

ORIGINAL

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

RECEIVED-4PSC
DISTRIBUTION CENTER
04 APR 19 09 45 AM 10: 22
COMMISSION
CLERK

In re:

LITESTREAM TECHNOLOGIES, LLC,

CASE NO.: 8:04-BK-03721-KRM
Chapter 11

Debtor.

**DEBTOR'S MOTION FOR ORDER AUTHORIZING ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES**

Litestream Technologies, LLC, the Debtor and Debtor-in-Possession ("Litestream"), by and through the undersigned attorney, hereby files this Motion for Order Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases ("Motion"), pursuant to 11 U.S.C. §365 and Rule 2002 of the Federal Rules of Bankruptcy Procedure, and in support thereof would show as follows:

1. An Involuntary Petition was filed against Litestream on February 26, 2004, and an Order for relief was entered on March 2, 2004, authorizing Debtor to operate under Chapter 11 of the Bankruptcy Code.

2. Debtor continues to operate its business and manage its assets as a Debtor-in-Possession pursuant to Order of the Court dated March 3, 2004.

3. In connection with the operation of its prepetition business, Litestream entered into certain executory contracts and unexpired leases. A schedule of the executory contracts and unexpired leases which Litestream

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC _____
OTH _____

Noange

DOCUMENT NUMBER - DATE

04617 APR 19 08

FPSC-COMMISSION CLERK

proposes to assume and assign, including identification of contract, date of contract, status, and name and mailing address of other contract parties is attached hereto as Exhibit "A" and incorporated herein by reference in its entirety.

4. Prior to the filing of this Motion, Debtor filed a Motion for Authority to Sell Substantially All of Debtor's s Operating Assets Under 11 U.S.C. §363, and a Motion to Approve Auction and Bid Procedures for Substantially All of Debtor-in-Possession's Operating Assets. The executory contracts and unexpired leases identified in the attached Exhibit "A" are included in the assets which are proposed to be sold either to the contract party identified in the Asset Purchase Agreement attached to the Motion for Authority to Sell Substantially All of Debtor's Operating Assets under 11 U.S.C. §363 or to the highest bidder at an auction established pursuant to Order of this Court, if the Court grants the Debtor's Motion to Approve Auction and Bid Procedures for Substantially All of Debtor-in-Possession's Operating Assets.

5. Litestream proposes to sell the tangible assets identified in the Asset Purchase Agreement, in conjunction with an assumption and assignment of executory contracts and unexpired leases, in order to maximize the value to the bankruptcy estate. In the absence of the executory contracts and unexpired leases, the value of the tangible assets is substantially diminished.

6. Attached hereto as Exhibit "B" is the Affidavit of Philip L. Holdbrooks, President and CEO of Litestream, attesting to the necessity for assigning the executory contracts and unexpired leases, as well as providing a

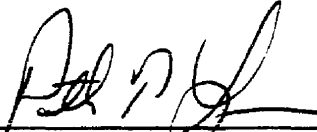
sworn declaration as to the status of the contracts in the absence of a default (other than default which can be cured upon assignment) and further attesting that executory contracts and unexpired leases propose to be assumed and assigned are not personal service contracts and that assumption and assignment is in the best interest of the consumers served by the cable service network currently operated by Litestream.

7. The executory contracts and unexpired leases identified on the attached Exhibit "A" are not contracts to make a loan, extend other debt financing or financial accommodations, or to issue a security to the Debtor, nor such executory contracts and unexpired leases and non-residential real property lease under which the Debtor is a lessee of an aircraft terminal or aircraft gate, nor do any of the unexpired leases or executory contracts involve a time share plan or the lease of non-residential real property in a shopping center.

8. Assumption and assignment of the executory contracts and unexpired leases is proposed in conjunction with the sale of substantially all of Debtor's assets, for the greater good of the bankruptcy estate and the creditors and equity-holders, and is proposed in anticipation of a liquidating Chapter 11 Plan, and is not intended for any improper purpose such as delay, harassment, or to frustrate legitimate process.

WHEREFORE, Litestream Technologies, LLC, as Debtor-in-Possession in this Chapter 11 case, respectfully requests that this Court enter an order authorizing the assumption and assignment of the contracts listed on the


attached schedule, and for such other relief as this Court deems just and equitable.



PATRICK T. LENNON, ESQ.
Florida Bar No. 836818
MACFARLANE FERGUSON & MCMULLEN
400 N. Tampa Street, Suite 2300 (33602)
P.O. Box 1531
Tampa, FL 33601
Tel.: (813) 273-4200
Fax: (813) 273-4396
Attorneys for Debtor,
LITESTREAM TECHNOLOGIES, LLC

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of DEBTOR'S MOTION FOR ORDER AUTHORIZING ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES has been furnished by U.S. Mail to **Office of the United States Trustee**, 501 E. Polk Street, Suite 1200, Tampa, FL 33602; to **Catherine Peek McEwen, Esq.**, counsel for petitioning creditors, P.O. Box 3355, Tampa, FL 33601; to **Cal-Tech Communications, Inc.**, Petitioning Creditor, 5450 Bruce B. Downs Blvd., #305, Wesley Chapel, FL 33543; to **Jennifer Barnett**, 15018 Arbor Reserve Circle, #203, Tampa, FL 33624; to **David T. Reid**, 3415 E. Compass Rose Drive, Jacksonville, FL 32216; to **TECO Fiber, Inc.**, c/o Matthew R. Costa, Esq., 702 N. Franklin Street, Tampa, FL 33602; to **American Capital Corporation**, 900 South U.S. Highway 1, Jupiter, FL 33477; to **Robert D. Rubin**, 9155 S. Dadeland Blvd., Suite 1502, Miami, FL 33156; to **Rod Anderson, Esq.**, P.O. Box 1288, Tampa, FL 33601-1288; and to **Philip B. Harris, Esq.**, Elk, Bankier, Christu & Bakst, Esperante, Suite 1330, 222 Lake View Avenue, West Palm Beach, FL 33401; and to all other parties on the attached mailing matrix on this 15th day of April, 2004.



PATRICK T. LENNON, ESQUIRE

Label Matrix for USBC
Middle District of Florida
Case 8:04-bk-03721-KRM
Thu Apr 15 14:43:58 EDT 2004

4COM
1660 S. HWY 100 Suite 590
Minneapolis, MN 55416-1534

9155 S. Dadeland Blvd.,
Suite 1812
Miami, FL 33156

APEX SYSTEMS
3750 Collections Center Dr.
Chicago, IL 60693

AT & T
P.O. Box 8212
Aurora, IL 60572-8212

AT & T Universal Biller
P.O. Box 79112
Phoenix, AZ 85062-9112

Aetna Inc.
ATTN: Aetna Middletown
P.O. Box 532422
Atlanta, GA 30353-2422

Aetna, Inc. Aetna- Middleton
P.O. Box 532422
Atlanta, GA 30353-2422

American Capital Corporation
900 South U.S. Highway 1
Jupiter, FL 33477

American Capital Corporation
c/o Michael R Bakst, Esquire
222 Lakeview Avenue, Suite 1330
West Palm Beach FL 33401

American Capital Corporation
c/o Philip B. Harris, Esquire
222 Lakeview Ave, Suite 1330
West Palm Beach FL 33401

Rod Anderson
Holland & Knight
P.O. Box 1288
Tampa, FL 33601

Anixter Inc
8021 Phillips Hwy No 4
Jacksonville FL 32256

Anixter Inc.
Bank of America Lockbox Services
P.O. Box 847428
Dallas, TX 75284-7428

Anixter, Inc.
8021 Phillips Hwy. # 4
Jacksonville, FL 32256

Answer America
150 E. 58th Street Suite 2900
New York, NY 10155-2698

Apex Systems
3750 Collections Center Dr.
Chicago, IL 60693

Jennifer Barnett
15018 Arbor Reserve Cir #203
Tampa, FL 33624

Bell South
P.O. Box 70529
Charlotte, NC 28272-0529

Bell South (Charlotte)
P.O. Box 70529
Charlotte, NC 28272-0529

BellSouth Pro - Cabs
P. O. Box 105373
Atlanta, GA 30348

Noel R. Boeke
HOLLAND & KNIGHT LLP
P.O. BOX 1288
TAMPA, FL 33601-1288

Boise Cascade Office Products Corp.
P.O. Box 101705
Atlanta, GA 30392-1705

CINDY PECKOCK
31105 WOLFERT PL
ZEPHYRHILLS, FL 33543

CNC SYSTEMS, INC
P.O. BOX 651
MEDFORD, NY 11763

Cable System Services, Inc.
3588 Kennebec Dr
Eagan, MN 55122

Cable System Services, Inc.
3588 Kennebec Dr.
Eagan, MN 55122

Cal-Tec Communications, Inc.
attn Darryl Derrico, CEO
5450 Bruce B Downs Blvd #305
Wesley Chapel, FL 33543

Cal-Tec Communications, Inc.
5450 Bruce B. Downs Blvd #305
Wesley Chapel, FL 33543

Cal-Tec Communications, Inc.
5450 Bruce B. Downs Blvd. #305
Wesley Chapel, FL 33543

CommScope
P.O. Box 60600
Charlotte, NC 28260-0600

Commscope
P.O. Box 60600
Charlotte, NC 28260-0600

Consolidated Pipe & Supply Co.
3010 Eunice Avenue
Orlando, FL 32808

Consolidated Pipe & Supply Co., Inc.
3010 Eunice Avenue
Orlando, FL 32808

Creative Support Solutions
6315 Seabrook Road
Seabrook, MD 20706

DAVID REID
3415 E COMPASS ROSE DRIVE
JACKSONVILLE, FL 32216

DIRECT TV
P.O. BOX
TAMPA, FL 33631

David Reid
3415 E. Compass Rose Drive
Jacksonville, FL 32216

Dennis W. Hollingsworth
Tax Collecto
P. O. Box 9001
St. Augustine, FL 32085-9001

Dennis W. Hollingsworth, Tax Coll
P.O. Box 9001
St. Augustine, FL 32085-9001

FAST SIGNS
885 STATE ROAD 436
CASSELBERRY, FL 32707

FPL
General Mail Facility
Miami, FL 33188-0001

FedEx
P. O. Box 1140
Memphis, TN 38101-1140

Florida Gas & Electric Corp.
8011 Land O' Lakes Blvd.
Land O' Lakes, FL 34639

Florida Gas & Electric Corp.
8011 Land O' Lakes Blvd.
Land O' Lakes, FL 34639

Ford Credit
P O Box 830339 CT
Birmingham, AL 35283-0339

GE Capital
P.O. Box 740420
Atlanta, GA 30374-0420

GE Capital Fleet Services
P O Box 100363
Atlanta, GA 30384-0363

Gould Optronics, Inc.
P.O. Box 642459
Pittsburgh, PA 15264-2459

Graybar Electric Company Inc
P O Box 3210
Tampa FL 33601

Graybar Electric Company, Inc.
P.O. Box 403062
Atlanta, GA 30384-3062

Great Lakes Data Systems
P. O. Box 295
Beaver Dam, WI 53916

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222 Lakeview Ave., #1330
West Palm Beach, FL 33401

IMC Cable Corporation
150 Old Page Street
Stoughton, MA 02072

INTRADO
P.O. BOX 973388
DALLAS, TX 75397-3388

ITC Deltacom
P. O. Box 1233
Arab, Al 35016

Illuminet
P.O. Box 2909
Olympia, WA 98507

Internal Revenue Service
Special Procedures-Stop 5720
400 W Bay Street Suite 35045
Jacksonville FL 32202

International Metal Corporation
150 Old Page Street
Stoughton MA 02072

International Metal Corporation
150 Old Page Street
Stoughton, MA 02072

J.F. Taylor, P.E.
2015 Widdicomb Court
Houston, TX 77008-1158

JENNIFER BARNETT
6104 TOWNCENTER CIRCLE
NAPLES, FL 34119

Jennifer Barnett
15018 Arbor Reserve Circle,
#203
Tampa, FL 33624

John Staurulakis, Inc.
6315 Seabrook Road
Seabrook, MD 20706

Lazer-Tek Communications, Inc.
P.O. Box 492536
Leesburg, FL 34749-2536

Linda M. Leali
200 S Biscayne Blvd Suite 4900
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Patrick T. Lennon
P.O. Box 1531
Tampa, FL 33601

Lifetime Television for Women
P. O. Box 7247-8295
Philadelphia, PA 19170-8295

Litestream Technologies, LLC
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MIKE SIMMONS
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MTC
9210 FLORIDA PALM DRIVE
TAMPA, FL 33619-4352

Bradley R. Markey, Esquire
Stutsman & Thames, P.A.
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Masergy Communications, Inc.
Dept 0602
P.O. Box 120602
Dallas, TX 75312-0602

Catherine Peek McEwen
PO Box 3355
Tampa, FL 33601-3355

McGill Professional Law Corp
c/o Scott A McGill
P O Box 773058
Steamboat Springs CO 80477

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Steamboat Springs, CO 80477

MidAmerica Computer Corp
P. O. Box 700
Blair, NE 78008-0700

Mike Olson, Pasco County Tax Collector
c/o David J Tong Esquire
201 E Kennedy Blvd, No 600
Tampa FL 33602

Millenium Electrical Contracting, Inc.
6380 Phillips Highway
Jacksonville, FL 32216

Minuteman Press
1539 S. Dale Mabry Hwy
Tampa, FL 33629

NC II
6150 Porter Road
Sarasota, FL 34240

National Cable Television
Cooperative
P. O. Box 414826
Kansas City, MO 64141-4826

OPTIWORK
44951 INDUSTRIAL DRIVE
FREMONT, CA 94538

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Attn Civil Process Clerk
400 North Tampa St Suite 3200
Tampa FL 33602

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Atlanta, GA 30384-2721

Optical Solutions
16305 36th Ave North, Suite 300
Minneapolis, MN 55446-4273

Optical Solutions
16305 36th Street North
Suite 300
Minneapolis, MN 55446-4273

PBCC
P. O. Box 856460
Louisville, KY 40285-6460

PDI Communications, Inc.
6353 W. Rogers Circle Bay #6
Boca Raton, FL 33487

PROSYS INFORMATION SYSTEMS
P.O. BOX 932267
ATLANTA, GA 31193-2267

Pasco County Tax Collector
P.O. Box 276
Dade City, FL 33526-0276

Peninsula Design & Engineering, Inc.
217 Hobbs Street Suite 101
Tampa, FL 33619

People's Gas
P.O. Box 31017
Tampa, FL 33631-3017

Pitney Bowes Credit Corporation
Attn: Recovery Dept
27 Waterview Dr
Shelton CT 06484-4361

Postal Privilege
P.O. Box 856042
Louisville, KY 40285-6042

Produits Moules Synertech
2 Inverness Candiac, QC J5R 4W5
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Rod Anderson, Esq.
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Tampa, FL 33601-1288

Rover Wireless
P.O. Box 76069
Tampa, FL 33675

Security Associates International, Inc.
Department 77-2973
Chicago, IL 60678-2973

Silmar Electronics, Inc.
11001 N. W. 33rd Street
Miami, FL 33172

Snelling Personnel Services
P. O. BOX 650765
DALLAS, TX 75265-0765

Sportschannel Florida Association
Attn: Accounts Receivable
1111 Stewart Avenue
Bethpage, NY 11714

St Johns County Tax Collector
P O Box 9001
St Augustine FL 32085-9001

St. Johns County Tax Collector
P.O. Box 9001
St. Augustine, FL 32085-9001

St. Johns Golf & Country Club
c/o Linda M. Leali, Esquire
200 South Biscayne Blvd
Miami FL 33131-2352

St. Johns Residential Acquisition, Inc.
c/o Linda M. Leali, Esquire
200 South Biscayne Blvd
Miami FL 33131-2352

State of Florida Dept of Revenue
Office of General Council-Bkcy Sec
PO Box 6668
Tallahassee FL 32314-6668

State of Florida-Dept of Labor & Emp Sec
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399-0658

Sunshine Network
File #55127
Los Angeles, CA 90074-5127

Sunshine State One Call
Attn: Accounts Receivable
11 Plantation Road
DeBary, FL 32713-0000

SuperConnect
15823 Hidden Cove
Houston, TX 77079

Synertech
2 Inverness
Candiac QC J5R 4W5
Canada

Synertech
2 Inverness
Candiac, QC J5R 4W5
Canada

T.B. Landmark Construction Inc.
c/o Bradley R Markey Esquire
121 West Forsyth St, Suite 600
Jacksonville FL 32202

T.B. Landmark Construction, Inc.
1445 West Church Street
Jacksonville, FL 32204

TAMPA TRIBUNE MEDIA GENERAL
P.O. BOX 85000
RICHMOND, VA 23285-5000

TECO Energy Services
3550 W Waters Ave
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c/o Matthew R. Costa Esquire
702 N Franklin Street
Tampa FL 33602

TECO Partners
702 N Franklin Street
Tampa FL 33602

TECO Partners
702 N. Franklin Street
Tampa, FL 33602

TV Guide Networks, Inc.
Department 532
Tulsa, OK 74182

Tampa Electric Co.
P.O. Box 31318
Tampa, FL 33631-3318

Tampa Electric Company
RevenueControl
TECO Plaza 6 P. O. Box 111
Tampa, FL 33601-0111

Taqua Systems
60 Attucks Lane
Hyannis, MA 02601

Toner Type Inc.
6101 Johns Road Suite 5
Tampa, FL 33634

David J Tong
Saxon Gilmore Carraway Gibbons et al
201 East Kennedy Blvd., Ste. 600
Tampa, FL 33602

USA NETWORK
P. O. Box 19437
Newark, NJ 07195-0437

United States Trustee
Timberlake Annex Suite 1200
501 E Polk Street
Tampa FL 33602

United States Trustee - TPA7
Timberlake Annex, Suite 1200
501 E. Polk Street
Tampa, FL 33602

United Tribal Contractors, Inc.
3424 East 7th Avenue
Tampa, FL 33605

Unum Life Insurance Company of America
P.O. Box 409548
Atlanta, GA 30384-9548

VERIZON NETWORK INTEGRATION CORP
P.O. BOX 101362
ATLANTA, GA 30392-1362

Verizon (Baltimore)
P O Box 372000
Baltimore MD 21297-3200

Verizon (Baltimore)
P.O. Box 372000
Baltimore, MD 21297-3200

Verizon Florida, Inc.
P.O. Box 920041
Dallas, TX 75392-0041

Withlacoochee River Electric
Coop, Inc
P.O. Box 100
Dade City, FL 33526-0100

iN Demand
P. O. Box 71941
Chicago, IL 60694-1941

A&E Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

American Movie Classics
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Animal Planet
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Black Entertainment Television
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Bravo
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Cartoon Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Cinemax & HBO
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

CNBC
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Cable News Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Comedy Central
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Court TV
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Court TV
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Disney Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

DMX Music
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

E!
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Encore
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

ESPN
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

EWTN
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Food Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Fox Family Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Fox Cable Networks
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Fox News Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Fox Sports World
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

FX
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Great American Country
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Golf Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Headline News
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

History Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Home & Garden Television
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Home Shopping Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Learning Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Movie Plex
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

MSNBC
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

MTV Networks
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

MTV Music Television
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Muchmusic
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Nickelodeon
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Outdoor Life Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Playboy TV Networks
9242 Beverly Blvd.
Beverly, Hills, CA 90210

Sci-Fi Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Showtime
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

ABC Cable Network Group
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Speedvision Network
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Starz
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Sunshine Network
10000 Santa Monica Blvd
Los Angeles, CA 90067

TBS Superstation
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Turner Classic Movies
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Turner Network Television
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Travel Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Trio
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

TV Land
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

4Com
1660 S. Hwy 100, Suite 590
Minneapolis, MN 55416-1534

IN Demand, LLC
345 Hudson St.
New York, NY 10014

VH1
c/o NCTC
P.O. Box 414826
Kansas City, MO 64141

Weather Channel
c/o NCTC
11200 Corporate Ave.
Lenexa, KS 60219-1392

Lifetime
309 W. 49th Street
New York, NY 10019

<u>Contract</u>	<u>Type of Contract</u>	<u>Contract Date</u>	<u>Owed Pre-Petition</u>	<u>Owed Post-Petition</u>
A&E Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-01-01	0	0
American Movie Classics c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Animal Planet c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-01-01	0	0
Black Entertainment Television c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Bravo c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Cartoon Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Cinemax & HBO c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-01-01	0	0
CNBC c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Cable News Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0

Exhibit "A"

Comedy Central c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Court TV c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
C-Span & C-Span 2 c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	03-14-01	0	0
Disney Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
DMX Music c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
E! c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Encore c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
ESPN c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
EWTN c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0

Food Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-01-01	0	0
Fox Family Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Fox Cable Networks c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Fox News Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Fox Sports World c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
FX c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Great American Country c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Golf Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Headline News c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	04-15-94	0	0

History Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Home & Garden Television c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Home Shopping Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Learning Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Movie Plex c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
MSNBC c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
MTV Networks c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	12-31-03	0	0
MTV Music Television c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Muchmusic c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0

Nickelodeon c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Outdoor Life Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Playboy TV Networks 9242 Beverly Blvd. Beverly, Hills, CA 90210	Cable TV Content	07-01-01	0	0
Sci-Fi Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Showtime c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content		0	0
ABC Cable Network Group c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	02-01-02	0	0
Speedvision Network c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Starz c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Sunshine Network 10000 Santa Monica Blvd Los Angeles, CA 90067	Cable TV Content	11-16-01	3,974.00	0

TBS Superstation c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Turner Classic Movies c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Turner Network Television c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Travel Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Trio c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
TV Land c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	03-19-02	0	0
4Com 1660 S. Hwy 100, Suite 590 Minneapolis, MN 55416-1534	Cable TV Content	10-08-01	127.79	0
IN Demand, LLC 345 Hudson St. New York, NY 10014	Cable TV Content	11-01-03	500.00	0
VH1 c/o NCTC P.O. Box 414826 Kansas City, MO 64141	Cable TV Content	11-16-01	0	0

Weather Channel c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
Lifetime 309 W. 49 th Street New York, NY 10019	Cable TV Content Lifetime Network	05-22-02	421.05	0
Lifetime 309 W. 49 th Street New York, NY 10019	Cable TV Content Lifetime Movie Net	05-22-02	0	0
USA Cable 1230 Avenue of the Americas New York, NY 10020	Cable TV Content	09-17-02	343.94	0
Sportschannel Florida 200 Jericho Quadrangle Jericho, NY 11753	Cable TV Content	10-01-01	1,509.24	0
TV Guide Channel Department 532 Tulsa, OK 74182	Cable TV Content	09-01-2002	1,390.20	0
TV Guide Digital Department 532 Tulsa, OK 74182	Cable TV Content	09-01-2002	657.40	0
Women's Entertainment c/o NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	11-16-01	0	0
NCTC 11200 Corporate Ave. Lenexa, KS 60219-1392	Cable TV Content	06-23-02	0	0
Atlantic.Net 2815 NW 13 th St., Suite 201 Gainesville, FL 32609	COLO	03-06-03	0	0

Verizon Contract Sales Support Mail Code: HQE02L26 600 Hidden Ridge Irving, TX 75038	OS/DA	03-12-03	1,365.00	0
Verizon Contract Sales Support Mail Code: HQE02L26 600 Hidden Ridge Irving, TX 75038	SS7	03-14-03	0	0
Verizon Contract Sales Support Mail Code: HQE02L26 600 Hidden Ridge Irving, TX 75038	LNP – LNR	05-22-03	7,566.53 1,738.47	0
Rover / Expedius 9625 Alonzo Rd. Riverview, FL 33569	Telcom Services	04-04-03	2,938.71	0
Tampa Electric 702 N. Franklin St. Tampa, FL 33602	Fiber Lease	04-05-03	7,155.70	0
Massergy 600 E. Las Colinas Blvd. Irving, TX 75039	Long Distance	04-15-03	4,620.30	0
Intrado 1601 Dry Creek Dr. Longmont, CO 80503	E911 Database	06-27-03	1,500.00	0
JSI 9344 Lanham-Sevem Rd Suite 203 Seabrook, MD 20706	LNP Interface	01-04-03	151.05	0
Neustar Loudoun Tech Center 4600 Center Oak Plaza Sterling, VA 20166	NANPA Admin	11-01-02	0	0

New South Two N. Main Street Greenville, SC 29601	PRI's	01-30-04	0	0
Bell South 675 W. Peachtree St Atlanta, GA 30375	Interconnect	07-15-02	13,099.10 2,726.72	0
Security Associates International 2101 S. Arlington Heights Rd. Arlington Heights, IL 60005	Alarm Service	07-01-02	1,383.65	0
St Joe Residential Acquisitions 224 St Johns Golf Dr. St. Augustine, FL 32092	Joint Marketing	11-15-01	0	0
St. Johns Golf & Country Club Community Association 224 St Johns Golf Dr. St. Augustine, FL 32092	Installation & Service	11-15-01	0	0
Marshall Creek, Ltd 7502-B U.S. Hwy 1 North St. Augustine, FL 32095-8401	Joint Marketing	05-28-02	0	0
Palencia Property Owners Assoc. 7502-B U.S. Hwy 1 North St. Augustine, FL 32095-8401	Installation & Service	05-28-02	0	0
Meadow Pointe General Partnership C/o Devco Development 509 Guisando De Avila, #100 Tampa, FL 33613	Joint Marketing	05-28-02	0	0
Meadow Pointe III Homeowners Association C/o Devco Development 509 Guisando De Avila, #100 Tampa, FL 33613	Installation & Service	05-28-02	0	0
New River Partners, Ltd C/o Avalon Associates 13001 Founders Square Dr. Orlando, FL 32828	Joint Marketing	05-28-03	0	0

New River Homeowners Assoc C/o Avalon Associates 13001 Founders Square Dr. Orlando, FL 32828	Installation & Service 05-28-03	0	0
D.R. Horton, Inc. 9456 Phillips Hwy, Suite 1 Jacksonville, FL 32256	Installation & Service 02-11-03	0	0
Stonehurst Plantation, Inc 4729 US Highway 17 Orange Park, FL 32003	Installation & Service 06-26-03	0	0
Stonehurst Plantation, Inc 4729 US Highway 17 Orange Park, FL 32003	Preferred Provider 06-26-03	0	0
The Oaks Housing Partners 1006 Beckstrom Dr Oviedo, FL 32765	Installation & Service 06-18-03	0	0
Johns Creek, Ltd 3020 Hartley Rd, Suite 100 Jacksonville, FL 32257	Installation & Service 07-02-03	0	0
Hutson Companies, LLC 3020 Hartley Rd, Suite 100 Jacksonville, FL 32257	Preferred Provider 07-02-03	0	0
St Johns Forest, LLC 8430 Enterprise Cir, Suite 100 Bradenton, FL 34202	Joint Marketing 11-25-03	0	0
St Johns Forest Community Association Inc, 8430 Enterprise Cir, Suite 100 Bradenton, FL 34202	Installation & Service 11-25-03	0	0
Taylor Woodrow Communities At St Johns Forest, LLC 12022 Royce Waterford Circle Tampa, FL 33626	Co-op Advertising 11-26-03	0	0
Byrd Corporation 428 Knights Run Tampa, FL 33602	Joint Marketing 01-20-03	0	0

Northwood Homeowners Assoc. 428 Knights Run Tampa, FL 33602	Installation & Service	01-20-03	0	0
TECO BGA, Inc 3550 W. Waters Ave. Tampa, FL 33614	Leased Office Space	10-03-02	4,450.00	0
GE Fleet Services 3 Capital Drive Eden Prairie, MN 55344	Leased Vehicles	12-12-02	5,307.29	0
GE Capital 201 W. Big Beaver Rd Suite 800 Troy, MI 48084	Equipment Lease	01-22-03	7,000.13	0
Ford Credit P.O. Box 31111 Tampa, FL 33631-3111	Vehicle Lease	06-30-02	481.45	0
Florida East Coast RR One Malaga Street St Augustine, FL 32084	Railroad Crossings	07-12-02	0	0
David Reid 3415 E. Compass Rose Dr Jacksonville, FL 32216	Consulting	10-20-03	5,252.60	0
Kevin McCain 3459 Bravada Way Naples, FL 34119	Consulting	11-01-03	0	0
Withlacoochee River Electric P.O. Box 100 Dade City, FL 33526-0100	Pole Attachment	07-01-02	2,020.72	0
Superconnect 15823 Hidden Cove Houston, TX 77079	Internet Provider	09-01-02	8,885.24	0
Mid America Computing P.O. Box 700 Blair, NE 78008-0700	Billing Services	10-18-01	1,399.47	0

TECO Partners 702 N. Franklin St. Tampa, FL 33602	Marketing Services	07-23-02	119,029.95	0
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Pitney Bowes Credit Corp 2225 American Drive Neenah, WI 54956-1005	Equipment Lease	03-14-03	0	0
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LICENSES and FRANCHISES

Cable Franchise issued by Board of County Commissioners for Pasco County, Florida dated January 27, 2004 as subsequently renewed or amended.

Cable Franchise issued by Board of County Commissioners for St. Johns County, Florida dated February 26, 2002 as subsequently renewed or amended.

Telecommunications rights, under Certificate #TX681 (Competitive Local Exchange Company) and #TX681 (Interexchange Company), as issued by the Public Service Commission for the State of Florida, and subject to the provisions of the tariff on file with the Public Service Commission.

Federal Communications Commission Registration Number 0006738447

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

In re:

LITESTREAM TECHNOLOGIES, LLC,

CASE NO.: 8:04-BK-03721-krm
Chapter 11

Debtor.

AFFIDAVIT OF PHILIP L. HOLDBROOKS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

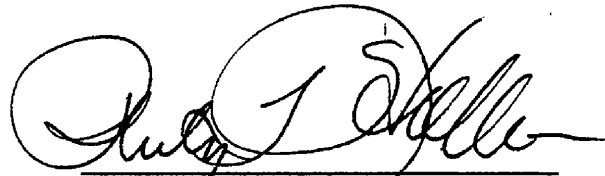
BEFORE ME, the undersigned authority, personally appeared Philip L. Holdbrooks, who having taken an oath and being duly sworn deposes and says as follows:

1. He is above the age of 18 years old.
2. The statements made here are made of his own personal knowledge or made upon a review of records kept in the ordinary course of business by persons having personal knowledge of the facts and upon which he relies in the ordinary performance of his duties as President and Chief Executive Officer of Litestream Technologies, LLC.
3. The tangible assts proposed to be sold by Litestream Technologies, LLC are used in conjunction with the ongoing business operations of Litestream, providing voice, telephone and internet cable service to consumers and subscribers. .
4. The tangible assets proposed to be sold have little to no value on their own, but instead have value when used in conjunction with the executory contracts and unexpired leases described in the Motion for Order Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases.

Exhibit "B"

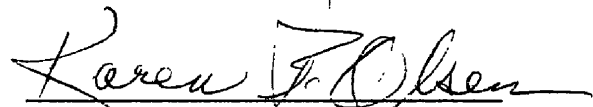
5. Without the executory contracts and unexpired leases, there is little to no market for the tangible assets. The executory contracts and unexpired leases have greater value, alone, than the tangible assets, if the contracts and leases can be assigned to a person or entity engaged in providing cable services to consumers.

The FURTHER AFFIANT SAYETH NAUGHT.


Philip L. Holdbrooks

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of April, 2004, by Philip L. Holdbrooks as President and CEO of Litestream technologies, LLC. He is personally known to me; or he has produced _____ as identification.


NOTARY PUBLIC

My commission expires:

(Notary Seal)



Karen P Olsen
My Commission CC996864
Expires January 28, 2005