

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. 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 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 "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether 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.

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	C O D E 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 WITHOUT DEDUCTING VALUE OF COLLATERAL*	UNSECURED PORTION IF ANY
		H	W					
Account No.		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN						
		Secured Bank Creditor						
Abrams Capital International Jason Price 425 Boylston Street Suite 3 Boston, MA 02116	-						1,200,000.00	Unknown
		Value \$ Unknown						
		Secured Bank Creditor						
Abrams Capital Partners I, LP Jason Price 425 Boylston Street Suite 3 Boston, MA 02116	-						2,000,000.00	Unknown
		Value \$ Unknown						
		Secured Bank Creditor						
Abrams Capital Partners II, LP Jason Price 425 Boylston Street Suite 3 Boston, MA 02116	-						26,799,681.81	Unknown
		Value \$ Unknown						
		Secured Bank Creditor						
Ark CLO 2000-1, Ltd. William Getschow 600 Travis Street 50th Floor Houston, TX 77002	-						25,485,616.11	Unknown
		Value \$ Unknown						
Subtotal							55,485,297.92	
(Total of this page)								

13 continuation sheets attached

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Ark II CLO 2001-1, Limited Paul Bavis 225 Franklin Street MAO/CO Boston, MA 02110		-					14,910,327.40	Unknown
Account No.			Secured Bank Creditor					
Avenue Special Situations Fund, L.P. Esther Friedlander 535 Madison Avenue 15th Floor New York, NY 10022		-					10,784,848.47	Unknown
Account No.			Secured Bank Creditor					
Bank of America, N.A. Emil Joost 901 Main Street 64th Floor Dallas, TX 75202-3714		-					63,653,586.63	Unknown
Account No.			Secured Bank Creditor					
Barclays Bank PLC Andrew Wynn 101 California Street Ste. 1800 San Francisco, CA 94111		-					13,151,104.15	Unknown
Account No.			Secured Bank Creditor					
BBT Fund, L.P. Richard Maybaum 115 East Putnam Avenue Greenwich, CT 06830		-					3,695,645.94	Unknown
			Value \$				Unknown	

Sheet 1 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

106,195,512.59

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Bear Stearns & Co., Inc. Gloria Dombrowski 245 Park Avenue 4th Floor New York, NY 10167	-						41,622,049.03	Unknown
Account No.			Secured Bank Creditor					
Bear Stearns Investment Products Inc. Rick Kammler 245 Park Avenue 4th Floor New York, NY 10167	-						5,359,374.99	Unknown
Account No.			Secured Bank Creditor					
Bellport Capital Partners LP Gregory T. Hradsky 660 Madison Ave. 14th Floor New York, NY 10021	-						0.06	Unknown
Account No.			Secured Bank Creditor					
CIBC, Inc. Ihor Zaluckyj 425 Lexington Avenue New York, NY 10017	-						0.53	Unknown
Account No.			Secured Bank Creditor					
Citibank, N.A. Carlton Klein 599 Lexington Avenue 21st Floor New York, NY 10043	-						46,623,320.06	Unknown
Subtotal							93,604,744.67	
(Total of this page)								

Sheet 2 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
City National Bank Rod Bollins 400 North Roxbury Drive 3rd Floor Beverly Hills, CA 90210		-					6,626,812.41	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Coast Business Credit Roger Scadron 12121 Wilshire Blvd. Suite 1400 Los Angeles, CA 90025		-					8,832,244.28	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Continental Casualty Company N/A John Tsokolas 333 South Wabash Avenue 23 South Chicago, IL 60685		-					14,641,311.71	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Contrarian Funds, LLC Jon Bauer 411 West Putnam Avenue S-225 Greenwich, CT 06830		-					28,750,226.40	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Credit Industriel et Commercial Marcus Edward 520 Madison Avenue 37th Floor New York, NY 10022		-					21,537,140.34	Unknown
Value \$			Unknown					

Sheet **3** of **13** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

80,387,735.14

In re PageNet SMR Sub, Inc.,
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Credit Lyonnais New York Branch Mark Campellone 1301 Avenue of the Americas New York, NY 10019		-						
Value \$			Unknown				21,537,140.34	Unknown
Account No.			Secured Bank Creditor					
Credit Suisse First Boston Don Pollard 11 Madison Avenue, 5th Floor New York, NY 10010		-						
Value \$			Unknown				7,000,000.00	Unknown
Account No.			Secured Bank Creditor					
DK Acquisition Partners, L.P. Michael J. Leffell 885 Third Avenue Suite 3300 New York, NY 10022		-						
Value \$			Unknown				22,000,000.00	Unknown
Account No.			Secured Bank Creditor					
FC-CBO II Limited Erick Huerta 600 Travis St. 49th Floor Houston, TX 77002		-						
Value \$			Unknown				4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
First Source Loan Obligations Insured Tr Adam Gould 2850 W. Golf Road 5th Floor Rolling Meadow, IL 60008		-						
Value \$			Unknown				9,940,218.62	Unknown

Sheet 4 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

64,938,088.39

In re PageNet SMR Sub, Inc., Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
First Union National Bank Melissa McDonald 301 South College Street DC-5 Charlotte, NC 28288-0537		-					16,104,390.87	Unknown
Account No.			Secured Bank Creditor					
Fleet National Bank Timothy Willard 100 Federal Street Mail: MA DE 10009A Boston, MA 02110		-					45,983,206.32	Unknown
Account No.			Secured Bank Creditor					
Franklin CLO I, Limited Mary Ann Chase N/A One Franklin Parkway San Mateo, CA 94403		-					4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
Franklin Floating Rate Trust Mary Anne Chase One Franklin Parkway San Mateo, CA 94403		-					140,131,486.72	Unknown
Account No.			Secured Bank Creditor					
General Electric Capital Corporation Brian Jack 120 Long Ridge Road 3rd Floor Stamford, CT 06827		-					30,282,809.47	Unknown
Subtotal							236,962,622.81	
(Total of this page)								

Sheet 5 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc., Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
General Motors Employees Global Group Pe Allan Brown 35 East 21st Street New York, NY 10010	-						5,000,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
ING Baring (U.S) Capital LLC Joan M. Chiappe 55 East 52nd Street 32nd Floor New York, NY 10055	-						8,245,341.17	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
ING Baring (U.S.) Capital LLC a/k/a Agen Joan M. Chiappe 55 East 52nd Street 32nd Floor New York, NY 10055	-						4,500,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
JPMorgan Chase Bank N/A Karoline Bellum 270 Park Avenue 17th Floor New York, NY 10017	-						33,434,091.88	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
KZH CNC LLC Shan McSweeney 767 fifth Avenue 34th Floor New York, NY 10153	-						13,248,366.41	Unknown
Value \$			Unknown					
Subtotal							64,427,799.46	
(Total of this page)								

Sheet 6 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Lehman Commercial Paper Inc. Andrew Keith 101 Hudson Street 30th Floor Jersey City, NJ 07302	-						28,848,086.69	Unknown
Account No.			Secured Bank Creditor					
Loeb Partners Corporation Robert Grubin 61 Broadway New York, NY 10006	-						5,000,000.00	Unknown
Account No.			Secured Bank Creditor					
Merrill Lynch, Pierce, Fenner & Smith In Sandra Perez-Neuwirth 250 Vesey Street, North Tower 16th Floor New York, NY 10080	-						15,056,515.85	Unknown
Account No.			Secured Bank Creditor					
MFP Investors, LLC Annette Emanuel 51 JFK Parkway 2nd Floor Short Hills, NJ 07078	-						5,000,000.00	Unknown
Account No.			Secured Bank Creditor					
ML CLO XIX Sterling (Cayman) Ltd. Cathy Chambers 13455 Noel Rd. LB # 45 Dallas, TX 75240	-						4,416,122.16	Unknown
Subtotal							58,320,724.70	
(Total of this page)								

Sheet 7 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
ML CLO XV Pilgrim America (Cayman) Ltd. Robert Wilson N/A 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258		-						
			Value \$ Unknown				4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
ML CLO XX Pilgrim America (Cayman) Ltd. Robert Wilson N/A 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258		-						
			Value \$ Unknown				4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
Monarch Partners, LP Joseph Kiely 535 Madison Ave. 7th Floor New York, NY 10022		-						
			Value \$ Unknown				4,421,000.00	Unknown
Account No.			Secured Bank Creditor					
Morgan Stanley Prime Income Trust Kevin Eagan 1221 Avenue of the Americas 22nd Floor New York, NY 10020		-						
			Value \$ Unknown				12,085,747.23	Unknown
Account No.			Secured Bank Creditor					
Natexis Banque Populaires Michael Pellerito 1251 Avenue of the Americas 34th Floor New York, NY 10020		-						
			Value \$ Unknown				6,626,812.41	Unknown

Sheet **8** of **13** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

32,055,018.50

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Nuveen Senior Income Fund Van Dao 180 Grand Avenue Suite 1535 Oakbrook, IL 94612	-						7,231,400.01	Unknown
Account No.			Secured Bank Creditor					
OZ Master Fund, LTD. Susan Rubin 9 West 57th Street 39th Floor New York, NY 10019	-						0.45	Unknown
Account No.			Secured Bank Creditor					
Pacholder High Yield Fund, Inc. Michael J. Laskowski 8044 Montgomery Road Suite 480 Cincinnati, OH 45236	-						2,000,000.00	Unknown
Account No.			Secured Bank Creditor					
Perry Principals, L.L.C. Rick Paige 599 Lexington Avenue 36th Floor New York, NY 10022	-						5,000,000.00	Unknown
Account No.			Secured Bank Creditor					
Pilgrim America High Income Investments Robert Wilson N/A 7337 E Doubletree Road Scottsdale, AZ 85258-2034	-						4,460,729.45	Unknown
Subtotal							18,692,129.91	
(Total of this page)								

Sheet 9 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Pilgrim Prime Rate Trust Robert Wilson 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258-2034		-					8,814,739.15	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
PNC Bank, N.A. Steve McGehrin 1600 Market Street 11th Floor Philadelphia, PA 19103		-					17,891,080.27	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
PW Willow Funds LLC Sam Kim 700 Palisade Ave. Englewood Cliffs, NJ 07632		-					30,061,670.19	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Royal Bank of Canada Andy Williamson One Liberty Plaza 5th Floor New York, NY 10006-1404		-					44,869,744.49	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Sequils-Pilgrim I, Ltd. Robert Wilson N/A 7337 Doubletree Ranch Road Scottsdale, AZ 85258		-					4,751,730.28	Unknown
Value \$			Unknown					
Subtotal							106,388,964.38	
(Total of this page)								

Sheet 10 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re PageNet SMR Sub, Inc., Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Societe Generale, New York Branch Elaine Khalil 1221 Avenue of the Americas New York, NY 10020	-						13,614,819.68	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
SunTrust Bank Kim Evans 200 South Orange Avenue 4th Floor Orlando, FL 32801	-						9,782,098.40	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
The Dai-Ichi Kangyo Bank, Ltd. Katsuya Noto 95 Christopher Columbus Drive Jersey City, NJ 07302	-						9,940,218.62	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
The One Group High Yield Bond Fund Robert Stiles 8044 Montgomery Rd. Suite 480 Cincinnati, OH 45236	-						3,000,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
The Prudential Insurance Company of Amer B. Ross Smead 100 Mulberry Street 7GC4 Newark, NJ 07102-4069	-						8,832,244.31	Unknown
Value \$			Unknown					

Sheet 11 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

45,169,381.01

In re PageNet SMR Sub, Inc.
Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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
Account No.			Secured Bank Creditor					
Toronto Dominion (Texas), Inc. Peter S. Spielman 31 West 52nd Street 18th Floor New York, NY 10016		-					46,933,545.00	Unknown
Account No.			Secured Bank Creditor					
U.S. Bank National Association, f/k/a Fi Peter W. Bakker One Firstar Plaza 7th Floor St. Louis, MO 63101		-					16,567,031.03	Unknown
Account No.			Secured Bank Creditor					
Van Kampen CLO I, Limited N/A Greg White One Parkview Plaza Oakbrook Terrace, IL 60181		-					7,473,238.40	Unknown
Account No.			Secured Bank Creditor					
Van Kampen Prime Rate Income Trust N/A Greg White One Parkview Plaza Oakbrook Terrace, IL 60181		-					556,206.10	Unknown
Account No.			Secured Bank Creditor					
Wayland Investment Fund II, LLC Joseph Deignan 12700 Whitewater Drive Minnetonka, MN 55343		-					29,145,152.59	Unknown
Subtotal							100,675,173.12	
(Total of this page)								

Sheet 12 of 13 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

100,675,173.12

In re PageNet SMR Sub, Inc.,
 Debtor

Case No. 01-47349-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D M A R K E T V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	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	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N I F A N Y
Account No.			Secured Bank Creditor					
Wayland Investment Fund, LLC Joseph Deignan 12700 Whitewater Drive Minnetonka, MN 55343		-					56,305,557.41	Unknown
Account No.								
Account No.								
Account No.								
Account No.								

Sheet **13** of **13** continuation sheets attached to
 Schedule of Creditors Holding Secured Claims

Subtotal
 (Total of this page)

56,305,557.41

Total
 (Report on Summary of Schedules)

1,119,608,750.01