

**HEARING DATE AND TIME: November 9, 2021 at 10:00 a.m. (Eastern time)**  
**OBJECTION DEADLINE DATE AND TIME: November 2, 2021 at 4:00 p.m. (Eastern time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
: Chapter 7  
:  
HELIOS AND MATHESON ANALYTICS : Case Nos. 20-10242-dsj  
INC., *et al.*,<sup>1</sup> :  
: (Jointly Administered)  
Debtors. :  
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**NOTICE OF REMOTE HEARING ON TRUSTEE’S MOTION FOR ORDER:  
(A) APPROVING ASSET PURCHASE AGREEMENT FOR THE SALE OF ASSETS  
OF MOVIEPASS, INC.; (B) APPROVING SALE PROCEDURES AND  
GRANTING RELATED RELIEF, INCLUDING A BREAK-UP FEE AND  
EXPENSE REIMBURSEMENT; (C) APPROVING THE FORM AND MANNER  
OF NOTICE; AND (D) GRANTING OTHER RELATED RELIEF**

**PLEASE TAKE NOTICE** that on **November 9, 2021, at 10:00 a.m., prevailing Eastern time**, a hearing will be held (the “*Hearing*”) before The Honorable David S. Jones, United States Bankruptcy Judge, to consider the Motion of Alan Nisselson (“*Trustee*”), for the entry of an Order (a) approving the Agreement of Sale between the Trustee as seller, and PreTechnology Inc. (“*Purchaser*”), for the sale of certain assets of MoviePass (“*Asset Purchase Agreement*” or “*APA*”); (b) approving sale procedures and granting related relief, including a break-up fee and expense reimbursement to the Purchaser if the Trustee receives and closes a sale of the assets for a higher or better offer; (c) approving the form and manner of notice (“*Notice*”); and (d) granting other related relief.

<sup>1</sup> The Debtors in the jointly administered Chapter 7 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: Helios and Matheson Analytics, Inc., a/k/a MovieFone (9913), Zone Technologies, Inc., a/k/a Red Zone, a/k/a Zone Intelligence, (5124), and MoviePass, Inc. (9893).



**PLEASE TAKE FURTHER NOTICE** that the Court is not holding in-person hearings at this time; **the Hearing will be conducted using Zoom for Government**. Parties and counsel wishing to participate in the Hearing using Zoom for Government, whether making a “live” or “listen only” appearance before the Court, must make an eCourtAppearance through the Bankruptcy Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) (“**Website**”). Appearances through eCourtAppearance must be made **by no later than by 4:00 p.m. on the business day before the Hearing** (the “**Appearance Reservation Deadline**”). After the Appearance Reservation Deadline, parties and counsel making a timely eCourtAppearance will receive via email from the Court an invitation to participate in the Hearing through Outlook. Outlook invitation requests will **not** be made by emailing the Court. For more information, parties and counsel are referred to the two tabs on Bankruptcy Judge Jones’ Chambers page on the Court’s Website labeled: “Zoom Hearings” and “eCourtAppearances.” Click on the eCourtAppearances tab to make your appearance for the Hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion and exhibits may be obtained by: (i) accessing the Bankruptcy Court’s Website, (ii) contacting the Office of the Clerk of the Bankruptcy Court at One Bowling Green, New York, New York 10004, or (iii) contacting the undersigned attorneys for the Trustee. Note that a PACER password is required to access documents on the Bankruptcy Court’s website.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Motion must be in writing, state in detail the reasons therefor, and filed on the docket of this case utilizing the Bankruptcy Court’s Electronic Case Filing system (for which a PACER password is required), with copies delivered to Bankruptcy Judge Jones’ Chambers, and served upon: (i) Windels Marx Lane & Mittendorf, LLP, counsel for the Trustee, 156 West 56th Street, New York, New York 10019, Attn: Alan Nisselson, Esq. ([anisselson@windelsmarx.com](mailto:anisselson@windelsmarx.com)) and Leslie S. Barr, Esq. ([lbarr@windelsmarx.com](mailto:lbarr@windelsmarx.com)); and (ii) Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Greg Zipes, Esq. ([Greg.Zipes@usdoj.gov](mailto:Greg.Zipes@usdoj.gov)), so that they are **filed and actually received by all of them not later than 4:00 p.m. on November 2, 2021 (prevailing Eastern Time)**. The Bankruptcy Court will only consider timely filed and served objections at the Hearing. Failure to timely file an objection to the sale shall be a bar to the assertion, at the Hearing or thereafter, of any objection to the Motion or any of the relief sought in the Motion.

**PLEASE TAKE FURTHER NOTICE** that parties seeking to make a higher or better offer to purchase the Acquired Assets may do so by contacting Cassel Salpeter & Co., LLC (“*Cassel Salpeter*”), the Trustee’s financial advisor, at: Philip Cassel, Managing Director, Cassel Salpeter, 801 Brickell Avenue, Suite 1900, Miami, Florida 33131, Tel. 305-438-7708; Email: [pcassel@cs-ib.com](mailto:pcassel@cs-ib.com). Any higher or better offer (a) **must be received by Cassel Salpeter by no later than November 5, 2021 at 5:00 p.m., prevailing Eastern time**, (b) must be made pursuant to the terms and provisions of the Asset Purchase Agreement, (c) may not be made for less than \$160,000.00, and (d) must be accompanied by a good faith deposit payable to “Alan Nisselson, as Trustee for MoviePass, Inc.” in an amount equal to 10% of the higher or better offer.

**PLEASE TAKE FURTHER NOTICE** that if one or more higher or better offers for the Acquired Assets is timely received, the Trustee will notify the Purchaser and the offerors to attend a telephonic conference to be scheduled by Cassel Salpeter to solicit their highest and best offers before the hearing date on this Motion. Cassel Salpeter will supply all instructions regarding the conduct of the competitive bidding, which are as follows.

(a) The Acquired Assets will be sold on the same terms and conditions contained in the Asset Purchase Agreement, “as is”, “where is”, without any representation or warranty whatsoever, free and clear of all Encumbrances, for cash only, and subject to higher or better offers, to be selected by the Trustee in his sole discretion, and subject to Bankruptcy Court approval.

(b) Prior to the commencement of competitive bidding, every bidder must deposit with the Trustee funds in an amount equal to 10% of the bidder’s initial bid, which initial bid (other than the Purchaser’s bid) must be equal to or greater than the minimum bid amount set by Trustee for the Assets to be sold, i.e., not less than \$160,000.00.

(c) In addition, prior to the commencement of competitive bidding, each bidder will be required to execute a sale agreement acceptable to the Trustee (the Trustee will provide a form of sale agreement).

(d) At the sale approval hearing, the Trustee shall request the Court enter an Order approving the winning bid for the Assets (“*Sale Approval Order*”). The Court has scheduled November 9, 2021 at 10:00 a.m., prevailing Eastern time, as the date and time for the sale approval hearing.

(e) The winning bidder shall be required to close on the sale transaction on the first business day after the expiration of the 14<sup>th</sup> day following entry of a Sale Approval Order, or within 48 hours of entry of the Sale Approval Order if the Sale Approval Order contains a waiver of the requirements of Bankruptcy Rule 6004(h).

(f) Cassel Salpeter and the Trustee reserve the right to alter, modify and amend any procedures used to conduct the competitive bidding, without further notice.

Dated: New York, New York  
October 13, 2021

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