

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
 :
Ampex Data International Corporation, : Case No. 08-11100 (AJG)
 :
 :
Debtor. :
-----X

STATEMENT OF FINANCIAL AFFAIRS

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Attorneys for the Debtors and
Debtors in Possession

These notes (the “Global Notes”) regarding the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “SOFAs”) comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.

1. Management (“Management”) of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) prepared unaudited Schedules pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The information provided herein, except as described herein, is as of the close of business on March 27, 2008. The chapter 11 cases of the Debtors are contemplated to be jointly administered. While Management has made every reasonable effort to ensure that the Debtors’ Schedules are accurate and complete, based upon information that was available to them at the time of preparation, inadvertent errors or omissions may exist and the subsequent receipt of information and/or further review and analysis of the Debtors’ books and records may result in changes to financial data and other information contained in the Schedules. Moreover, because the Schedules contain unaudited information which is subject to further review and potential adjustment, there can be no assurance that these Schedules are complete or accurate.
2. The Debtors reserve the right to amend the Schedules, in all respects as may be necessary or appropriate, including, but not limited to, the right to assert offsets or defenses to, or to dispute, any claim reflected on the Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the Schedules shall constitute a waiver of the Debtors’ rights with respect to these chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.
3. Some of the Debtors’ scheduled assets and liabilities are unknown and unliquidated at this time. In such cases, the amounts are listed as “unknown.” Accordingly, the Schedules may not accurately reflect the aggregate amount of the Debtors’ current assets and liabilities.
4. The preparation of the Schedules and the SOFAs required Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Without prior notice, the Debtors may amend their Schedules as they deem necessary and appropriate to reflect material changes, if any, that arise during the pendency of their chapter 11 cases. In addition, the Debtors reserve the right to dispute or to assert offsets or defenses to any claim listed on the Schedules.
5. Given the differences between the information requested in the Schedules and the financial information utilized under generally accepted accounting principles in the United States (“GAAP”), the aggregate asset values and claim amounts set forth in the Schedules do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.

These Global Notes regarding the Debtors' Schedules and SOFAs comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.

6. The bank account balances listed in the Debtors' Schedule B are net of outstanding negotiables that have been issued by the Debtors but not yet cashed by the recipient of such negotiables.
7. The Letter of Credit listed on Ampex Corporation's ("Ampex") Schedule B, question 3, is secured by a Comerica account held by Ampex Data Systems Corporation ("Data Systems").
8. The information on Trade Show Deposits in Schedule B, question 3, is as of March 28, 2008. These deposits may or may not be refundable.
9. Schedule B, question 5, of Ampex's Schedules lists miscellaneous books, pictures and art objects in the Debtors' offices. To the best of Management's knowledge, the value of these miscellaneous items is *de minimus*.
10. Schedule B of each Debtor's Schedules identifies such Debtor's direct ownership interests in any subsidiary or partnership, but does not list any subsidiary or partnership that the Debtor may own indirectly. Amounts related to the investment in consolidated subsidiaries exclude equity earnings (or losses) because those earnings (or losses) are typically eliminated in consolidation. These equity earnings (or losses) related to investments in consolidated subsidiaries are also excluded from SOFA, question 2.
11. For purposes of Schedule B, question 16, the gross value of accounts receivable has been presented, without taking into account allowances, if any, made by such Debtor for doubtful accounts.
12. With respect to unliquidated debts on Schedule B, question 21, certain Debtors may be entitled to a tax refund with respect to use taxes. However, the relevant taxing authorities do not remit such sums, but rather use them to offset future amounts due.
13. Schedule B, question 21 of Ampex's Schedules lists such Debtor's licensing agreements as contingent and unliquidated property. While Ampex receives income from these agreements, however, the amount of revenue that the Debtor will earn from such licensing agreement cannot be determined prior to a licensee's actual use of the relevant technology or intellectual property.
14. Schedule B, question 21 of Ampex's Schedules lists such Debtor's setoff claim of \$76,168 against NHI Holding Incorporated's ("NHI") unsecured claim against Ampex in the amount of \$108,677, which unsecured claim is listed on Ampex's Schedule F. This claim also constitutes a receivable for purposes of question 16 of Ampex's Schedules and should be incorporated therein by reference.
15. Schedule B, question 25, of Ampex's Schedules includes the value of a motor vehicle owned by Ampex. The value set forth on Ampex's Schedules reflects the cost of such vehicle when new and therefore the scheduled value of such asset may be higher than the current market value of the vehicle.

These Global Notes regarding the Debtors' Schedules and SOFAs comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.

16. The dollar amount of inventory listed in schedule B, question 30, of Data Systems's Schedule reflects gross inventory value and does not include reserves.
17. The balances of the intercompany receivables listed on Schedule B and the intercompany payables listed on Schedule F are as of February 23, 2008, the last month end closing date for such items.
18. The Debtors have not included on Schedule F secured parties that may have an unsecured deficiency claim. Such parties have been listed on Schedule D only.
19. Concurrently herewith, the Debtors have filed a motion seeking authorization to pay certain prepetition obligations for employee wages, salaries, bonuses and other compensation, reimbursable employee expenses and employee medical and similar benefits. Therefore, the Debtors' employees have not been listed on the Debtors' Schedules E. However, if the requested relief is not granted, the Debtors will amend the Schedules accordingly within thirty (30) days of a final order denying such relief.
20. The Debtors have listed only the trustee, rather than individual or beneficial holders, of any public debt instrument described in the Schedules and the SOFAs.
21. The unsecured deficiency claim amount listed on the Schedules E and F as owed to Hillside Capital Incorporated is approximate.
22. For purposes of the Schedules, the Debtors have only scheduled claims and executory contracts for which the Debtors may be contractually and/or directly liable. No claims have been scheduled for a Debtor that may have benefited directly or indirectly from a contractual relationship to which the Debtor was not a named party. No claims or executory contracts have been scheduled where payments to third parties were made on an Debtors' behalf for administrative convenience or as a result of the Debtor's cash management system.
23. For purposes of Schedule F, the Debtors have consolidated the description and estimated amounts associated with five distinct supplemental retiree benefit plans. These plans include (a) that certain Ampex Corporation Early Retirement Supplemental Benefit Plan I, effective January 2, 1982; (b) that certain Ampex Corporation Early Retirement Supplement Plan II, effective January 1, 1983; (c) that certain Supplemental Retirement Plan, dated as of June 27, 1967; (d) that certain Supplemental Retirement Income Plan, effective August 26, 1969, as amended through September 3, 1985; and (e) that certain Signal Supplemental Benefit Plan. Each of these plans were terminated prior to the Petition Date.
24. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed on Schedule G. Certain of the leases and contracts listed

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on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, non-disturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including without limitation, any intercompany agreement) related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. However, each Debtor reserves the right to assert that such agreements constitute executory contracts.

25. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G are hereby reserved and preserved.
26. The Debtors have not included in their responses to SOFA, question 3(c), any payments that may have been made within the past year to entities that were formerly, but are no longer, affiliated with the Debtors, including, but not limited to NHI Holding Incorporated and Sherborne & Company, Incorporated, as such parties are not considered "insiders" for the purposes of SOFA, question 3(c).
27. With respect to question 11 on Ampex's SOFA, the final balance of the checking account with account number ending in "1768" is approximate and the actual final balance may have included additional amounts, such as earned interest.
28. To the best of Management's knowledge, other than publicly available SEC Filings that may have been provided to third parties from time to time, and as listed on SOFA, question 19(d), the Debtors have not issued any financial statements to third parties.
29. With respect to SOFA, questions 20(a) and (b) for Data Systems, inventory is subject to daily cycle counts randomly selected by the Debtors' computer system. The Debtors' personnel with responsibility for reconciling inventory on a monthly basis and with access to inventory and inventory records include Sherri Streeter, Roy Kiser, Patrick Wilson, Bryan Curl, Rich Igo, Kenneth Smith, James Cardle, Sharon Gauld, Ronald Mares, Karen LeBron, Frank Papish, and Stephen Bell at the Debtors' office located at 1819 South Murray Boulevard, Colorado Springs, Colorado 80916, and Wai Wong, Michael Boots, Gary Rexroat, David

These Global Notes regarding the Debtors' Schedules and SOFAs comprise an integral part of the Schedules and SOFAs and should be referred to and considered in connection with any review of them.

Baldwin, John Muniz, and Dominic D'Acqisto at the Debtors' office located at 1228 Douglas Avenue, Redwood City, California 94063.

30. With respect to SOFA, question 21, Value Vest Management Company II, LLC, is the investment manager and sole shareholder of Value Vest Concentration Master Fund, Ltd. (the "**Investment Manager**"). Mark B. Bakar is the managing member and owner of 50% of the membership interests in the Investment Manager, and David Cariani is the managing member and owner of 50% of the membership interests in Investment Manager.
31. Craig L. McKibben is a director and executive officer of Ampex. Mr. McKibben has disclaimed beneficial ownership of certain shares shown in the SOFA, question 21 for purposes of Sections 13(d), 13(g) and 16 of the Exchange Act, or otherwise. Mr. McKibben currently serves as the sole administrator of the Ampex Retirement Master Trust (the "**Ampex Trust**") and, accordingly, he may be deemed to own beneficially all shares of common stock beneficially owned by such trust. However, he has no pecuniary interest in or voting power over the shares held by the Ampex Trust.
32. The Debtors and their agents, attorneys and financial advisors do not guarantee or warrant the accuracy, completeness, or currentness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys and financial advisors are advised of the possibility of such damages.

UNITED STATES BANKRUPTCY COURT

In re: Ampex Data International Corporation,
Debtor

Case No. 08-11100
(if known)

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 and 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

SOURCE

- a. \$2,387.00 of revenue for the year 2008 has thus far been derived from operations.
- b. \$669,291.31 of revenue for the year 2007 derived from operations.
- c. \$1,505,757.74 of revenue for the year 2006 derived from operations.

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, 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

Complete a. or b., as appropriate, and c.

- None 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 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 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

- 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 \$5,475. 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/
TRANSFERSAMOUNT PAID OR
VALUE OF
TRANSFERSAMOUNT
STILL
OWING

- 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 DEBTORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT
STILL OWING

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
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- 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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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 a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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Payments related to professional services rendered to the Debtors in connection with the commencement of their chapter 11 cases have been made on a consolidated basis by Ampex Corporation.

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	DATE OF SETOFF	AMOUNT OF SETOFF
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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 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
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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 OF 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	COMPLETE EMPLOYER IDENTIFICATION NUMBER	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
Craig L. McKibben 135 East 57 th Street New York, NY 10022	March 30, 2006 - March 30, 2008
Ramon C. H. Venema 1228 Douglas Avenue Redwood City, California 94063-3117	March 30, 2006 - March 30, 2008

- None b. List all firms or individuals who within **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
BDO Seidman, LLP	50 West San Fernando Street Suite 200 San Jose, CA 95113	March 30, 2006 - March 30, 2008

- 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
Ampex Corporation	1228 Douglas Avenue Redwood City, CA 94063-3117

- 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
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Pursuant to the requirements of the Securities Exchange Act of 1934, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, Ampex Corporation, ultimate parent of the Debtor, prepares and files with the Securities and Exchange Commission (the "**SEC**") Form 8-K Special Reports, Form 10-Q Quarterly Reports and Form 10-K Annual Reports (collectively, the "**SEC Filings**"). The SEC Filings contain consolidated financial information relating to the Debtor and its affiliates. Because the SEC Filings are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC filings from the SEC or the Debtor.

In the ordinary course, the Debtor may have provided financial information to banks, customers, suppliers and ratings agencies.

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 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
Ampex Data Systems Corporation	1228 Douglas Avenue Redwood City, California 94063-3117	Parent Corporation 100%
Ampex Corporation	1228 Douglas Avenue Redwood City, California 94063-3117	Parent Corporation 100% of Ampex Data Systems Corporation
Value Vest Concentration Master Fund, Ltd.; Value Vest Management Company II, LLC; Mark B. Bakar; David Cariani	Queensgate House 113 South Church Street P.O. Box 1234 George Town, Grand Cayman, Cayman Islands	Stockholder 13.4% of Ampex Corporation
Edward J. Bramson	c/o Sherborne & Company Incorporated 135 East 57th Street 32nd Floor New York, New York 10022	Stockholder 6.4% of Ampex Corporation
Gruber & McBaine Capital Management, LLC	50 Osgood Place Penthouse San Francisco, California 94133	Stockholder 7.5% of Ampex Corporation
Craig L. McKibben	c/o Sherborne & Company Incorporated 135 East 57th Street 32nd Floor New York, New York 10022	Stockholder 5.3% of Ampex Corporation

The following individuals are directors and officers of Ampex Data International Corporation:

Directors:

Lawrence Chiarella

Craig L. McKibben

D. Gordon Strickland

Joel D. Talcott

Officers:

D. Gordon Strickland	Chairman of the Board
Lawrence Chiarella	President
Craig L. McKibben	Vice President and Treasurer
Ramon C.H. Venema	Vice President, Assistant Treasury, and Assistant Secretary
Joel D. Talcott	Vice President and Secretary

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
Robert L. Atchison 155 Wildwood Way Woodside, CA 94062	President	March 7, 2008

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)
Ampex Corporation	13-3667696

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 CONCERNING AMPEX DATA INTERNATIONAL CORPORATION'S
STATEMENT OF FINANCIAL AFFAIRS**

Declaration Under Penalty Of Perjury On Behalf of Ampex Data International Corporation

I, an authorized signatory on behalf of Ampex Data International Corporation, declare under penalty of perjury that I have read the foregoing Statement of Financial Affairs and that such statement has been prepared under my direct supervision, based upon a review of the business records kept by the Ampex Data International Corporation in the ordinary course of business that were available to the Debtors, and based upon the foregoing, and upon the reservation of rights in the Global Notes annexed hereto and subject to further amendments as may be required, is true and correct to the best of my knowledge, information and belief.

Date: March 30, 2008

AMPEX DATA INTERNATIONAL CORPORATION

By: /s/ D. Gordon Strickland
D. Gordon Strickland
Chairman of the Board

*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.*