

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

DDMG Estate, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 12-12568 (BLS)

(Jointly Administered)

Objection Deadline: April 17, 2013 at 4:00 p.m.

Hearing Date: April 24, 2013 at 1:00 p.m.

**MOTION FOR ENTRY OF AN ORDER FURTHER EXTENDING THE  
EXCLUSIVITY PERIODS TO FILE A CHAPTER 11 PLAN AND SOLICIT  
ACCEPTANCES PURSUANT TO SECTION 1121 OF THE BANKRUPTCY CODE**

The debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) hereby submit this motion (the “Motion”) for the entry of an order (the “Order”) extending, pursuant to section 1121(d) of Title 11 of the United States Code (the “Bankruptcy Code”), the periods established in sections 1121(c)(2) and 1121(c)(3) of the Bankruptcy Code, within which only the Debtors may file a plan of reorganization and obtain acceptances of the plan of reorganization (the “Exclusivity Periods”) by a period of approximately ninety (90) days.

In support of the Motion, the Debtors respectfully state as follows:

**JURISDICTION**

1. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding as defined in 28 U.S.C. § 157(b)(2).

<sup>1</sup> The Debtors in these proceedings and the last four digits of each Debtor’s federal or foreign taxpayer identification number, if any, are as follows: D2 Software, Inc. (5602); DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (8392); DDI Estate (6275); DDInt Estate (9344); DDMG Estate (9505); DDPI Estate (5757); DDPVC Estate (6450); DDSG Estate (4526); DDT Estate (6809); DDMI Estate (2113); Tradition Studios, Inc. (4883); Tembo Productions, Inc. (7634). The Debtors’ mailing address is 10250 SW Village Parkway, Port St. Lucie, Florida 34987.



## **BACKGROUND**

2. On September 11, 2012 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases (the "Chapter 11 Cases") are being jointly administered for procedural purposes only. The Debtors are operating their business and managing their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner in these Chapter 11 Cases.

3. The Debtors and their affiliates (collectively, the "Company") were leading providers of computer-generated imagery animation and digital visual effects for major motion picture movie studios and advertisers, and also operated, in partnership with Florida State University, an educational institute that offered programs in traditional motion picture arts and technical animation and special effects skills.

4. The factual background regarding the Debtors, including their current and historical business operations and the events precipitating their chapter 11 filings, is set forth in detail in the *Declaration of Michael Katzenstein in Support of First Day Motions* [Docket No. 3] filed on September 11, 2012.

5. On September 18, 2012, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Committee").

6. On January 8, 2013, the Debtors filed the *Motion for Entry of an Order Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 773]. On February 5, 2013, the Court entered the *Order Granting Debtors' Motion for Entry of an Order Extending the Exclusivity Periods to*

*File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code* [Docket No. 829] (the “Extension Order”). Pursuant to the Extension Order, the Debtors’ current Exclusivity Period for proposing a plan expires April 9, 2013 and the Debtors’ current Exclusivity Period for obtaining acceptances of a proposed plan expires June 3, 2013.

**RELIEF REQUESTED**

7. By this Motion, the Debtors respectfully request that this Court, pursuant to section 1121(d) of the Bankruptcy Code, further extend the Exclusivity Period for filing a plan through and including July 8, 2013 and through and including September 3, 2013 for obtaining acceptances of a plan.

**BASIS FOR RELIEF REQUESTED**

8. Section 1121(d) of the Bankruptcy Code grants this Court authority to extend the Exclusivity Periods “for cause” after notice and a hearing. Although the term “cause” is not defined by the Bankruptcy Code, the legislative history indicates that it is to be viewed flexibly “in order to allow the debtor to reach an agreement.” H.R. Rep. No. 95 95th Cong., 1st Sess. 232 (1997), *see also, In re McLean Indus., Inc.*, 87 B.R. 830, 833 (Bankr. S.D.N.Y. 1987) (quoting H.R. Rep. No. 595, 95th Cong., 2d Sess. 231 (1978), *reprinted in* 1978, U.S.C.C.A.N. 5963, 6190) and *In re Public Serv. Co. of New Hampshire*, 88 B.R. 521, 534 (Bankr. D.N.H. 1988) (“[T]he legislative intent . . . [is] to promote maximum flexibility.”).

9. To facilitate this legislative intent, a debtor should be given a reasonable opportunity to negotiate an acceptable plan with creditors and to prepare adequate financial and non-financial information concerning the ramifications of any proposed plan for disclosure to creditors. *See, e.g., In re McLean Indus., Inc.*, 87 B.R. at 833-34; *In re Texaco Inc.*, 76 B.R. 322, 327 (Bankr. S.D.N.Y. 1987).

10. The decision to extend a debtor's exclusive period is committed to the sound discretion of the bankruptcy court, based upon the facts and circumstances of each particular case. *See, e.g., First American Bank of New York v. Southwest Gloves & Safety Equip., Inc.*, 64 B.R. 963, 965 (D. Del. 1986). Courts examine a number of factors to determine whether "cause" exists to extend the Exclusivity Periods. These factors include the following:

- (a) the size and complexity of the case;
- (b) the existence of good faith progress;
- (c) the necessity of sufficient time to negotiate and prepare adequate information;
- (d) whether creditors are prejudiced by the extension;
- (e) whether the debtor is paying its debts as they become due;
- (f) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (g) whether the debtor has made progress negotiating with creditors;
- (h) the length of time a case had been pending;
- (i) whether the debtor is seeking an extension to pressure creditors; and
- (j) whether or not unresolved contingencies exist.

*See McLean Indus.*, 87 B.R. at 834.

**A. Cause Exists for an Extension of the Debtors' Exclusivity Periods**

11. The Debtors submit that sufficient "cause" exists in these Chapter 11 Cases for extending the Exclusivity Periods as requested in this Motion, as several of the above-noted factors are present. First, these Chapter 11 Cases are complex, involving, among other things, contested sales of ongoing business units in the United States and Canada, the resolution

of disputed intellectual property rights, and contentious global settlements among various interested parties.

12. Despite the large and complex nature of these Chapter 11 Cases, and while these Chapter 11 Cases have only been pending for seven months, the Debtors have successfully liquidated the vast majority of their non-litigation assets. Specifically, the Debtors have sold (i) their ongoing California and Vancouver visual effects business operations, (ii) the majority of their intellectual property in 2-dimensional to 3-dimensional stereoscopic conversion technology, and (iii) the bulk of their personal property located in Florida. Accordingly, the Debtors have been reduced to a liquidating shell company and are working with, among other parties, the Committee, to investigate various potential causes of actions that are property of the estate.

13. Under the circumstances, good cause exists for the requested extensions. The requested additional time will permit the Debtors to finalize their ongoing litigation investigations and conclude the winding up of the Debtors' affairs. In light of the relative short time that these Chapter 11 Cases have been pending and the myriad of pressing matters with which the Debtors have had to deal with, including attending to the appeal of the sale of the Debtors' intellectual property, the Debtors have not had sufficient time to prepare a plan or the adequate disclosures to accompany a plan. The Debtors are not seeking an extension of time to pressure the creditors, but to resolve pending matters and to continue to evaluate available options relating to the resolution of these Chapter 11 Cases. Although the Debtors would prefer to resolve these Chapter 11 Cases pursuant to a confirmed plan on a consensual basis with all of the parties in interest, the Debtors are uncertain whether certain critical parties in interest will support this course of action. Accordingly, the Debtors seek an extension to, among other

things, continue negotiations with parties in interest regarding a consensual resolution of these Chapter 11 Cases. Furthermore, the Committee supports the relief requested herein.

14. At this time, it is appropriate for the Debtors to continue exclusivity. Accordingly, by this Motion, the Debtors seek to extend their Exclusive Periods for an additional ninety (90) days, without prejudice to the Debtors' rights to request further extensions. The Debtors submit that the extension is reasonable and appropriate under the circumstances and should be granted as being in the best interests of the Debtors' estates, their creditors, and all other parties in interest.

**NOTICE**

15. Notice of this Motion has been given to the following parties: (i) the Office of the United States Trustee; (ii) counsel to the DIP Lenders; (iii) counsel to the DIP Agent and Senior Notes Agent; (iv) counsel to the Committee; and (v) those persons who have requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice be given.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

**WHEREFORE**, the Debtors respectfully request the entry of an order, substantially in the form attached hereto, extending the Exclusivity Period for filing a plan through and including July 8, 2013 and the Exclusivity Period for solicitation of a plan through and including September 3, 2013, and for such other and further relief as this Court deems appropriate.

Dated: April 3, 2013

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

Debra I. Grassgreen (CA Bar No. 169978)

Robert J. Feinstein (NY Bar No. RF-2836)

Timothy P. Cairns (DE Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: dgrassgreen@pszjlaw.com

rfeinstein@pszjlaw.com

tcairns@pszjlaw.com

Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

DDMG Estate, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 12-12568 (BLS)

(Jointly Administered)

Objection Deadline: April 17, 2013 at 4:00 p.m.

Hearing Date: April 24, 2013 at 1:00 p.m.

**NOTICE OF DEBTORS' SECOND MOTION FOR ENTRY OF AN  
ORDER FURTHER EXTENDING THE EXCLUSIVITY PERIODS  
TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES  
PURSUANT TO SECTION 1121 OF THE BANKRUPTCY CODE**

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TO: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the Debtors' prepetition and postpetition lenders; and (d) those parties who have requested notice pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE NOTICE** that on April 3, 2013, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Second Motion for Entry of an Order Further Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court"). A copy of the Motion is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **April 17, 2013 at 4:00 p.m. (Eastern Time)**.

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<sup>1</sup> The Debtors in these proceedings and the last four digits of each Debtor's federal or foreign taxpayer identification number, if any, are as follows: D2 Software, Inc. (5602); DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (8392); DDI Estate (6275); DDInt Estate (9344); DDMG Estate (9505); DDPI Estate (5757); DDPVC Estate (6450); DDSG Estate (4526); DDT Estate (6809); DDMI Estate (2113); Tradition Studios, Inc. (4883); Tembo Productions, Inc. (7634). The Debtors' mailing address is 10250 SW Village Parkway, Port St. Lucie, Florida 34987.



**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) counsel to the Debtors: (a) Pachulski Stang Ziehl & Jones LLP, 150 California Street, 15th Floor, San Francisco, California 94111, Attn: Debra I. Grassgreen, Esq., (b) Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 36th Floor, New York, New York 10017, Attn: Robert J. Feinstein, Esq., and (c) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Timothy P. Cairns, Esq.; (ii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 N. King Street, Suite 2207, Lock Box 35, Wilmington, DE 19801, Attn: Richard Schepacarter, Esq.; (iii) counsel to the DIP Lenders and the Senior Notes Agent: (a) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022 Attn: Adam Harris, Esq. and David Hillman, Esq., and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801, Attn: Adam G. Landis, Esq; and (iv) counsel to the Official Committee of Unsecured Creditors: (a) Brown Rudnick LLP, Seven Times Square, New York, NY 10036, Attn: Jeffrey Schwartz, Esq. and Bennett Silverberg, Esq., and (b) Sullivan Hazeltine Allinson LLC, 901 Market St., Suite 1300, Wilmington, DE 19801, Attn: William D. Sullivan, Esq.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD BEFORE THE HONORABLE BRENDAN L. SHANNON, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 1, WILMINGTON DELAWARE 19801 ON APRIL 24, 2013 AT 1:00 P.M. (EASTERN TIME).**

Dated: April 3, 2013

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

Debra I. Grassgreen (CA Bar No. 169978)

Robert J. Feinstein (NY Bar No. RF-2836)

Timothy P. Cairns (DE Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: [dgrassgreen@pszjlaw.com](mailto:dgrassgreen@pszjlaw.com)

[rfeinstein@pszjlaw.com](mailto:rfeinstein@pszjlaw.com)

[tcairns@pszjlaw.com](mailto:tcairns@pszjlaw.com)

Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

DDMG Estate, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 12-12568 (BLS)

(Jointly Administered)

Related to Docket No. \_\_\_\_\_

**ORDER GRANTING DEBTORS' SECOND MOTION FOR ENTRY OF  
AN ORDER EXTENDING THE EXCLUSIVITY PERIODS TO FILE A  
CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES PURSUANT  
TO SECTION 1121 OF THE BANKRUPTCY CODE**

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Upon consideration of the Debtors' *Second Motion for Entry of an Order Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"), and it appearing that the relief requested by the Motion is in the best interest of the Debtors' estates, their creditors, and all other parties-in-interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and adequate notice of the Motion having been given under the circumstances and no other or further notice need be provided; and

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<sup>1</sup> The Debtors in these proceedings and the last four digits of each Debtor's federal or foreign taxpayer identification number, if any, are as follows: D2 Software, Inc. (5602); DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (8392); DDI Estate (6275); DDInt Estate (9344); DDMG Estate (9505); DDPI Estate (5757); DDPVC Estate (6450); DDSG Estate (4526); DDT Estate (6809); DDMI Estate (2113); Tradition Studios, Inc. (4883); Tembo Productions, Inc. (7634). The Debtors' mailing address is 10250 SW Village Parkway, Port St. Lucie, Florida 34987.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. Pursuant to sections 1121(c)(2) and 1121(d) of the Bankruptcy Code, no parties, other than the Debtors, may file any plan during the period from the date hereof through and including July 8, 2013.
3. Pursuant to sections 1121(c)(3) and 1121(d) of the Bankruptcy Code, no parties, other than the Debtors, may solicit votes to accept a proposed plan filed with this Court from the date hereof through and including September 3, 2013.
4. The extension of the Exclusivity Periods shall be without prejudice to Debtors requesting further such extensions.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Date: \_\_\_\_\_, 2013

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THE HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

DDMG Estate, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 12-12568 (BLS)  
(Jointly Administered)

**CERTIFICATE OF SERVICE**

I, Timothy P. Cairns, hereby certify that on the 3<sup>rd</sup> day of April, 2013, I caused a copy of the following document(s) to be served on the individuals on the attached service list(s), in the manner indicated thereon:

**NOTICE OF;**

**MOTION FOR ENTRY OF AN ORDER FURTHER EXTENDING THE EXCLUSIVITY PERIODS TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES PURSUANT TO SECTION 1121 OF THE BANKRUPTCY CODE;**

**ORDER GRANTING DEBTORS' SECOND MOTION FOR ENTRY OF AN ORDER FURTHER EXTENDING THE EXCLUSIVITY PERIODS TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES PURSUANT TO SECTION 1121 OF THE BANKRUPTCY CODE.**

*/s/ Timothy P. Cairns*

\_\_\_\_\_  
Timothy P. Cairns (Bar No. 4228)

<sup>1</sup> The Debtors in these proceedings and the last four digits of each Debtor's federal or foreign taxpayer identification number, if any, are as follows: D2 Software, Inc. (5602); DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (8392); DDI Estate (6275); DDInt Estate. (9344); DDMG Estate (9505); DDPI Estate (5757); DDPVC Estate (6450); DDSG Estate (4526); DDT Estate (6809); DDMI Estate (2113); Tradition Studios, Inc. (4883); Tembo Productions, Inc. (7634). The Debtors' mailing address is 10250 SW Village Parkway, Port St. Lucie, Florida 34987.

**Digital Domain Media Group, Inc., et al**  
**2002 First Class Service List**

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*(Counsel to Digital Domain Media Group, Inc., et al.)*

Timothy P. Cairns, Esquire  
Pachulski Stang Ziehl & Jones LLP  
919 N Market Street, 17th Floor  
Wilmington, DE 19801

**INTEROFFICE MAIL**

*(Counsel to Digital Domain Media Group, Inc., et al.)*

Debra I. Grassgreen, Esquire  
Maxim B. Litvak, Esquire  
Joshua M. Fried, Esquire  
Pachulski Stang Ziehl & Jones LLP  
150 California Street, 15th Floor  
San Francisco, CA 94111-4500

**INTEROFFICE MAIL**

*(Counsel to Digital Domain Media Group, Inc., et al.)*

Robert J. Feinstein, Esquire  
Maria Bove, Esquire  
Jason H. Rosell, Esquire  
Pachulski Stang Ziehl & Jones LLP  
780 Third Avenue, 36th Floor  
New York, NY 10017-2024

**Hand Delivery**

*(United States Trustee)*  
Richard Schepacarter, Esquire  
Office of the United States Trustee  
844 King Street, Suite 2207  
J. Caleb Boggs Federal Building  
Wilmington, DE 19801

**Hand Delivery**

*(United States Attorney)*  
Ellen Slights, Esquire  
US Attorney for Delaware  
US Attorney's Office  
1007 Orange Street, Suite 700  
PO Box 2046  
Wilmington, DE 19899-2046

**Hand Delivery**

*(Counsel to the DIP Agent)*  
Brett D. Fallon, Esquire  
Morris James LLP  
500 Delaware Avenue, Suite 1500  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to the DIP, et al.)*  
Adam G. Landis, Esquire  
Kerri K. Mumford, Esquire  
Jeffery R. Drobish, Esquire  
Landis Rath & Cobb LLP  
919 Market Street, Suite 1800  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Oddlot Entertainment, LLC; Summit Entertainment, LLC)*  
Michael R. Nestor, Esquire  
Kara Hammond Coyle, Esquire  
Young Conaway Stargatt & Taylor, LLP  
1000 N. King Street  
Rodney Square  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to PBC Digital Holdings, LLC, et al.)*  
Dennis A. Meloro, Esquire  
Greenberg Traurig, LLP  
1007 N. Orange Street, Suite 1200  
The Nemours Building  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Comvest Capital II, L.P.)*

Mark D. Collins, Esquire  
Paul N. Heath, Esquire  
Amanda R. Steele, Esquire  
Richards, Layton & Finger, P.A.  
920 N. King Street  
One Rodney Square  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Technicolor Creative Services*

*USA, Inc. and its affiliates)*  
William P. Bowden, Esquire  
Ricardo Palacio, Esquire  
Gregory A. Taylor, Esquire  
Ashby & Geddes, P.A.  
500 Delaware Avenue, 8th Floor  
PO Box 1150  
Wilmington, DE 19899-1150

**Hand Delivery**

*(Counsel to Avere Systems, Inc.)*

Peter J. Duhig, Esquire  
Buchanan Ingersoll & Rooney PC  
1105 N Market Street, Suite 1900  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to the Official Committee*

*of Unsecured Creditors)*  
William D. Sullivan, Esquire  
Seth S. Brostoff, Esquire  
Sullivan Hazeltine Allinson LLC  
901 N. Market Street, Suite 1300  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to the Disney Entities; Marvel*

*Entities)*  
Theresa V. Brown-Edwards, Esquire  
R. Stephen McNeill, Esquire  
Potter Anderson & Corroon LLP  
1313 N. Market Street, 6th Floor  
Hercules Plaza, PO Box 951  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Bell Technologies, Inc.)*

Howard A. Cohen, Esquire  
Drinker Biddle & Reath LLP  
1100 N. Market Street, Suite 1000  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to City of Port St. Lucie, Florida)*

Stephen W. Spence, Esquire  
Phillips, Goldman & Spence, P.A.  
1200 N. Broom Street  
Wilmington, DE 19806

**Hand Delivery**

*(Counsel to PBC Digital Holdings, LLC, et*

*al.)*  
Scott D. Cousins, Esquire  
William E. Chipman, Jr, Esquire  
Ann M. Kashishian, Esquire  
Cousins Chipman & Brown, LLP  
1007 N. Orange Street, Suiet 1110  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Beijing Galloping Horse Media*

*Co., et al.)*  
Ericka F. Johnson, Esquire  
Womble Carlyle Sandridge & Rice, LLP  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Beijing Galloping Horse Media*

*Co., et al.)*  
Michael G. Busenkell, Esquire  
Gellert Scali Busenkell & Brown, LLC  
913 N. Market Street, 10th Floor  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to Peter Steel)*

Christopher D. Loizides, Esquire  
Loizides, P.A.  
1225 King Street, Suite 800  
Wilmington, DE 19801

**Hand Delivery**

*(Counsel to RealD Inc.)*

J. Cory Falgowski, Esquire  
Reed Smith LLP  
1201 N. Market Street, Suite 1500  
Wilmington, DE 19801

**First Class Mail**

)  
Internal Revenue Service  
PO Box 7346  
Philadelphia, PA 19101-7346

**First Class Mail**

)  
Michael A. Berman, Esquire  
Office of General Counsel-Bankruptcy  
Securities & Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

**First Class Mail**

)  
Secretary of Treasury  
15th & Pennsylvania Avenue, N.W.  
Washington, DC 20220

**First Class Mail**

)  
Delaware Secretary of Treasury  
DE Secretary of Treasury  
820 Silver Lake Boulevard, Suite 100  
Dover, DE 19904

**First Class Mail**

)  
Secretary of State  
Department of State, Division of  
Corporations  
PO Box 898  
Dover, DE 19903

**First Class Mail**

*(Counsel to the DIP Agent)*  
George W. Shuster, Jr., Esquire  
Wilmer Cutler Pickering Hale and Dorr LLP  
250 Greenwich Street  
7 World Trade Center  
New York, NY 10007

**First Class Mail**

*(Counsel to the DIP Lenders)*  
Adam Harris, Esquire  
David Hillman, Esquire  
Karen Park, Esquire  
Neil S. Begley, Esquire  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022

**First Class Mail**

)  
George S. Canellos  
Regional Director  
Securities & Exchange Commission, New  
York Regional Office  
3 World Financial Center, Suite 400  
New York, NY 10281-1022

**First Class Mail**

*(Counsel to Riverside Claims LLC)*  
Neil Herskowitz, Esquire  
Riverside Claims LLC  
PO Box 626  
Planetarium Station  
New York, NY 10024



**First Class Mail**

*(Counsel to PBC Digital Holdings, LLC, et al.)*

Joseph P. Davis, III, Esquire  
Greenberg Traurig, LLP  
One International Place  
Boston, MA 02110

**First Class Mail**

*(Counsel to PBC Digital Holdings, LLC, et al.)*

Nancy A. Mitchell, Esquire  
Greenberg Traurig, LLP  
200 Park Avenue  
MetLife Building  
New York, NY 10166

**First Class Mail**

*(Counsel to PBC Digital Holdings, LLC, et al.)*

Paul J. Keenan, Jr., Esquire  
Greenberg Traurig, LLP  
1221 Brickell Avenue  
Miami, FL 33131

**First Class Mail**

)  
Joseph A. Eisenberg P.C.  
Jeffer Mangels Butler & Mitchell LLP  
1900 Avenue of the Stars, 7th Floor  
Los Angeles, CA 90067

**First Class Mail**

*(Counsel to Comvest Capital II, L.P.)*  
Randall L. Klein, Esquire  
Prisca Kim, Esquire  
Goldberg Kohn Ltd.  
55 E. Monroe Street, Suite 3300  
Chicago, IL 60603-5792

**First Class Mail**

*(Counsel to Technicolor Creative Services USA, Inc. and its affiliates)*

G. Larry Engel, Esquire  
Vincent J. Novak, Esquire  
Kristin A. Hiensch, Esquire  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105-2482

**First Class Mail**

*(Counsel to Oracle America, Inc.)*  
Shawn M. Christianson, Esquire  
Buchalter Nemer, A Professional Corporation  
55 Second Street, 17th Floor  
San Francisco, CA 94105-3493

**First Class Mail**

*(Counsel to Landlord, Richlar Partnership)*  
Mitchell C. Regenstreif, Esquire  
Liner Grode Stein Yankelevitz Sunshine  
Regenstreif & Taylor LLP  
1100 Glendon Avenue, 14th Floor  
Los Angeles, CA 90024

**First Class Mail**

*(Counsel to the Official Committee of Unsecured Creditors)*  
H. Jeffrey Schwartz, Esquire  
Bennett Silverberg, Esquire  
Laura F. Weiss, Esquire  
Brown Rudnick LLP  
Seven Times Square  
New York, NY 10036

**First Class Mail**

*(Counsel to the Disney Entities; Marvel Entities)*  
Lisa Hill Fenning, Esquire  
Harry E. Garner, Esquire  
Arnold & Porter LLP  
777 S. Figueroa Street, 44th Floor  
Los Angeles, CA 90017-5844

**First Class Mail**

*(Counsel to Bell Technologies, Inc.)*  
Robert E. Gibson, Esquire  
3480 W. Warner Avenue, Suite P  
Santa Ana, CA 92704

**First Class Mail**

*(Counsel to City of Port St. Lucie, Florida)*  
Sean T. Cork, Esquire  
Squire, Sanders & Dempsey (US) LLP  
200 South Biscayne Blvd, Suite 4100  
Miami, FL 33131

**First Class Mail**

*(Counsel to Oracle America, Inc.)*  
Amish R. Doshi, Esquire  
Magnozzi & Kye, LLP  
23 Green Street, Suite 302  
Huntington, NY 11743

**First Class Mail**

*(Counsel to The Presidio Trust)*  
Theodore Griffinger, Esquire  
Stein & Lubin LLP  
600 Montgomery Street, 14th Floor  
San Francisco, CA 94111

**First Class Mail**

*(Counsel to Iron Mountain Information Management, Inc.)*  
Joseph Corrigan, Esquire  
Iron Mountain Information Management,  
Inc.  
745 Atlantic Avenue, 10th Floor  
Boston, MA 02111

**First Class Mail**

*(Counsel to Beijing Galloping Horse Media Co., et al.)*  
My Chi To, Esquire  
Michael Diz, Esquire  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, NY 10022

**First Class Mail**

*(Counsel to Oddlot Entertainment, LLC)*  
Josef S. Athanas, Esquire  
Latham & Watkins LLP  
233 South Wacker Drive  
Sears Tower, Suite 5800  
Chicago, IL 60606

**First Class Mail**

*(Counsel to Edwin C. Lunsford, Keith ("Casey") L. Cummings, John W. Kluge, Jr., Jeffery Lunsford, and Kaleil Isaza Tuzman)*  
Gregory A. Markel, Esquire  
Peter Friedman, Esquire  
Peter Isajiw, Esquire  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281

**First Class Mail**

*(Counsel to RealD Inc.)*  
Eric A. Schaffer, Esquire  
Reed Smith LLP  
225 5th Avenue  
Reed Smith Centre  
Pittsburgh, PA 15222-2719

**First Class Mail**

*(Counsel to RealD Inc.)*  
Jeffrey M. Reisner, Esquire  
Irell & Manella LLP  
840 Newport Center Drive, Suite 400  
Newport Beach, CA 92660-6324

**Foreign First Class Mail**

*(Counsel to Department of Justice Canada)*  
Neva Beckie, Esquire  
British Columbia Regional Office  
Department of Justice Canada  
900 - 840 Howe Street  
Vancouver, BC V6Z 2S9  
CANADA

**Foreign First Class Mail**

*(Counsel to of Attorney General - Legal  
Services Branch)*

Aaron Welch, Esquire

Attorney General - Legal Services Branch

PO Box 9289 Stn Prov Govt

Victoria, BC V8W 9J7

CANADA