Official Form 1 (10/06)

United States Bankruptcy Court for the Southern District of New York	**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):	Name of Joint Debtor (Spouse) (Last, First, Middle):
KBWB, Inc.	**N/A**
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):
Pacific FM Incorporated; KBWB; KBWB-TV; KBWB-DT; KOFY-TV; KOFY-TV-20; TV-20; WB-20	**N/A**
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
94-1498809	**N/A**
Street Address of Debtor (No. and Street, City, and State): **2500 Marin St. San Francisco, CA** ZIP CODE **94124**	Street Address of Joint Debtor (No. and Street, City, and State): **N/A** ZIP CODE
County of Residence or of the Principal Place of Business: **San Francisco**	County of Residence or of the Principal Place of Business: **N/A**
Mailing Address of Debtor (if different from street address): **N/A** ZIP CODE	Mailing Address of Joint Debtor (if different from street address): **N/A** ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): **N/A** ZIP CODE	

Type of Debtor (Form of Organization) (Check **one** box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business (Check **one** box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

Tax-Exempt Entity (Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Bode Under Which the Petition is Filed (Check **one** box.)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box.)

- ☐ 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."
- ☒ Debts are primarily business debts.

Filing Fee (Check one box.)

- ☒ Full Filing Fee attached.
- ☐ 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.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2 million.

Check all applicable boxes:

- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☐ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☒ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

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
☐	☐	☒	☐	☐	☐	☐	☐	☐	☐

Estimated Assets

☐ $0 to $10,000 ☐ $10,000 to $100,000. ☐ $100,000 to $1 million ☒ $1 million to $100 million ☐ More than $100 million

Estimated Liabilities

☐ $0 to $50,000. ☐ $50,000 to $100,000. ☐ $100,000 to $1 million ☐ $1 million to $100 million ☒ More than $100 million

Voluntary Petition *(This page must be completed and filed in every case.)*	Name of Debtor(s): **KBWB, Inc.**	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: **N/A**	Case Number: **N/A**	Date Filed: **N/A**
Location Where Filed: **N/A**	Case Number: **N/A**	Date Filed: **N/A**
Pending Bankruptcy Case Filed by any Spouse Partner or Affiliate of this Debtor (If more than one attach additional sheet)		
Name of Debtor: **See Attached Schedule 1**	Case Number: **Pending**	Date Filed: **December 11, 2006**
District: **Southern District of New York**	Relationship: **Affiliates**	Judge: **Pending**

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 or15(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 have 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.

Statement 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 with 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.

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

Name of Debtor(s):
KBWB, 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

X _____
(Signature of Foreign Representative)

_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Attorney

X /s/ Ira S. Dizengoff
Signature of Attorney for Debtor(s)

Ira S. Dizengoff
Printed Name of Attorney for Debtor(s)

Akin Gump Strauss Hauer & Feld LLP
Firm Name

590 Madison Avenue, New York, NY 10022
Address

(212) 872-1000
Telephone Number

December 11, 2006
Date

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

X /s/ Lawrence I. Willis
Signature of Authorized Individual

Lawrence I. Wills
Printed Name of Authorized Individual

Vice President
Title of Authorized Individual

December 11, 2006
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 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 19B 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.

Schedule 1 to Chapter 11 Petition

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Debtor Name	**Case Number**
Granite Broadcasting Corporation	06-_____ ( )
KBWB, Inc.	06-_____ ( )
KBWB License, Inc.	06-_____ ( )
WEEK-TV License, Inc.	06-_____ ( )
WXON, Inc.	06-_____ ( )
WXON License, Inc.	06-_____ ( )

CERTIFICATE OF RESOLUTIONS

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Andrea Pagliughi, Assistant Secretary of WEEK-TV License, Inc., KBWB, Inc., KBWB License, Inc., WXON, Inc., and WXON License, Inc. (each, a "Company," and collectively, the "Companies"), hereby certifies that:

1. I am the duly elected and acting Assistant Secretary of each of the Companies.

2. Attached hereto is a true, correct, and complete copy of resolutions duly and validly adopted at a special meeting by unanimous consent of the Board of Directors of each of the Companies on December 8, 2006, which resolutions are in full force and effect as of the date hereof and have not been amended, modified, or rescinded since their adoption.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate on behalf of each Company as of December 11, 2006.

/s/ Andrea Pagliughi
By: Andrea Pagliughi
Title: Assistant Secretary

KBWB, INC.

UNANIMOUS WRITTEN CONSENT
in lieu of
SPECIAL MEETING
of the
SOLE DIRECTOR

As of December 8, 2006

The undersigned, being the sole member of the Board of Directors (the "Board") of KBWB, Inc., a Delaware corporation (the "Company"), does hereby consent to and adopt the following resolutions, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by unanimous vote of the Board at a duly convened meeting held for such purpose, all in accordance with Section 141(f) of the General Corporation Law of the State of Delaware:

1. Chapter 11 Bankruptcy Filing; Plan of Reorganization; Debtor-in-Possession Loan Facility; Senior Secured Exit Facility; and Restructuring Support Agreement.

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

FURTHER RESOLVED, that the Chairman of the Board, Vice President, Secretary and Assistant Secretary of the Company, and any other person designated and so authorized to act by any of them (each, an "Authorized Officer") be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), together with the Company's disclosure statement dated December _, 2006 and related plan of reorganization, each as previously delivered to the Board and which are hereby approved, each substantially in the form presented to the Board, with such changes therein as the Authorized Officer determine to be appropriate upon advice of counsel (the "Plan of Reorganization"), such determination to be conclusively evidenced by such execution or the taking of such action at such time as the Authorized Officer executing the petitions shall determine; and

FURTHER RESOLVED, that the law firms of Akin Gump Strauss Hauer & Feld LLP, Potter Anderson & Corroon LLP and Brown Rudnick Berlack Israels LLP be, and hereby are, employed as attorneys for the Company under a general retainer in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court; and

FURTHER RESOLVED, that the firm of Houlihan Lokey Howard & Zukin Capital be, and hereby is, employed as restructuring and financial advisors for the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court; and

FURTHER RESOLVED, that each Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that any Authorized Officer and such other Authorized Officers of the Company as the Authorized Officers shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper and desirable to a successful chapter 11 reorganization; and

FURTHER RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Authorized Officers be, and each one of them hereby is, authorized and empowered on behalf of, and in the name of, the Company, to negotiate, execute, and deliver a debtor-in-possession loan facility (including, in connection therewith, such notes, security agreements, and other agreements or instruments as such officers consider appropriate) on the terms and conditions previously delivered to the Board, which debtor-in-possession loan facility is hereby approved, in substantially the form presented to the Board, with such changes therein as the Authorized Officer determines to be appropriate, upon advice of counsel, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company and any affiliates; and

FURTHER RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Authorized Officers be, and each one of them hereby is, authorized and empowered on behalf of, and in the name of, the Company, to negotiate, execute, and deliver a senior secured exit facility (including, in connection therewith, such notes, security agreements, and other agreements or instruments as such officers consider appropriate) on substantially the terms and conditions in the term sheet previously delivered to the Board, which senior secured exit facility is hereby approved, with such changes to such terms and conditions as the Authorized Officer determines to be appropriate, upon advice of counsel, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company and any affiliates; and

FURTHER RESOLVED, that in connection with the Plan of Reorganization, the Authorized Officers be, and each one of them hereby is, authorized and empowered on behalf of, and in the name of, the Company, to negotiate and execute a restructuring support agreement on the terms and conditions such officer or officers executing the same may consider necessary, proper, or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company and any affiliates; and

FURTHER RESOLVED, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved;

2. Settlement of Warner Brothers Litigation.

WHEREAS, on August 9, 2006, the Company was served with a complaint in a law suit filed by Warner Bros. Television Distribution, Inc. ("WB Distribution") on August 4, 2006 against Granite Broadcasting Corporation, a Delaware corporation and parent of the Company ("Granite"), the Company and certain other subsidiaries of Granite in the Superior Court of the State of California, County of Los Angeles, which alleges breach of several syndication license agreements for non-payment of license fees and seeks monetary damages in excess of $7.5 million (the "WB Syndication License Agreements Litigation"), and on October 6, 2006, Granite, the Company and certain other subsidiaries of Granite filed an answer to the complaint with affirmative defenses; and

WHEREAS, on May 17, 2006, Granite, the Company and certain other subsidiaries of Granite filed a lawsuit in the Delaware Court of Chancery against The WB Television Network Partners, L.P. ("The WB"), WB Communications, a division of Time Warner Entertainment Company, L.P. ("WB Communications"), Warner Brothers Entertainment, Inc. ("Warner Brothers" and collectively with WB Distribution, The WB and WB Communications, the "WB Entities") and CBS Corporation ("CBS" and collectively with the WB Entities, the "WB/CBS Entities") regarding, among other things, the termination by The WB of the Company's WB affiliation agreement for the San Francisco television station, following the January 24, 2006 announcement of the merging of the UPN and WB television networks (the "WB Affiliation Agreements Litigation" and collectively with the WB Syndication License Agreements Litigation, the "WB Litigation"); and

WHEREAS, the Authorized Officers of the Company have negotiated a proposed settlement of the WB Litigation, the terms of which are set forth in a Settlement Agreement, a draft of which has been delivered to the Board (the "WB Settlement Agreement"); and

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined it to be in the best interest of the Company to, and does hereby, approve the WB Settlement Agreement; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each one of them hereby is, authorized and empowered, in the name and on behalf, and as the act and deed, of the Company, and, if requested, under its corporate seal, attested by its Secretary or Assistant Secretary, to negotiate, execute, deliver and carry out the transactions contemplated by the WB Settlement Agreement, with such changes therein, including amendments thereto, as the Authorized Officers of the Company, or any of them, shall determine to be necessary, advisable or desirable, as conclusively evidenced by the execution and delivery by the Authorized Officers of the Company, or any of them, of such agreements; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf, and as the act and deed, of the Company, to take any and all such actions and to execute and deliver any and all such agreements, instruments and any other documents as may be necessary or advisable to effectuate,

consummate and comply with the full intent and purpose of the WB Settlement Agreement and the foregoing resolutions;

3. General.

RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to do or cause to be done any and all such acts and matters and to make, execute, acknowledge or verify, deliver and record or file, any and all such certificates, notices, statements, consents, instruments, documents or papers, and to transfer such funds of the Company, as any of them may deem necessary or desirable in order to consummate the transactions approved in, and effect all other matters intended by, the foregoing resolutions, the necessity and desirability of each such certificate, notice, statement, consent, instrument, document or paper, or other act or matters, to be conclusively evidenced by the execution and delivery thereof by any such officer or by his taking such action, and each appropriate officer of the Company is hereby authorized and empowered, in the name and on behalf of the Company, to attest or join in the execution of any or all such certificates, notices, statements, consents, and other instruments, documents or papers which shall be so executed on behalf of the Company by any officer of the Company, to join in the acknowledgment or verification of such certificates, notices, statements, consents, and other instruments, documents or papers, to deliver or join in delivering the same, and to execute and deliver any certificates or statements which may be appropriate in connection therewith, the execution and delivery of such documents and the taking of such actions to be conclusive evidence of such authority; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to approve, execute and deliver any amendments to the aforementioned documents that may be necessary or desirable to effect the transactions and other matters contemplated thereby, such approval to be conclusively evidenced by the execution and delivery thereof; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to certify and furnish copies as may be necessary of this and the foregoing resolutions and statements as to the incumbency of the corporate Authorized Officers of the Company, if requested, and any person receiving such a certified copy or statement is and shall be authorized to rely upon the contents thereof; and

FURTHER RESOLVED, that any and all actions taken on behalf of the Company in connection with any of the transactions described in the foregoing resolutions be, and they hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned has executed this written consent on the 8th day of December, 2006.

W. Don Cornwell

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
KBWB, INC.	:	Case No. 06-_____ (____)
Debtor.	:	

LIST OF CREDITORS HOLDING TWENTY LARGEST UNSECURED CLAIMS

Following is the list of the Debtor's creditors holding the twenty (20) largest unsecured claims.[1] This list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure, and it does not include (i) persons who come within the definition of "insider" set forth in section 101(31) of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade, debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff[2]	Amount of claim (if secured also state value of security)
Twentieth Century Fox Sales and Credit Administration P.O. Box 900 Beverly Hills, CA 90213-0900	Charlene Snelling Twentieth Century Fox Sales and Credit Administration P.O. Box 900 Beverly Hills, CA 90213-0900 Phone: (310) 369-1368 E-mail: charlene.snelling@fox.com	Trade	Disputed	$15,161,900.00
Warner Brothers Domestic Television Attn: TV Accounting Bldg 118 Room 4220 4000 Warner Blvd. Burbank, CA 91522-1184	Warner Brothers Domestic Television Attn: TV Accounting Bldg 118 Room 4220 4000 Warner Blvd. Burbank, CA 91522-1184 Phone: (818) 954-5826	Trade	Disputed	$4,004,000.00

[1] The information in this schedule shall not constitute an admission of liability by, nor is it binding on, the Debtor.

[2] All claims may be subject to offsets, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade, debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff[2]	Amount of claim (if secured also state value of security)
The WB Television Network 411 N. Hollywood Way Bldg. 29R, Room 112E Burbank, CA 91505	The WB Television Network 411 N. Hollywood Way Bldg. 29R, Room 112E Burbank, CA 91505 Phone: (818) 977-0442	Trade	Disputed	$2,133,375.00
PG & E 2225 Folsom Street San Francisco, CA 94110	Kathie Stefani PG & E 2225 Folsom Street San Francisco, CA 94110 Phone: (415) 972-7040	Trade		$32,142.78
Cox MMT, Inc. 885 2nd Avenue 30th Floor New York, NY 10017	Larry Strumwasser Cox MMT, Inc. 885 2nd Avenue 30th Floor New York, NY 10017 Phone: (212) 444-3248	Trade		$28,175.48
New Super Sale 3810 Packard Suite 250 Ann Arbor, MI 48108 Agency: City Buy 5660 Southwyck Blvd Suite 110 Toledo, OH 43614	New Super Sale 3810 Packard Suite 250 Ann Arbor, MI 48108 Agency: City Buy 5660 Southwyck Blvd Suite 110 Toledo, OH 43614 Phone: (419) 866-4100	Trade		$16,766.25
VCI 146 Chestnut Street Springfield, MA 01103	Claude Morris VCI 146 Chestnut Street Springfield, MA 01103 Phone: (413) 272-7200	Trade		$6,807.33
American Express Travel Related Services Co., Inc. P.O. Box 360001 Fort Lauderdale, FL 33336-0001	American Express Travel Related Services Co., Inc. P.O. Box 360001 Fort Lauderdale, FL 33336-0001 Phone: (800) 528-2122	Trade		$6,152.56
Creatis P.O. Box 77645 San Francisco, CA 94107	Creatis P.O. Box 77645 San Francisco, CA 94107 Phone: (415) 934-0010	Trade		$4,992.65
6th Gear Promotions 142 Filbert Ave #4 Sausalito, CA 94965	Mike Tarantino 6th Gear Promotions 142 Filbert Ave #4 Sausalito, CA 94965 Phone: (415) 218-6311	Trade		$3,672.70

Name of creditor and complete mailing address, including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade, debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff[2]	Amount of claim (if secured also state value of security)
Adams Security Consultants, Inc. 1485 Bayshore Blvd. Suite 307 San Francisco, CA 94124	Adams Security Consultants, Inc. 1485 Bayshore Blvd. Suite 307 San Francisco, CA 94124 Phone: (415) 656-1256	Trade		$2,800.00
Useful Productions 6017 Santa Monica Blvd. Los Angeles, CA 90038	Useful Productions 6017 Santa Monica Blvd. Los Angeles, CA 90038	Trade		$2,720.00
Sesac, Inc. P.O. Box 900013 Raleigh, NC 27675-9013	Sesac, Inc. P.O. Box 900013 Raleigh, NC 27675-9013	Trade		$2,058.00
Cutting Edge Audio Group 290 Division St. #13 San Francisco, CA 94103	Cutting Edge Audio Group 290 Division St. #13 San Francisco, CA 94103 Phone: (415) 487-2322	Trade		$1,656.80
James Realty & Equip. Co. Meridian Management Group One Nob Hill Circle San Francisco, CA 94108	Ron Rogness James Realty & Equip. Co. Meridian Management Group One Nob Hill Circle San Francisco, CA 94108 Phone: (415) 434-9700	Trade		$1,400.00
TNS Media Intelligence P.O. Box 7247-9301 Philadelphia, PA 19170-9301	TNS Media Intelligence P.O. Box 7247-9301 Philadelphia, PA 19170-9301	Trade		$1,376.33
Icon Media Direct 5910 Lemona Ave. Van Nuys, CA 91411	Icon Media Direct 5910 Lemona Ave. Van Nuys, CA 91411 Phone: (818) 995-6400	Trade		$1,360.00
Comtel Pro Media LLC 2201 N. Hollywood Way Burbank, CA 91505	Comtel Pro Media LLC 2201 N. Hollywood Way Burbank, CA 91505 Phone: (818) 450-1100	Trade		$1,038.08
Give Something Back P.O. Box 89-4135 Los Angeles, CA 90189-4135	Give Something Back P.O. Box 89-4135 Los Angeles, CA 90189-4135 Phone: (800) 261-2619	Trade		$842.41
Sunset Scavenger Company Tunnel Ave and Beatty Road San Francisco, CA 94134	Sunset Scavenger Company Tunnel Ave and Beatty Road San Francisco, CA 94134 Phone: (415) 330-1319	Trade		$831.25

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of KBWB, Inc., named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing list of creditors holding the twenty (20) largest unsecured claims against the Debtor and that it is true and correct to the best of my information and belief.

Dated: December 11, 2006

/s/ Lawrence I. Willis
Signature

By: Lawrence I. Wills
Title: Vice President

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
KBWB, INC.	:	Case No. 06-_____ (____)
Debtor.	:	

LIST OF CREDITORS

Contemporaneously herewith, the Debtor and its affiliated debtors (the "Debtors") have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 342(a), 521(a)(1), and 105(a) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed claims and noticing agent.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors' consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors' creditors that is comprehensive and current as of the date of the commencement of these cases.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
KBWB, INC.	:	Case No. 06-_____ (_____)
Debtor.	:	

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.