

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court
District of Maryland - Southern Division**

In re Federated Heartland, Inc.

Debtor(s)

Case No. 12-13523Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$655,005.00
\$137,883.00

SOURCE
June, 2011 to December 31, 2011
January 1, 2012 to February 28, 2012

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
All disbursement to creditors were from Federated Sports & Gaming, Inc. (Case No. 12-13521)		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
All In Production, LLC v. Federated Sports & Gaming, Inc. and Federated Heartland, Inc.; Case No. 3:11-cv-00093-RRE-KKK	Suit to collect payments due under Loan Documents	U.S. District Court, District of North Dakota	Dismissed

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Shulman Rogers Gandal Pordy & Ecker, PA 12505 Park Potomac Avenue, Sixth Floor Potomac, MD 20854	February 10, 2012	\$24,000 retainer

NAME AND ADDRESS OF PAYEE Shulman Rogers Gandal Pordy & Ecker, PA 12505 Park Potomac Avenue, Sixth Floor Potomac, MD 20854	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR February 23, 2012	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY Additional \$75,000 retainer Total paid by Federated Sports & Gaming, Inc. and Federated Heartland, Inc. was \$99,000 (Paid by Federated Sports & Gaming, Inc.)
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10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR All In Production, LLC 4180 58th Street South Fargo, ND 58104	DATE OF SETOFF January-February 2012 (Amount was retained by AIP pursuant to pre-petition loan documents to be applied against pre-petition indebtedness)	AMOUNT OF SETOFF \$81,820
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1740 N Street, NW, Washington, DC 20036		3/2011-9/2011

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None

- a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Sandeep Aggarwal 2 Wisconsin Circle, Suite 700 Chevy Chase, MD 20815	June, 2011 - Present

None

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Weiner & Garg LLC	6000 Executive Blvd., Suite 520 Rockville, MD 20852	January 2012 - February 2012

None

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Sandeep Aggarwal	2 Wisconsin Circle, Suite 700 Chevy Chase, MD 20815

None

- d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
All In Production, LLC 4180 58th Street South Fargo, ND 58104	various
PNK Development 10, LLC 8918 Spanish Ridge Avenue Las Vegas, NV 89148	various
Countyline, LLC 111 South Wacker Drive, Suite 4000 Chicago, IL 60606	various

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Federated Sports & Gaming, Inc. 2 Wisconsin Circle, Suite 700 Chevy Chase, MD 20815	Shareholder	100%
Jeffrey Pollack	Officer & Director	
David Goldberg	Officer & Director	
Michael Brodsky	Officer & Director (resigned post-petition)	

22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
Federated Sports & Gaming, Inc.	27-3441974

25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 3, 2012Signature /s/ David Goldberg
David Goldberg
Chief Executive Officer

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

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Maryland - Southern Division**

In re Federated Heartland, Inc.
Debtor

Case No. 12-13523Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	11	3,531,088.32		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,966,052.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		2,093,447.97	
G - Executory Contracts and Unexpired Leases	Yes	5			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		21			
Total Assets			3,531,088.32		
Total Liabilities				4,059,499.97	

**United States Bankruptcy Court
District of Maryland - Southern Division**

In re Federated Heartland, Inc.
Debtor

Case No. 12-13523

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Federated Heartland, Inc. Case No. 12-13523
 Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Federated Heartland, Inc.Case No. 12-13523

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Federated Heartland, Inc.Case No. 12-13523

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Projected Proceeds from Prepetition Contracts (Subject to Post-Petition Performance by Debtor)	-	870,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
			Sub-Total >	870,000.00
			(Total of this page)	

Sheet 1 of 5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Federated Heartland, Inc. Case No. 12-13523
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		Trademark - U.S. Word Mark Serial No. 78573201 for "HEARTLAND POKER TOUR"	-	Unknown
		Trademark Application - U.S. Service Mark Application Serial No. 85/011774 for "US POKER TOUR"	-	Unknown
		Domain Names: Heartlandpokertour.net Heartlandpoker.net Heartlandpokertour.com Heartlandpoker.com Heartlandpokertour.org hptnews.com heartlandpokerleague.net heartlandcasinoleague.com heartlandbarleague.com heartlandcardroom.com Htpoker.com	-	Unknown

Sub-Total > **0.00**
 (Total of this page)

Sheet 2 of 5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Federated Heartland, Inc.Case No. 12-13523

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Inactive Domain Names (may be subject to trademark rights, service mark rights or rights of publicity of third parties). realpeopleunrealmoney.com everymanpoker.com FARGOPOKEROPEN.COM FARGOPOKEROPEN.NET northamericanpokertour.net nyfalsspokerclassic.com milehighpokeropen.com iowastatpokerchampionship.com hawkeyepokerclassic.com rockeymountainpokerchampionship.com mowtownmegastack.com 10000lakespokerchampionship.com deadwoodpokershowdown.com DARVINMOONPOKERCLASSIC.COM DARVINMOONPOKERCLASSIC.NET EASTCOASTPOKERSERIES.COM EASTCOASTPOKERSERIES.NET EASTERNPOKERSERIES.COM EASTERNPOKERSERIES.NET HPTOPEKA.COM NORTHAMERICANPOKERCIRCUIT.CO NORTHAMERICANPOKERCIRCUIT.NE NORTHAMERICANPOKERSERIES.CO NORTHAMERICANPOKERSERIES.NET POKERBRATCLASSIC.COM POKERBRATCLASSIC.NET POKERBRATOPEN.NET THEUSPT.COM THEUSPOT.NET WESTCOASTPOKERSERIES.COM WESTCOASTPKERSERIES.NET WESTERNPOKERSERIES.COM WESTERNPOKERSEIES.NET	-	Unknown
		Goodwill associated with all trademarks, trade names, service marks, logos, slogans and trade dress	-	Unknown
		Copyrights/Produced TV Episodes (see attached list of taped episodes, plus approximately 20 additional episodes) (estimated value)	-	1,900,000.00
			Sub-Total >	1,900,000.00
			(Total of this page)	

Sheet 3 of 5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Federated Heartland, Inc.Case No. 12-13523

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Computer software, including object code and source code (if any) and systems, tools, applications, data and related documents and any software licenses and rights to use any of the foregoing. See attached list of Software (Note: Any references to Seller on the attached list are to All In Production, LLC ("AIP"). AIP sold these assets to the Debtor.)	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		Casino Contracts (See Schedule G) (estimate value)	-	500,000.00
		Syndicated Network Contracts (See Schedule G)	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Continental Cargo 38' Trailer (\$15,748.09) 2010 Ford Truck (\$23,386.30) 07 Suburban (\$7,614.58)	-	46,748.96
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See attached list	-	208,339.36
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
			Sub-Total >	755,088.32
			(Total of this page)	

Sheet 4 of 5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Federated Heartland, Inc. Case No. 12-13523
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.		Employee Advances (for expenses - paid by Federated Sports & Gaming, Inc. to Greg Lang)	-	3,000.00
		Employee Advances (for expenses - paid by Federated Sports & Gaming, Inc. to Todd Anderson)	-	3,000.00

Sub-Total > **6,000.00**
 (Total of this page)
 Total > **3,531,088.32**

Sheet 5 of 5 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

	Event	Episodes	Place	Final Table Date
2005 - Season 1 (7 events)	1	005-006	Northern Lights Casino, Walker, MN	June 26, 2005
	2	001-002	Jackpot Junction Casino & Hotel, Morton, MN	August 7, 2005
	3	003-004	St. Croix Casino & Hotel, Turtle Lake, WI	August 28, 2005
	4	007-008	Grand Casino Mille Lacs, Onamia, MN	September 25, 2005
	5	009-010	Seven Clans Casino, Thief River Falls, MN	October 30, 2005
	6	011-012	Grand Casino Hinckley, Hinckley, MN	November 27, 2005
	7	013-014	Shooting Star Casino, Mahnommen, MN	December 18, 2005
2006 - Season 2 (11 events)	8	015-016	St. Croix Casino & Hotel, Turtle Lake, WI (\$1,000)	February 25, 2006
	9	017-018	St. Croix Casino & Hotel, Turtle Lake, WI (\$550)	February 26, 2006
	10	021-022	Grand Casino Mille Lacs, Onamia, MN	March 26, 2006
	11	023-024	Seven Clans Casino, Thief River Falls, MN	April 23, 2006
	12	019-020	Leelanau Sands Casino, Peshawbestown, MI	May 21, 2006
	13	025-026	Jackpot Junction Casino & Hotel, Morton, MN	July 23, 2006
	14	029-030	St. Croix Casino & Hotel, Turtle Lake, WI	August 20, 2006
	15	027-028	Chukchansi Gold Resort & Casino, Coarsegold, CA	October 1, 2006
	16	031-032	Grand Casino Mille Lacs, Onamia, MN	October 22, 2006
	17	033-034	Majestic Star Casinos, Gary, IN	October 29, 2006
	18	035-036	Royal River Casino, Flandreau, SD	November 26, 2006
2007 - Season 3 (16 events)	19	037-038	Hooters Casino Hotel, Las Vegas, NV	January 29, 2007
	20	039-040	Lucky Nugget Card Club, Deadwood, SD	March 4, 2007
	21	041-042	Meskwaki Bingo Casino Hotel, Tama, IA	March 18, 2007
	22	043-044	Majestic Star Casinos, Gary, IN	March 25, 2007
	23	045-046	Shooting Star Casino, Mahnommen, MN	April 12, 2007
	24	047-048	Leelanau Sands Casino, Peshawbestown, MI	May 20, 2007
	25	049-050	Turning Stone Casino, Verona, NY (\$1,000)	June 16, 2007
	26	051-052	Turning Stone Casino, Verona, NY (\$2,500)	June 17, 2007
	27	053-054	Majestic Star Casinos, Gary, IN	July 30, 2007
	28	055-056	Grand Casino Mille Lacs, Onamia, MN	August 27, 2007
	29	057-058	Northern Lights Casino, Walker, MN	September 16, 2007
	30	059-060	Golden Gates Casino, Black Hawk, CO	October 14, 2007
	31	061-062	Lucky Nugget Card Club, Deadwood, SD	October 21, 2007
	32	063-064	Meskwaki Bingo Casino Hotel, Tama, IA	November 4, 2007
	33	065-066	Casino Del Sol, Tucson, AZ	November 18, 2007
	34	067-068	HPT Champ Open @ Majestic Star Casinos, Gary,	December 10, 2007

			IN
2008 - Season 4 (16 events)	35	069-070	Grand Casino Mille Lacs, Onamia, MN February 24, 2008
	36	071-072	Meskwaki Bingo Casino Hotel, Tama, IA March 9, 2008
	37	073-074	Golden Gates Casino, Black Hawk, CO April 13, 2008
	38	075-076	Majestic Star Casinos, Gary, IN April 28, 2008
	39	077-078	Island Resort & Casino, Harris, MI May 11, 2008
	40	079-080	Greektown Casino, Detroit, MI June 8, 2008
	41	081-082	Turning Stone Resort & Casino, Verona, NY June 29, 2008
	42	083	Majestic Star Casinos, Gary, IN July 28, 2008
	43	084-085	Soaring Eagle Casino & Resort, Mt. Pleasant, MI August 24, 2008
	44	086-087	Grand Casino Mille Lacs, Onamia, MN September 21, 2008
	45	088-089	Golden Gates Casino, Black Hawk, CO October 5, 2008
	46	090-091	Turning Stone Resort & Casino, Verona, NY October 20, 2008
	47	092-093	Greektown Casino, Detroit, MI October 26, 2008
	48	094	Meskwaki Bingo Casino Hotel, Tama, IA November 9, 2008
	49	095-096	Running Aces Card Room, Columbus, MN November 17, 2008
	50	097-098	HPT Champ Open @ Majestic Star Casinos, Gary, IN November 24, 2008
2009 - Season 5 (17 events)	51	099-100	Downstream Casino Resort, Quapaw, OK February 8, 2009
	52	101-102	Grand Casino Mille Lacs, Onamia, MN February 22, 2009
	53	103-104	Lucky Nugget Gambling Hall, Deadwood, SD March 15, 2009
	54	105-106	Meskwaki Bingo Casino Hotel, Tama, IA March 29, 2009
	55	107-108	Golden Gates Casino, Black Hawk, CO April 5, 2009
	56	109-110	Majestic Star Casinos, Gary, IN April 27, 2009
	57	111	Northern Lights Casino, Walker, MN May 31, 2009
	58	112-113	Golden Gates Casino, Black Hawk, CO July 19, 2009
	59	114-115	Majestic Star Casinos, Gary, IN August 3, 2009
	60	116-117	Soaring Eagle Casino & Resort, Mt. Pleasant, MI August 23, 2009
	61	118	Grand Casino Mille Lacs, Onamia, MN September 27, 2009
	62	119-120	Golden Gates Casino, Black Hawk, CO October 4, 2009
	63	121-122	Downstream Casino Resort, Quapaw, OK October 18, 2009
	64	123-124	Shooting Star Casino, Mahnommen, MN November 1, 2009
	65	125-126	Meskwaki Bingo Casino Hotel, Tama, IA November 8, 2009
	66	127-128	Ameristar Casino, St. Charles, MO November 15, 2009
	67	129-130	HPT Champ Open @ Soaring Eagle, Mt. Pleasant, MI November 22, 2009
2010 - Season 6 (13)	68	131-133	Red Rock Casino, Las Vegas, NV January 17, 2010
	69	134-135	Downstream Casino Resort, Quapaw, OK January 31, 2010
	70	136-137	Shooting Star Casino, Mahnommen, MN March 21, 2010
	71	138-139	Meskwaki Bingo Casino Hotel, Tama, IA March 28, 2010

	72	140	Golden Gates Casino, Black Hawk, CO	April 18, 2010
	73	141	Turning Stone Resort & Casino, Verona, NY	May 16, 2010
	74	142	Soaring Eagle Casino & Resort, Mt. Pleasant, MI	May 23, 2010
	75	143-144	Majestic Star Casinos, Gary, IN	July 26, 2010
	76	145-146	Golden Gates Casino, Black Hawk, CO	September 19, 2010
	77	147-148	Downstream Casino Resort, Quapaw, OK	October 10, 2010
	78	149-150	Shooting Star Casino, Mahanomen, MN	October 17, 2010
	79	151-152	Meskwaki Bingo Casino Hotel, Tama, IA	November 7, 2010
	80	153-154	HPT Champ Open @ Soaring Eagle, Mt. Pleasant, MI	November 21, 2010
2011 - Season 7	81	155-156	Red Rock Casino, Las Vegas, NV	January 16, 2011
	82	157	Starkey Charity Event/Golden Nugget, Las Vegas, NV	February 19, 2011
	83	158-159	Downstream Casino Resort, Quapaw, OK	February 27, 2011
	84	160	Shooting Star Casino, Mahanomen, MN	March 20, 2011
	85	161-162	Meskwaki Bingo Casino Hotel, Tama, IA	April 3, 2011
	86	163-164	Golden Gates Casino, Black Hawk, CO	April 10, 2010
	87	165-166	Majestic Star Casinos, Gary, IN	April 18, 2011
	88	167-168	Soaring Eagle Casino & Resort, Mt. Pleasant, MI	May 15, 2011
	89	169-170	Peppermill Resort Spa Casino, Reno, NV	May 23, 2011
	90			

Software:

1. Seller purchased three licenses to use Final Cut Studio Software Version 3.0 subject to the term and conditions of the Apple, Inc. software license agreement.
2. Seller's Apple computers contain the standard Apple software package acquired at purchase, subject to the standard Apple click-wrap agreements.
3. Seller's computer with the Microsoft operating system have the following program licenses subject to the standard click-wrap agreements.

Office 2007 Applications TCGH3-FMX4Q-66KMJ-CGYHX-4DW7W VA 1.0
Office XP Applications T8YW9-HRDHQ-VJTY4-W4GRW-BKKVT VA 1.0
Office 2003 Suites G4VX2-FPWDX-YGCGG-K4H9P-VWKVQ VA 1.0
Office XP Suites JFK66-FGK29-2FF82-C2XY3-R28DY VA 1.0
Office 2003 Applications T2VQ9-YF72K-QDFKX-GBVBW-B9XVT VA 1.0
Office 2007 Suites DJ4YM-RDHKD-4WDJD-P8BRD-Y9CVW VA 1.0
Windows Cluster Server HDQ82-XVPGB-CH76H-V2QWW-2DBRM VA 1.0
Windows Server 2003 R2, x32 Ed. VJ466-PV3GH-HQGR4-KMMJQ-PG9WG VA 1.0
Windows Server 2003 R2, x64 Ed. TW47J-47MDP-88Q6D-4KC38-3HFD8 VA 1.0
Windows Server 2003, x64 Ed. DWJD7-44F8X-RHM94-4KCWH-8J3HQ VA 1.0
Windows Server 2003 M82GB-4VRYV-HJ6G8-V46YV-RYT7Q VA 1.0
Windows XP Prof, x64 Ed. TQJGV-BFC29-XHVD6-DT9X9-JQW2B VA 1.0
Windows XP Professional T7Y6V-86P2B-76X4X-VKCMD-BCY7M VA 1.0
Windows Vista - KMS MJX7Y-R73VQ-Q928B-3HP3R-P3BP7 KMS
Adobe Acrobat Reader
In Flow Inventory Software BAYB7JHLHVZXB2NZPC7MFPINGKHNMWZW Premium
Edition

FHI Equipment FY2012	[Schedule B29]
Type	Book Value - 02/29/12
<u>Computer Equipment</u>	
Editing and computer equip	18,375.00
Editing and computer equip	14,781.90
Editing and computer equip	4,561.43
Ram Upgrade for HD	1,311.60
Security Transmitters	750.00
Digital camera - add on	199.56
Hard Drives	1,932.26
<hr/>	
<i>Sub-totals</i>	41,911.75
<u>Furniture & Fixtures</u>	
Road Cases	2,760.80
Studio Drapes	3,808.00
Conference Table/Chairs	2,251.98
<hr/>	
<i>Sub-totals</i>	8,820.78
<u>Production Equipment</u>	
Production Equipment	1,679.36
Production Equipment	2,083.15
Flypack	21,694.10
Flypack/Production Gear	104,737.80
Flypack/Production Gear	21,372.35
<hr/>	
<i>Sub-totals</i>	151,566.75
<u>L/H Improvements</u>	
Trusses	2,466.47
Studio	2,354.87
Trusses	473.21
Trusses	745.54
<hr/>	
<i>Sub-totals</i>	6,040.08
Totals	<u>208,339.36</u>

B6D (Official Form 6D) (12/07)

In re Federated Heartland, Inc. Case No. 12-13523
 Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.	X	-	Blanket Lien			X		1,966,052.00	Unknown
All In Production, LLC 4180 58th Street South Fargo, ND 58104			Value \$ Unknown						
Account No.									
			Value \$						
Account No.									
			Value \$						
Account No.									
			Value \$						
Subtotal (Total of this page)								1,966,052.00	0.00
Total (Report on Summary of Schedules)								1,966,052.00	0.00

0 continuation sheets attached

B6E (Official Form 6E) (4/10)

In re Federated Heartland, Inc.Case No. 12-13523

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

B6F (Official Form 6F) (12/07)

In re Federated Heartland, Inc.
Debtor

Case No. 12-13523

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
PNK Development 10, LLC 8918 Spanish Ridge Avenue Las Vegas, NV 89148		-		X		2,093,447.97
Account No.						
Account No.						
Account No.						

0 continuation sheets attached

Subtotal (Total of this page)	2,093,447.97
Total (Report on Summary of Schedules)	2,093,447.97

B6G (Official Form 6G) (12/07)

In re Federated Heartland, Inc., Case No. 12-13523
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
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See Attached List

0

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

<u>FHI –</u> <u>SCHEDULE G</u>		
All In Production, LLP, Todd Anderson, and Greg Lang	All In Production LLP 4180 58 th Street South, Fargo, ND 58104	Forbearance and Settlement and Agreement, dated January 9, 2012
Linn Grove Center, LLC	5012 53 rd Street South, Fargo, ND 58104	Lease for office and warehouse space at 5256 50th Ave South, Fargo, ND, dated May 11, 2012
Linn Grove Center, LLC	5012 53 rd Street South, Fargo, ND 58104	Addendum, dated September 1, 2011, to Lease for office and warehouse space at 5256 50th Ave South, Fargo, ND, dated May 11, 2012
Daytona Beach Kennel Club and Poker Room	960 South Williamson Boulevard, Daytona Beach, FL 32114	HPT Event Hosting Agreement, dated February 28, 2011
Golden Mardi Gras, Inc. d/b/a Golden Gates Casino	300 Main Street Black Hawk, CO 80422	HPT Event Hosting Agreement, dated February 11, 2010
Canterbury Park Holding Corporation	1100 Canterbury Road South Shakopee, MN 55379	HPT Event Hosting Agreement, dated November 1, 2011
The Majestic Star Casino II, LLC	1 Buffington Harbor Drive Gary, IN 46406	HPT Event Hosting Agreement, dated December 14, 2011
Downstream Casino Resort	Downstream Casino Resort 69300 East Nee Road Quapaw, OK 74363	HPT Event Hosting Agreement, dated December 28, 2011
Pinnacle Entertainment, Inc.	8918 Spanish Ridge Ave, Las Vegas, NV 89148	HPT Event Hosting Agreement, dated January 2012
Prairie Meadows Racetrack and Casino, Inc.	1 Prairie Meadows Dr. PO Box 1000 Altoona, IA 50009-	HPT Event Hosting Agreement, dated January 19, 2012

	0901	
FP Holdings, L.P. d/b/a Palms Casino Resort	4321 West Flamingo Road, Las Vegas, NV 89103	HPT Event Hosting Agreement, dated January 27, 2012
Laguna Development Corp. d/b/a The Route 66 Casino	14500 Central Ave SW Albuquerque, NM 87121	HPT Event Hosting Agreement, dated November 1, 2011
Turning Stone Resort Casino, LLC	5218 Patrick Road, Verona, NY 13478	HPT Event Hosting Agreement, dated March 1, 2012
Three Plus One Enterprises, LLC d/b/a Card Player Cruises	Card Player Cruises 121 Quail Run Road Henderson, NV 89014	HPT Event Hosting Agreement, dated January 17, 2012
Cox 4 San Diego	750 B Street San Diego, CA 92101	Agreement for television broadcast of HPT Events
KSE Media Ventures, LLC	1000 Chopper Circle, Denver, CO 80204	Agreement for television broadcast of HPT Events, dated December 9, 2010
America One	6125 Airport Freeway Suite 202 Ft. Worth, TX 76117	Agreement for television broadcast of HPT Events, dated May 5, 2011
AMGTV	AMGTV Post Office Box 14 Port Murray, New Jersey 07865	Agreement for television broadcast of HPT Events, dated May 5, 2011
Bright House Sports Network	7901 66th Street North Pinellas Park, FL 33781	Agreement for television broadcast of HPT Events, dated May 5, 2011
Caribbean Media Corporation	Building 6 ,Unit 1B, Harbour Industrial Estate, Harbour Rd,St. Michael., Bridgetown, Barbados BB11145	Agreement for television broadcast of HPT Events, dated November 11, 2011
Comcast Entertainment Television, Denver	1617 South Acoma Street Denver, CO 80223	Agreement for television broadcast of HPT Events, dated August 25, 2011
Charter Media, St Louis	1650 Des Peres Suite 300 St	Agreement for television broadcast of HPT Events, dated May 5, 2011

	St. Louis, MO 63131	
Comcast SportsNet California Inc.	Comcast SportsNet 370 3rd Street, 2nd Fl. San Francisco, CA 94107	Agreement for television broadcast of HPT Events, dated August 5, 2011
The Comcast Network, LLC	Comcast SportsNet 3601 South Broad Street Philadelphia, PA 19148	Agreement for television broadcast of HPT Events, dated September 29, 2011
KLBC	3100 Needles Hwy Ste 1700 Laughlin, NV 89029	Agreement for television broadcast of HPT Events, dated September 7, 2011
MASN	333 West Camden Street Baltimore, MD 21201- 2435	Agreement for television broadcast of HPT Events, dated May 10, 2011
Poker Channel	1 Down Place, London, W6 9JH	Agreement for television broadcast of HPT Events, dated September 1, 2009
SportsTime Ohio	1333 Lakeside Ave. Cleveland, OH 44114	Agreement for television broadcast of HPT Events, dated May 5, 2011
Cox 11, Cox 9	1341 Crossways Blvd. Chesapeake, VA 23320	Agreement for television broadcast of HPT Events, dated May 10, 2011
Cox Sports Television	Cox Sports Television 2121 Airline Drive 2nd Flr - West Metairie, LA 70001	Agreement for television broadcast of HPT Events, dated May 10, 2011
Frequency Communications, Inc.	5315 B. FM 1960 West Suite 333 Houston, TX 7706	Agreement for television broadcast of HPT Events, dated October 9, 2011
KCLO/Young Broadcasting of Rapid City, Inc.	KELOLAND TV 501 S. Phillips Avenue Sioux Falls, SD 57104	Agreement for television broadcast of HPT Events, dated May 3, 2011
Untamed Sports	560 Village Blvd., Suite 250, West Palm Beach, FL	Agreement for television broadcast of HPT Events, dated

	33409	
The Cox Channel	11811 E 51 st Street, Tulsa, OK 74146	Agreement for television broadcast of HPT Events, dated November 30, 2011
Time Warner Cable Sports 32	Time Warner Cable Sports32 1320 N. Dr. Martin Luther King, Jr. Drive Milwaukee, WI 53212	Agreement for television broadcast of HPT Events, dated May 18, 2011
Time Warner Cable – Western New York Division	71 Mt Hope Avenue, Rochester, NY 14620-1090	Agreement for television broadcast of HPT Events, dated May 10, 2011
UTV (KELO- DT2)/Young Broadcasting of Sioux Falls, Inc.	KELOLAND TV 501 S. Phillips Avenue Sioux Falls, SD 57104	Agreement for television broadcast of HPT Events, dated May 3, 2011
WSYM-TV Fox 47	600 W. Saint Joseph St. Suite 47 Lansing, MI 48933	Agreement for television broadcast of HPT Events, dated May 26, 2011
Tribune Media Services, Inc.	435 N. Michigan Avenue, Chicago, IL 60611	Licensed Data Agreement, dated October 19, 2011
Schlader, Mark	5256 50th Ave South, Fargo, 58104	TV Distribution Bonus Plan dated August 3, 2011

B6H (Official Form 6H) (12/07)

In re Federated Heartland, Inc. Case No. 12-13523
 Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Federated Sports & Gaming, Inc. 2 Wisconsin Circle, Suite 700 Chevy Chase, MD 20815	All In Production, LLC 4180 58th Street South Fargo, ND 58104

0 continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Maryland - Southern Division**

In re **Federated Heartland, Inc.**

Debtor(s)

Case No. **12-13523**Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 3, 2012**Signature **/s/ David Goldberg****David Goldberg****Chief Executive Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.