

United States Bankruptcy Court Southern District of New York Blockbuster Claims Processing c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, CA 90245		ADMINISTRATIVE PROOF OF CLAIM	
In re: BLOCKBUSTER INC., <i>et al.</i> , Debtors.		Chapter 11 Case No. 10-14997 (BRL) (Jointly Administered)	
Name of Debtor Against Which Administrative Claim is Held:		Case No. of Debtor:	
THIS SPACE IS FOR COURT USE ONLY			
Name and address of Creditor (and name and address where notices should be sent if different from Creditor): Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number (If known): _____ Filed on: _____	
Name and address where payment should be sent (if different from above): Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Type of Administrative Claim Under 11 U.S.C. § 503 (CHECK ALL BOXES THAT ARE APPLICABLE) <input type="checkbox"/> Operating Period Claim (claim relates to Period from September 23, 2010 through February 24, 2011) Amount of Claim: \$ _____ Date Incurred: _____ <input type="checkbox"/> Sale Period Claim (claim relates to Period from February 25, 2011 through April 25, 2011) Amount of Claim: \$ _____ Date Incurred: _____			
2. Government Claim/Interest and Other Charges <input type="checkbox"/> Check this box if claim is filed by a governmental unit. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.			
2. Basis for Administrative Claim: _____ (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____			
4. Credits: The amount of all payments on any Operating Period Claim or Sale Period Claim has been credited for the purpose of making this Administrative Proof of Claim. For the avoidance of doubt, all payments received on account of any Administrative Claim incurred during the period from September 23, 2010 through February 24, 2011 have been credited toward any Operating Period Claim asserted in this Administrative Proof of Claim and all payments received on account of any Administrative Claim incurred during the period from February 25, 2011 through April 25, 2011 have been credited toward any Sale Period Claim asserted in this Administrative Proof of Claim. 5. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, and contracts. You may also attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
FOR COURT USE ONLY			
Date:		Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

INSTRUCTIONS FOR ADMINISTRATIVE PROOF OF CLAIM

*The instructions and definitions below are general explanations of the law. In certain circumstances, there may be exceptions to these general rules.
Items to be completed in an Administrative Proof of Claim:*

Name of Debtor and Case Number:

Fill in the name of the debtor in the bankruptcy case and the bankruptcy case number. A complete list of debtors can be found on the noticing and claims agent's website (<http://kccllc.net/blockbuster>). If you are asserting an Administrative Proof of Claim against multiple debtors, complete a separate form for each debtor.

Creditor's Name and Address:

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

1. Type of Administrative Claim:

State the type of Administrative Claim being asserted in the Administrative Proof of Claim and the total amount owed to the Creditor. Definitions of the two types of Administrative Claims (*i.e.* Operating Period Claims and Sale Period Claims) can be found below. If you are asserting more than one type of Administrative Claim, you must set forth with specificity the period as to which each claim relates and the amount asserted with respect to each such period. Check the box if you are filing the Administrative Proof of Claim on behalf of a Governmental Unit or if interest or other charges are included in the Administrative Proof of Claim.

2. Basis for Administrative Claim:

State the type of debt or how it was incurred. Examples include goods sold or services performed.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

4. Credits:

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

5. Documents:

Attach to this Administrative Proof of Claim redacted copies documenting the existence of the debt. You may also attach a summary. Federal Rule of Bankruptcy Procedure 3001(c). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this Administrative Proof of Claim must sign and date it. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for presenting a fraudulent claim. 18 U.S.C. §§ 152 and 3571.

DEFINITIONS

Administrative Claim

An administrative claim is a claim of the type described in sections 503 and 507 of title 11 of the United States Code. Among other things, these sections provide that certain types of claims are entitled to administrative expense priority, including, without limitation: (i) the actual, necessary costs and expenses of preserving the estate, including wages, salaries, or commissions for services rendered after the commencement of the bankruptcy case; (ii) certain taxes and penalties related thereto; (iii) compensation and reimbursement of certain officers; (iv) the actual, necessary expenses incurred by (a) certain creditors, (b) a creditor, an indenture trustee, an equity security holder, or a committee representing any such entities, in making a substantial contribution to a debtor's chapter 11 case, (c) a custodian, (d) members of certain committees if incurred in the performance of the duties of such committees; and (v) compensation for services rendered by an indenture trustee.

Operating Period Claim

An Operating Period Claim is an Administrative Claim incurred during or relating to the period from September 23, 2010 through and including February 24, 2011.

Sale Period Claim

A Sale Period Claim is an Administrative Claim incurred during or relating to the period from February 25, 2011 through and including April 25, 2011.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor and incurred after September 23, 2010.

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Governmental Unit

A governmental unit means the United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under title 11), a State, a Commonwealth, a District, a Territory, a municipality, or a foreign state; or other foreign or domestic government. See 11 U.S.C. § 101(27).

Administrative Proof of Claim

An administrative proof of claim is a form used by the creditor to indicate the amount of the Administrative Claim allegedly owed by the debtor. The creditor must file the form at *one* of the following addresses:

If by overnight or first-class mail, to:

**Blockbuster Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245**

If by hand delivery, to:

**Blockbuster Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245**

or

**Clerk of the United States Bankruptcy Court
Attn: Blockbuster Inc. Claims Processing
One Bowling Green
New York, New York 10004**

INFORMATION

Acknowledgment of Filing of Administrative Proof of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this Administrative Proof of Claim, or you may access the Debtors' claims agent's website (<http://www.kccllc.net/blockbuster>) to view your filed Administrative Proof of Claim.

Offers to Purchase an Administrative Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the Creditor and offer to purchase the Administrative Claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtors. These entities do not represent the bankruptcy court or the debtors. The creditor has no obligation to sell its Administrative Claim. However, if the creditor decides to sell its Administrative Claim, any transfer of such claim is subject to Federal Rule of Bankruptcy Procedure 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.