the business and financial condition and results of operations of the Company and affiliates, on the date hereof, including the assets and liabilities of the Company;

WHEREAS: The Board of Directors reviewed the current status of the Company in light of recent events;

WHEREAS: The Board of Directors considered and reviewed that certain Asset Purchase Agreement (the "Stalking Horse Agreement"), by and among the Company, and PNC Bank, National Association (together with its permitted successors and assigns, the "Stalking Horse Bidder"), pursuant to which the Stalking Horse Bidder has agreed to purchase substantially all of the assets and assume certain of obligations of the Company and certain of its affiliates in connection with a bankruptcy proceeding under chapter 11 ("Chapter 11") of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), subject to Bankruptcy Court approval and the receipt of higher and better offers;

WHEREAS: The Board of Directors considered and reviewed that certain Debtor in Possession Loan Agreement (the "DIP Agreement"), by and among the Company and certain of its affiliates, and PNC Bank, National Association, as Administrative and Collateral Agent (the "Agent"), and each of the Lenders named therein, pursuant to which the Agent and Lenders have agreed to provide debtor in possession financing in an aggregate principal amount not to exceed \$3,000,0000; and

WHEREAS: The Board of Directors reviewed, considered, and received the recommendations of the senior management and legal, financial and other advisors of the Company as to the relative risks and benefits of pursuing a bankruptcy proceeding under Chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code on or after the date hereof (the "Petition Date");

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized on behalf of the Company to execute, verify, and file all petitions, schedules, lists, and other



papers or documents, and to take and perform any and all further actions and steps that any such officer deems necessary, desirable, and proper in connection with the Company's Chapter 11 case, with a view towards the successful prosecution of such case;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered to execute and file the Stalking Horse Agreement and the DIP Agreement with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") on or about Petition Date, with such changes and additions to the terms and provisions thereof as the officers or officer so acting may deem necessary or appropriate, the execution and filing thereof to be conclusive evidence of such determination and of the due authorization and approval of the Board of Directors;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered to obtain post-petition financing pursuant to the DIP Agreement and such other stipulations, orders, agreements, instruments and documents as are necessary to effectuate the terms thereof, according to terms which may be negotiated by the management of the Company, including through the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents;

RESOLVED, that the officers of the Company, on behalf of the Company, be, and hereby are, authorized to execute and file certain motions (the "First Day Motions") with the Bankruptcy Court on or about Petition Date; that the officers of the Company be, and each of them hereby is, authorized to execute and file in the name of and on behalf of the Company, the First Day Motions, with such changes and additions to the terms and provisions thereof as the officers or officer so acting may deem necessary or appropriate, the execution and filing thereof to be conclusive evidence of such determination and of the due authorization and approval of the Board of Directors;

RESOLVED, that the officers of the Company, on behalf of the Company, are authorized and empowered to retain (or continue to retain, as applicable) (a) the law firm of Choate, Hall & Stewart LLP ("Choate"), as bankruptcy counsel, (b) the law firm of Morris, Nichols, Arsht & Tunnell, LLP ("MNAT") as co-bankruptcy counsel, (c) Loughlin Meghji & Company ("LM") as restructuring advisors and financial consultants (including to retain James Loughlin of LM as the Company's Chief Restructuring Officer and certain additional employees of LM as professional personnel), and (d) SSG Capital Advisors, LLC ("SSG") as investment bankers to represent and assist the Company in carrying out its duties under Chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith, and the officers of the Company are hereby authorized and directed to execute appropriate retention agreements and cause to be filed an appropriate application for authority to retain the services of Choate, MNAT, LM and SSG (the "Retention Agreements"), and the officers of the Company are hereby authorized to modify the terms of the Retention Agreement as the officers or officer so acting may deem necessary or appropriate, the execution and filing thereof to be conclusive

evidence of such determination and of the due authorization and approval of the Board of Directors;

RESOLVED, that the officers of the Company be, and hereby are, authorized to employ any other professional necessary to assist the Company in prosecuting its Chapter 11 case or in carrying out the Company's duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case, and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable, and proper;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized on behalf of the Company to take any and all actions and steps deemed by any such officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful Chapter 11 reorganization, including any and all actions to execute, deliver, certify, file, and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals, rulings of governmental or regulatory authorities, or certificates; and

RESOLVED, that any acts taken by the officers of the Company in the name of or on behalf of the Company consistent with the foregoing resolutions and the transactions contemplated thereby be, and they hereby are, approved, ratified and confirmed in all respects.

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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

IN RE:

THOMPSON PUBLISHING HOLDING  
CO., INC., *et al.*,<sup>1</sup>

Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

**Joint Administration Requested**

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

Following is the consolidated list of the Debtors' creditors holding the forty largest unsecured claims.<sup>2</sup> The list is prepared in accordance with Federal Rule of Bankruptcy Procedure 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the forty largest unsecured claims; or (3) claims held by any of the Debtors' employees. Any amounts listed herein are estimated, subject to verification and later dispute. Without limiting the forgoing, the Debtors reserve their rights to dispute or challenge any claim on this list for any reason. The information set forth on this schedule shall not constitute an admission of liability by, nor is binding on, the Debtors, and the failure to list a claim as contingent, disputed or subject to setoff shall not be a waiver of any of the Debtors' rights relating thereto.

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<sup>1</sup> The Debtors are the following entities (followed by the last four digits of their tax identification numbers): Thompson Publishing Holding Co. Inc. (5470), AHC Media LLC (2136), Alex eSolutions, Inc. (5725), Thompson Publishing Group, Inc. (2093), The Performance Institute, Inc. (8059), TPG AES Holding Co., Inc. (1658) and Thompson Publishing Development, LLC (2093).

<sup>2</sup> This list was aggregated by the Debtors for the period ending August 31, 2010.

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Ginny's Copying Service Inc. P.O. Box 143924 Austin, TX 78714-3924	Ginny's Copying Service Inc. P.O. Box 143924 Austin, TX 78714-3924 Fax: 512-453-2178	Trade Debt		\$291,258.81
Advance Business Teleservices P.O. Box 338 Talent, OR 97540-0338	Advance Business Teleservices P.O. Box 338 Talent, OR 97540-0338 Fax: 541-535-7879	Trade Debt		\$24,480.27
Prolist, Inc. 17801 Georgia Avenue Olney, MD 20832	Prolist, Inc. 17801 Georgia Avenue Olney, MD 20832 Fax: 301-924-2373	Trade Debt		\$53,614.05
Edith Roman Associates, Inc. P.O. Box 1556 Pearl River, NY 10965-8556	Edith Roman Associates, Inc. P.O. Box 1556 Pearl River, NY 10965-8556 Fax: 845-620-9035	Trade Debt		\$51,423.27
Rune2e, LLC 925 North Point Parkway Alpharetta, GA 30005	Rune2e, LLC 925 North Point Parkway Alpharetta, GA 30005 Fax: 678-636-4413	Trade Debt		\$50,750.00
Datasytem Solutions, Inc. 4350 Shawnee Mission Pkwy Shawnee Mission, KS 66205	Datasytem Solutions, Inc. 4350 Shawnee Mission Pkwy Shawnee Mission, KS 66205 Fax: 913-362-6383	Trade Debt	Disputed	\$23,742.40
Greene Associates, Inc. 28457 N. Ballard Drive Lake Forest, IL 60045	Greene Associates, Inc. 28457 N. Ballard Drive Lake Forest, IL 60045 Fax: 647-948-0400	Trade Debt		\$22,437.50

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Nagarro Inc. 226 Airport Parkway San Jose, CA 95110	Nagarro Inc. 226 Airport Parkway San Jose, CA 95110 Fax: 408-436-7508	Trade Debt		\$18,416.00
Good Printers, Inc. 213 Dry River Road Bridgewater, VA 22812	Good Printers, Inc. 213 Dry River Road Bridgewater, VA 22812 Fax: 540-828-4862	Trade Debt		\$18,130.69
Tatum, LLC P.O. Box 847872 Dallas, TX 75284	Tatum, LLC P.O. Box 847872 Dallas, TX 75284 Fax: 404-880-1301	Trade Debt		\$16,531.36
Design Packaging Group 103 N Garfield St McGregor, TX 76657	Design Packaging Group 103 N Garfield St McGregor, TX 76657 Fax: 254-840-2522	Trade Debt		\$15,780.82
UPS Lockbox 577 Carol Stream, IL 60132-0577	UPS Lockbox 577 Carol Stream, IL 60132-0577 Fax: 404-828-7666	Trade Debt		\$14,952.63
Dell Marketing L.P. P.O. Box 534118 Atlanta, GA 30353-4118	Dell Marketing L.P. P.O. Box 534118 Atlanta, GA 30353-4118 Fax: 800-967-4061	Trade Debt		\$12,758.21
Smartbrief, Inc. 1100 H St NW Washington, DC 20005	Smartbrief, Inc. 1100 H St NW Washington, DC 20005 Fax: 202-737-7577	Trade Debt		\$12,310.00
Brustein & Manasevit 3105 South Street, NW Washington, DC 20007	Brustein & Manasevit 3105 South Street, NW Washington, DC 20007 Fax: 202-965-8913	Trade Debt		\$12,052.34

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Adam Travel Services 1424 K Street NW Washington, DC 20005	Adam Travel Services 1424 K Street NW Washington, DC 20005 Fax: 703-894-0482	Trade Debt		\$10,663.90
Hunton & Williams LLP P.O. Box 405759 Atlanta, GA 30384-5759	Hunton & Williams LLP P.O. Box 405759 Atlanta, GA 30384-5759 Fax: 202-778-2201	Trade Debt		\$10,621.50
TC Delivers 5610 West Sligh Avenue Tampa, FL 33634-4468	TC Delivers 5610 West Sligh Avenue Tampa, FL 33634-4468 Fax: 813-882-3648	Trade Debt		\$10,338.13
Solutima LLC 406 Riverside Dr E Bradenton, FL 34208	Solutima LLC 406 Riverside Dr E Bradenton, FL 34208 Fax: 703-894-0482	Trade Debt		\$10,216.09
Fierce Markets, Inc. 1319 F Street NW Washington, DC 20004	Fierce Markets, Inc. 1319 F Street NW Washington, DC 20004 Fax: 202-330-5010	Trade Debt		\$10,180.00
Time Warner Telecom P.O. Box 172567 Denver, CO 80217-2567	Time Warner Telecom P.O. Box 172567 Denver, CO 80217-2567 Fax: 501-340-3299	Trade Debt		\$9,631.45
Digital River, Inc. Lockbox 88278 Chicago, IL 60695-0001	Digital River, Inc. Lockbox 88278 Chicago, IL 60695-0001 Fax: 952-253-8497	Trade Debt		\$9,370.00
Cut Sheets Printing, Graphics 5531 Stephen Reid Rd Huntington, MD 20639	Cut Sheets Printing, Graphics 5531 Stephen Reid Rd Huntington, MD 20639 Fax: 301-576-2625	Trade Debt		\$8,989.25

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Carroll Publishing 4701 Sangamore Road Bethesda, MD 20816	Carroll Publishing 4701 Sangamore Road Bethesda, MD 20816 Fax: 301-263-9805	Trade Debt		\$8,692.00
Stephen R. Callahan 6434 Waterdale Court Bealeton, VA 22712	Stephen R. Callahan 6434 Waterdale Court Bealeton, VA 22712	Trade Debt		\$7,740.90
Accuity P.O. Box 71690 Chicago, IL 60690	Accuity P.O. Box 71690 Chicago, IL 60690 Fax: 847-933-8101	Trade Debt		\$7,691.93
Envelopes & Forms, Inc. 2505 Meadowbrook Pkwy Duluth, GA 30096	Envelopes & Forms, Inc. 2505 Meadowbrook Pkwy Duluth, GA 30096 Fax: 770-623-5141	Trade Debt		\$7,322.57
Joe Gliksman 2915 Chelseawoods Drive Valrico, FL 33596	Joe Gliksman 2915 Chelseawoods Drive Valrico, FL 33596	Trade Debt		\$6,965.37
Regulatory Compliance Assoc. P.O. Box 446 Geneva, IL 60134	Regulatory Compliance Assoc. P.O. Box 446 Geneva, IL 60134 Fax: 646-403-3597	Trade Debt		\$6,700.00
Catharine Shaffer 303 Doty Avenue Ann Arbor, MI 48103-3503	Catharine Shaffer 303 Doty Avenue Ann Arbor, MI 48103-3503	Trade Debt		\$6,592.00
1038 Design LLC 2833 S Lyndale Avenue Minneapolis, MN 55408	1038 Design LLC 2833 S Lyndale Avenue Minneapolis, MN 55408	Trade Debt		\$6,420.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
On the Right Track, Inc. 5616 Scobie Crescent Manotick, ON K4M 1B7	On the Right Track, Inc. Attn: Rhonda Scharf 5616 Scobie Crescent Manotick, ON K4M 1B7 Fax: 613-692-2412	Trade Debt		\$6,306.41
Elite Envelope 5944 Foxcroft Drive Harrisonburg, VA 22801	Elite Envelope 5944 Foxcroft Drive Harrisonburg, VA 22801 Fax: 781-843-7772	Trade Debt		\$6,045.28
Courtyard Marriott 1533 Clarendon Blvd Arlington, VA 22209	Courtyard Marriott 1533 Clarendon Blvd Arlington, VA 22209 Fax: 703-528-1027	Trade Debt		\$5,997.76
Jackson Lewis LLP 59 Maiden Lane New York, NY 10038-4502	Jackson Lewis LLP 59 Maiden Lane New York, NY 10038-4502 Fax: 914-514-6072	Trade Debt		\$5,936.24
APC Postal Logistics, LLC P.O. Box 388 Carlstadt, NJ 07072	APC Postal Logistics, LLC P.O. Box 388 Carlstadt, NJ 07072 Fax: 201-372-9735	Trade Debt		\$5,685.92
J. Stephan Stapczynski Jr. 1950 East Claremont Street Phoenix, AZ 85016-1602	J. Stephan Stapczynski Jr. 1950 East Claremont Street Phoenix, AZ 85016-1602	Trade Debt		\$5,600.00
Annette Dubrouillet 60 Woods End Road Morris Plains, NJ 07950	Annette Dubrouillet 60 Woods End Road Morris Plains, NJ 07950	Trade Debt		\$5,546.06
Sue Dill Calloway 5447 Fawnbrook Lane Dublin, OH 43017	Sue Dill Calloway 5447 Fawnbrook Lane Dublin, OH 43017	Trade Debt		\$4,500.00



(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Sir Speedy 1600 Wilson Blvd. Arlington, VA 22209	Sir Speedy 1600 Wilson Blvd. Arlington, VA 22209 Fax: 703-243-3954	Trade Debt		\$4,366.15

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE:

THOMPSON PUBLISHING HOLDING  
CO., INC., *et al.*,<sup>1</sup>

Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

Joint Administration Requested

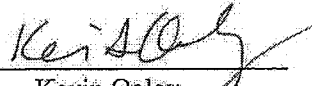
**CERTIFICATION CONCERNING CONSOLIDATED LIST OF CREDITORS  
HOLDING FORTY LARGEST UNSECURED CLAIMS**

The debtors and debtors-in-possession (the "Debtors") in the above-captioned cases, hereby certify under penalty of perjury that the consolidated *List of Creditors Holding Forty Largest Unsecured Claims*, submitted herewith, is complete and to the best of the Debtors' knowledge, correct and consistent with Debtors' books and records.

The information contained herein is based upon a review of the Debtors' books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the consolidated *List of Creditors Holding Forty Largest Unsecured Claims* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any list claims; and/or (3) a waiver of any other right or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21<sup>st</sup> date of September, 2010.

  
By: Kevin Ooley  
Title: Chief Financial Officer

<sup>1</sup> The Debtors are the following entities (followed by the last four digits of their tax identification numbers): Thompson Publishing Holding Co. Inc. (5470), AHC Media LLC (2136), Alex eSolutions, Inc. (5725), Thompson Publishing Group, Inc. (2093), The Performance Institute, Inc. (8059), TPG-AES Holding Co., Inc. (1658) and Thompson Publishing Development, LLC (2093), c/o P.O. Box 26185, Tampa, FL 33623-6185.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

IN RE:

THOMPSON PUBLISHING HOLDING  
CO., INC., *et al.*,<sup>1</sup>

Debtor.

Chapter 11

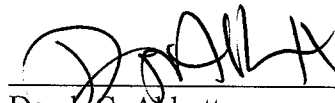
Case No. 10-\_\_\_\_\_ ( )

**Joint Administration Requested**

**LIST OF CREDITORS**

The debtor in this Chapter 11 case and certain affiliated entities (collectively, the “Debtor”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Contemporaneously with the filing of their petitions, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditors List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditors List is being submitted to the Court electronically under separate notice.

Date: September 2, 2010



\_\_\_\_\_  
Derek C. Abbott  
Morris, Nichols, Arsht & Tunnell LLP  
1201 North Market Street  
Wilmington, DE 19801  
Tel. (302) 658-9200  
Fax: (302) 593-4729  
Email: dabbott@mnat.com

<sup>1</sup>

The Debtors are the following entities (followed by the last four digits of their tax identification numbers): Thompson Publishing Holding Co. Inc. (5470), AHC Media LLC (2136), Alex eSolutions, Inc. (5725), Thompson Publishing Group, Inc. (2093), The Performance Institute, Inc. (8059), TPG AES Holding Co., Inc. (1658) and Thompson Publishing Development, LLC (2093).

## LIST OF CREDITORS

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

I, Kevin Ooley, Chief Financial Officer of Thompson Publishing Holding Co., Inc., *et al.*,<sup>1</sup> declare under penalty of perjury that I have read the List of Creditors and that it is true and correct to the best of my knowledge, information and belief.

Date: September 21, 2010

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

Kevin Ooley

Chief Financial Officer of Thompson Publishing Holding  
Co., Inc.

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<sup>1</sup> The Debtors are the following entities (followed by the last four digits of their tax identification numbers): Thompson Publishing Holding Co. Inc. (5470), AHC Media LLC (2136), Alex eSolutions, Inc. (5725), Thompson Publishing Group, Inc. (2093), The Performance Institute, Inc. (8059), TPG AES Holding Co., Inc. (1658) and Thompson Publishing Development, LLC (2093), c/o P.O. Box 26185, Tampa, FL 33623-6185.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

IN RE:

THOMPSON PUBLISHING HOLDING  
CO., INC., *et al.*,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

**Joint Administration Requested**

**LIST OF EQUITY SECURITY HOLDERS**

The debtor in this chapter 11 case and certain affiliated entities each filed a petition in this court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Following is the list of Thompson Publishing Holding Co.'s, equity security holders which was prepared in accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case.

Debtor	Address	Security Class	Number of Securities
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Common Stock	1,756,712
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	463,229
James A Finkelstein	InvestorPlace Holdings, LLC 65 East 55 <sup>th</sup> Street, 18 <sup>th</sup> Floor New York, NY 10022	Common Stock	11,000
Randall J Koubek	TPG AES Holdings, LLC 5201 West Kennedy Boulevard Tampa, FL 33609	Common Stock	1,000
North American Strategic Partners	Attention: John J. Guinee One Beacon Street, 34 <sup>th</sup> Floor Boston, MA 02108-3106	Common Stock	180,059

Debtor	Address	Security Class	Number of Securities
Avista Capital Partners, LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	20,348,820
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	1,251,180
James A Finkelstein	InvestorPlace Holdings, LLC 65 East 55 <sup>th</sup> Street, 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	99,000

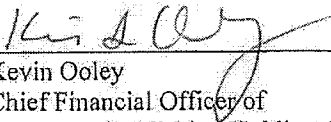
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**LIST OF EQUITY SECURITY HOLDERS**

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

I, Kevin Ooley, Chief Financial Officer of Thompson Publishing Holding Co., Inc., declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my knowledge, information and belief.

Date: 9/21/10

  
Name: Kevin Ooley  
Title: Chief Financial Officer of  
Thompson Publishing Holding Co., Inc.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

IN RE:

THOMPSON PUBLISHING HOLDING  
CO., INC., *et al.*,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

**Joint Administration Requested**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**


In accordance with Federal Rule of Bankruptcy Procedure 7007.1 the undersigned certifies that the following entities are corporations that directly or indirectly own 10% or more of any class of Thompson Publishing Holding Co., Inc.'s equity interests:

Debtor	Address	Security Class	Number of Securities
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Common Stock	1,756,712
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	463,229
North American Strategic Partners	Attention: John J. Guinee One Beacon Street, 34 <sup>th</sup> Floor Boston, MA 02108-3106	Common Stock	180,059



Entity	Address	Equity Class	Number of Securities
Avista Capital Partners, LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	20,348,820
Avista Capital Partners (offshore), LP	c/o Avista Capital Holdings, LP 65 East 55 <sup>th</sup> Street 18 <sup>th</sup> Floor New York, NY 10022	Series A Preferred Stock	1,251,180

Date: 9/21/10

  
 Name: Kevin Ooley  
 Title: Chief Financial Officer of  
 Thompson Publishing Holding Co., Inc.