

**LIQUIDATION ANALYSIS
CREATIVE LOAFING, Inc., et al.,
(Jointly Administered)**

EXHIBIT "D"

For purposes of the Best Interest Test, in order to determine the cumulative amount of liquidation value available to Creditors, the Debtors prepared a liquidation analysis (the "Liquidation Analysis"), which concludes that in a Chapter 7 liquidation, holders of pre-petition unsecured Claims would receive less of a recovery than the recovery they would receive under the Plan. This conclusion is premised upon the assumptions set forth in the Liquidation Analysis, which the Debtors believe are reasonable.

Notwithstanding the foregoing, the Debtors believe that any liquidation analysis with respect to the Debtors is inherently speculative. The Liquidation Analysis for the Debtor necessarily contains estimates of the net proceeds that would be received from a forced sale of assets and/or business units, as well as the amount of Claims that would ultimately become Allowed Claims. Claims estimates are based solely upon the Debtors' review of the Claims filed and the Debtors' books and records. No order or finding has been entered by the Bankruptcy Court estimating or otherwise fixing the amount of Claims at the projected amounts of Allowed Claims set forth in the Liquidation Analysis. In preparing the Liquidation Analysis, the Debtors have projected an amount of Allowed Claims that represents their best estimate of the Chapter 7 liquidation dividend to holders of Allowed Claims. The estimate of the amount of Allowed Claims set forth in the Liquidation Analysis should not be relied on for any other purpose, including, without limitation, any determination of the value of any distribution to be made on account of Allowed Claims under the Plan.

It is impossible to determine with any specificity the value each holder of an Unsecured Claim will receive as a percentage of its Allowed Claim.

Notwithstanding the difficulty in quantifying recoveries with precision, the Debtors believe that the financial disclosures and projections contained in this Disclosure Statement imply a greater or equal recovery to holders of Claims in Impaired Classes than the recovery available in a Chapter 7 liquidation. Accordingly, the Debtor believes that the "best interests" test of Section 1129 of the Bankruptcy Code is satisfied.

**CONSOLIDATED LIQUIDATION ANALYSIS IN CONNECTION WITH THE JOINTLY
ADMINISTERED CHAPTER 11 PLAN FOR: CREATIVE LOAFING Inc., et al.**

This liquidation analysis has been prepared by the Debtor based on the available unaudited financial information as of December 15, 2008, and management's estimation of the March 31, 2009 balance sheet, and is intended to be consistent with other information presented in the Debtors' Disclosure Statement.

CHAPTER 7 LIQUIDATION SCENARIO			
STATEMENT OF ASSETS	<i>Estimated Book Value of Assets as of 3-31-2009</i>	<i>Estimated Liquidation Value of Assets*</i>	<i>Notes</i>
Cash and equivalents	\$ 241,354	\$ 241,355	1
Accounts Receivable	\$ 2,710,609	\$ 1,556,661	2
Trade Assets	\$ 509,084	\$ 127,271	3
Prepaid expenses	\$ 442,657	\$ -	4
Property & equipment, net	\$ 676,391	\$ 169,098	5
Identifiable intangible assets, net	\$ 14,308,772	\$ 1,430,877	6
Goodwill and other indefinite lived intangible assets	\$ 10,361,203	\$ -	7
Other assets	\$ 4,079,703	\$ 69,258	8
Total liquidated assets	\$ 33,329,773	\$ 3,594,519	
SECURED CLAIMS (Est.)			
Estimated Total Secured Claims as of 3-31-2009		\$ 43,725,437	9
Total Secured Claims		\$ 43,725,437	
ADMINISTRATIVE EXPENSE CLAIMS (Est.)			
Chapter 7 Trustee Fees		\$ 129,886	10
Estimated Liquidation Costs + Chapter 7 Administrative		\$ 25,000	11
Debtors' Counsel		\$ 75,000	12
Other Chapter 11 Administrative			
Unpaid post petition compensation		\$ 50,000	13
Accrued US Trustee fees		\$ 25,000	14
Total Chapter 7 and Chapter 11 Administrative Claims		\$ 304,886	
PRIORITY CLAIMS (Est.)			
Estimated Total Priority Claims as of 3-31-2009		\$ 44,061	15
Total Priority Claims		\$ 44,061	
GENERAL UNSECURED CLAIMS (Est.)			
Estimated Total General Unsecured Claims as of 3-31-2009		\$ 1,813,281	16
Total Unsecured Claims		\$ 1,813,281	
Net Asset Value Available for Distribution to General Unsecured Creditors in Chapter 7		\$ -	

*The Liquidation Value under the Chapter 7 scenario is based on Debtors' sale of its assets in a forced sale under the circumstances in this case.

GENERAL ASSUMPTIONS:

- A. This Liquidation Analysis was prepared, on a consolidated basis, in accordance with requirements in § 1129 of the Bankruptcy Code to determine that the Plan of Reorganization is in the best interest of each holder of a claim or interest.
- B. The Liquidation Analysis is based upon a number of estimates and assumptions that, although developed and considered reasonable by the Debtors are inherently subject to significant economic factors, market conditions, personal uncertainties, and contingencies beyond the control of the Debtors. The Liquidation Analysis is also based on assumptions with regard to liquidation decisions that are subject to change. Accordingly, there can be no assurance that the values reflected in this Liquidation Analysis would be realized if the Debtors were, in fact, to undergo such liquidation and actual results could vary materially and adversely from those contained herein. The liquidation and reorganization values represent the Debtors' best estimate of those values based on available information.
- C. This analysis assumes the conversion of the current Chapter 11 cases to Chapter 7 cases with the liquidation of the Debtors' assets by a Chapter 7 Trustee in a significantly abbreviated timeframe. A Chapter 7 Trustee would be either elected by creditors or appointed by the Bankruptcy Court to administer the estate. The Chapter 7 Trustee is independent and would be entitled to make all of his or her own decisions regarding the liquidation of the estate's assets, the hiring of professionals, the pursuit of claims or litigation, the payment of or objection to claims, and the distribution of any ultimate dividend. The Chapter 7 Trustee would be compensated in accordance with the provisions of the Bankruptcy Code.
- D. The Liquidation Analysis uses the Debtors' unaudited financial information, other figures estimated by the Debtors' management and professionals and information received from third parties.
- E. There can be no assurances made that all of the Debtors' assets will be completely liquidated during the shortened liquidation period in a Chapter 7.
- F. This Liquidation Analysis is the Debtors' best estimate of the net value of assets available for distribution to its creditors after deducting the value of secured and administrative claims. To the extent that the Debtors' estate is comprised of assets that had no value as set forth in the Debtors' bankruptcy schedules, those assets were excluded from this analysis.
- G. This Liquidation Analysis is without prejudice to the Debtors' ability to object to the characterization, amount, secured status or classification of any claim or asset.

NOTES TO LIQUIDATION ANALYSIS:

1. Estimated cash on hand or available for collection if the Debtor ceased operations on March 31, 2009.
2. The Debtor assumes that only fifty percent (50%) of the face value of the receivables are recoverable in a forced liquidation under a Chapter 7 scenario. This discount rate was applied based on the reduced likelihood of collections.
3. Trade assets consist of gift certificates and other non-monetary payments received in lieu of cash for services rendered. Trade assets are valued at fair value at the time of the sale. The fair value is determined by estimating the amount an unrelated party would be willing to pay in an arms length transaction for the services or property received. The Debtor assumes that only twenty five percent (25%) of the net value is recoverable in a forced liquidation. This discount rate was applied based on the historically lower value of assets in forced liquidations.
4. Prepaid expenses consist of prepaid insurance and are being ratably amortized over their respective contract periods. Prepaid expenses are assumed to have no cash recovery value.
5. Property and equipment consist of office equipment, leasehold improvements, vehicles, computer equipment, furniture and fixtures. All amounts are stated at cost. Depreciation is provided on furniture and fixtures and equipment over their estimated useful lives, ranging from 3 to 7 years, using the straight-line method. Leasehold improvements and vehicles are amortized over the lesser of the term of the respective lease or the useful lives of the related assets. Expenditures for maintenance and repairs are charged directly to the appropriate operating accounts at the time the expense is incurred. Expenditures determined to represent additions and betterments are capitalized and amortized over the lesser of their useful lives or the useful lives of the related assets. The Debtor assumes that twenty five percent (25%) of the net value is recoverable in a forced liquidation. This discount rate was applied based on the historically lower value of assets in forced liquidations.
6. Identifiable intangible assets include such things as websites, domain names, trademarks, mailing lists, membership lists, customer lists and computer software. The Debtor assumes that only ten percent (10%) of the net value is recoverable in a forced liquidation. This discount rate was applied based on the historically lower value of assets in forced liquidations.
7. Goodwill was recorded by the Company in connection with certain business acquisitions. The Company has adopted Statement of Financial Accounting Standards No. 142 (FAS 142), *Goodwill and Other Intangible Assets*. FAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead the carrying value of the goodwill or intangible asset is assessed for impairment at least annually in accordance with the provisions of FAS 142. The Debtor assumes that in a forced liquidation this goodwill will be of no value. As such, it is assumed that no amount will be recoverable for goodwill.
8. Other assets consist of non-current notes receivable, deferred loan fees, deferred tax assets, employee advances, deposits and income taxes receivable. It is estimated that the

non-current notes receivable, deferred loan fees, deferred tax assets and employee advances will be unrecoverable. It is estimated that one hundred percent (100%) of the income taxes receivable and fifty percent (50%) of the deposits will be recoverable.

9. Total filed secured claims are approximately \$43,000,000. The Debtor intends to object to these claims to the extent they exceed the value of the Collateral securing those claims. If successful, the Debtor estimates that the total allowed secured claims after resolution of objections could be significantly lower.
10. Total disbursements of compensation to a Chapter 7 Trustee are calculated pursuant to 11 U.S.C. 326 and are computed as follows:

25% of first \$5,000 (\$1,250 Maximum)
+ 10% of Next \$45,000 (\$4,500 Maximum)
+ 5% of Next \$950,000 (\$47,500)
+ 3% of Balance

Total Compensation Requested

11. The Debtor anticipates that the liquidation and administrative costs under a Chapter 7 scenario, including costs of personnel that will be needed to dispose of or abandon the Debtors' assets and prepare any final tax returns, will be approximately \$25,000.
12. Debtors' counsel estimates that accrued attorneys' fees as of March 31, 2009 net of retainer will be approximately \$75,000.
13. In the event the Debtor ceased operations on March 31, 2009, the Debtor anticipates approximately \$50,000 in unpaid employee wages, taxes and other similar ordinary course administrative expense claims.
14. Estimated accrued but unpaid U.S. Trustees' fees as of March 31, 2009 are estimated to be \$10,000.
15. Total filed priority claims are approximately \$44,000. The Debtor intends to object to a majority of these claims. If successful, the Debtor estimates that the total allowed priority claims after resolution of objections could be significantly lower.
16. Estimated total general unsecured claims exclusive of Deficiency Claims as of March 31, 2009 is \$1,813,280.