

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SFX ENTERTAINMENT, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 16-10238 (MFW)

(Jointly Administered)

FINAL REPORT IN CHAPTER 11 CASES

Pursuant to Rule 3022-1(c) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) submit this *Final Report in Chapter 11 Cases* (the “Final Report”). The following information is true and correct, to the best of the Reorganized Debtors’ knowledge, information and belief.

The Plan and Confirmation Order

1. On November 15, 2016, the Bankruptcy Court entered an Order [D.I. 1293] (the “Confirmation Order”) confirming the *Fifth Amended Joint Plan of Reorganization of SFX*

¹ The Debtors in the Chapter 11 Cases, along with the last four (4) digits of each Debtor’s federal tax identification number, if applicable, are: 430R Acquisition LLC (7350); Beatport, LLC (1024); Core Productions LLC (3613); EZ Festivals, LLC (2693); Flavorus, Inc. (7119); ID&T/SFX Mysteryland LLC (6459); ID&T/SFX North America LLC (5154); ID&T/SFX Q-Dance LLC (6298); ID&T/SFX Sensation LLC (6460); ID&T/SFX TomorrowWorld LLC (7238); LETMA Acquisition LLC (0452); Made Event, LLC (1127); Michigan JJ Holdings LLC (n/a); SFX Acquisition, LLC (1063); SFX Brazil LLC (0047); SFX Canada Inc. (7070); SFX Development LLC (2102); SFX EDM Holdings Corporation (2460); SFX Entertainment, Inc. (0047); SFX Entertainment International, Inc. (2987); SFX Entertainment International II, Inc. (1998); SFX Intermediate Holdco II LLC (5954); SFX Managing Member Inc. (2428); SFX Marketing LLC (7734); SFX Platform & Sponsorship LLC (9234); SFX Technology Services, Inc. (0402); SFX/AB Live Event Canada, Inc. (6422); SFX/AB Live Event Intermediate Holdco LLC (8004); SFX/AB Live Event LLC (9703); SFX-94 LLC (5884); SFX-Disco Intermediate Holdco LLC (5441); SFX-Disco Operating LLC (5441); SFXE IP LLC (0047); SFX-EMC, Inc. (7765); SFX-Hudson LLC (0047); SFX-IDT N.A. Holding II LLC (4860); SFX-LIC Operating LLC (0950); SFX-IDT N.A. Holding LLC (2428); SFX-Nightlife Operating LLC (4673); SFX-Perryscope LLC (4724); SFX-React Operating LLC (0584); Spring Awakening, LLC (6390); SFXE Netherlands Holdings Coöperatief U.A. (6812); SFXE Netherlands Holdings B.V. (6898).



Entertainment, Inc. et al. Under Chapter 11 of the Bankruptcy Code (as amended, supplemented or modified from time to time, the “Plan”).²

2. The Plan became effective on December 2, 2016 [D.I. 1342].

3. The Distributions to Holders of unclassified Claims that the Debtors and the Reorganized Debtors were authorized to make pursuant to the Plan, consisting of cash and equity, were made on or after the Effective Date.³

Class	Claim/Interest	Treatment Under Plan
N/A	Administrative Claims (§ 3.01(a))	Each Holder of an Allowed Administrative Claim (other than DIP Claims), received Cash in an amount equal to the amount of such Allowed Administrative Claim.
N/A	Tranche A DIP Facility Claims (§ 3.01(c)(i))	Each Holder of an Allowed Tranche A DIP Facility Claim received payment in full, in Cash.
N/A	Tranche B DIP Facility Claims (§ 3.01(c)(ii)(A))	Each Holder of an Allowed Tranche B DIP Facility Claim (other than an Incremental Tranche B DIP Accordion Claim) received: (A) such Holder’s <i>pro rata</i> share of Series C Warrants (where were automatically transferred to Allianz); and (B) together with the Holders of Allowed Original Foreign Loan Claims as, such Holder’s <i>pro rata</i> share of (1) 100% of the New Series B Preferred Stock, and (2) 70% of the New Common Stock, subject to dilution by any amounts distributable upon the exercise of the New Warrants.
N/A	Incremental Tranche B DIP Accordion Claim (§ 3.01(c)(ii)(B))	Each Holder of an Incremental Tranche B DIP Accordion Claim (other than amounts paid or payable in Cash in accordance with the Plan) received: (1) shares of New Series A Preferred Stock having a face amount equal to 102% of such Holder’s Allowed Incremental Tranche B DIP Accordion Claim (other than amounts paid or payable in Cash in accordance with the Plan), and (2) such Holder’s <i>pro rata</i> share of the New Common Stock Additional Amount.
N/A	Priority Tax Claims (§ 3.01(b))	Each Holder of an Allowed Priority Tax Claim received (i) Cash in an amount equal to the amount of such Allowed Priority Tax Claim or (ii) Cash in the aggregate amount of such Allowed Priority Tax Claim payable in annual equal installments.

4. In addition, the Plan provides for ten (10) Classes of Claims and Interests across three (3) groups of Debtor entities: (i) 2019 Debtors, (ii) Foreign Debtors, and (iii) Non-Obligor

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

³ The summary of Distributions provided herein is qualified in its entirety by reference to the Plan as this Final Report is not intended to contain a comprehensive recitation of the terms of the Plan.

Debtors. On or after the Effective Date, as required under the Plan, the Reorganized Debtors made payments to Holders of such Claims and Interests, as set forth below:

Class	Claim/Interest	Treatment Under Plan
1A – 1LL (2019 Debtors)	Other Priority Claims against 2019 Debtors, the Foreign Debtors, and the Non-Obligor Debtors (§ 3.02(a))	The legal, equitable and contractual rights of the Holders of Allowed Class 1 Claims were unaltered by the Plan. Each Holder of an Allowed Class 1 Claim received: (a) payment of the Allowed Class 1 Claim in full in Cash on or as soon as is reasonably practicable after the later of (i) the Effective Date and (ii) the date on which such Claim was Allowed by a Final Order of the Bankruptcy Court or (b) such other treatment permitted by section 1129(a)(9) of the Bankruptcy Code.
1A – 1B (Foreign Debtors)		
1A – 1D (Non-Obligor Debtors)		
2A – 2LL (2019 Debtors)	Other Secured Claims against 2019 Debtors, the Foreign Debtors, and the Non-Obligor Debtors (§ 3.02(b))	Each Holder of an Allowed Class 2 received: (i) payment in full in Cash, including the payment of interest allowable under section 506(b) of the Bankruptcy Code, if any; (ii) reinstatement pursuant to section 1124 of the Bankruptcy Code; (iii) the Collateral securing any such Allowed Other Secured Claim; or (iv) such other consideration so as to render such Allowed Other Secured Claim Unimpaired.
2A – 2B (Foreign Debtors)		
2A – 2D (Non-Obligor Debtors)		
3A – 3B (Foreign Debtors)	Original Foreign Loan Claims against Foreign Debtors (§ 3.02(c))	Each Holder of an Allowed Class 3 Claim received such Holder's <i>pro rata</i> share of (A) 100% of the New Series B Preferred Stock, and (B) 70% of the New Common Stock, subject to dilution by any amounts distributable upon the exercise of the New Warrants.
4A – 4LL (2019 Debtors)	Prepetition Second Priority Note Claims against 2019 Debtors (§ 3.02(d))	Each Holder of an Allowed Class 4 Claim received at such Holder's election either: (A) such Holder's <i>pro rata</i> share of (a) the Series A Warrant Allocation – Class 4 Claims and (b) the Series B Warrant Allocation – Class 4 Claims, and (ii) <i>pro rata</i> share of Litigation Trust Secondary Recovery Units, or (B) such Holder's <i>pro rata</i> share of the Cash Pool Payment Amount.
5A – 5LL (2019 Debtors)	General Unsecured Claims against 2019 Debtors (§ 3.02(e)(i))	Each Holder of an Allowed General Unsecured Claim against 2019 Debtors received: (A) such Holder's <i>pro rata</i> share of: (i) the Series A Warrant Allocation – Class 5 Claims, (ii) the Series B Warrant Allocation - Class 5 Claims, (iii) the Litigation Trust Primary Recovery Units, and (iv) payments under the GUC Note; and (B) such Holder's <i>pro rata</i> share of Litigation Trust Secondary Recovery Units.
5A – 5B (Foreign Debtors)	General Unsecured Claims against Foreign Debtors (§ 3.02(e)(ii)) and Non-Obligor Debtors (§ 3.02(e)(iii)).	The legal, equitable and contractual rights of the Holders of Allowed Class 5 Claims (Foreign Debtors) and Allowed Class 5 Claims (Non-Obligor Debtors) were unaltered by the Plan. A Holder of such Claim received: (A) payment in full in Cash; (B) reinstatement pursuant

5A – 5D (Non-Obligor Debtors)		to section 1124 of the Bankruptcy Code; or (C) such other consideration so as to render such Allowed Claim Unimpaired.
6A – 6LL (2019 Debtors)	Convenience Claims against 2019 Debtors (§ 3.02(f))	Each Holder of an Allowed Class 6 Claim received a one-time payment in Cash equal to such Holder's <i>pro rata</i> share of the Convenience Class Cash Pool.
7A – 7LL (2019 Debtors)	Subordinated Claims against 2019 Debtors (§ 3.02(g)(i))	Holders of Class 7 Claims (2019 Debtors) were not be entitled to receive or retain any Distributions or other property on account of such Claims under the Plan.
7A – 7B (Foreign Debtors)	Subordinated Claims against Foreign Debtors (§ 3.02(g)(ii)) and Non-Obligor Debtors (§ 3.02(g)(iii))	The legal, equitable and contractual rights of the Holders of Allowed Class 7 Claims (Foreign Debtors) and Allowed Class 7 Claims (Non-Obligor Debtors) were unaltered by the Plan. A Holder of such Claim received: (A) payment in full in Cash; (B) reinstatement pursuant to section 1124 of the Bankruptcy Code; or (C) such other consideration so as to render such Allowed Claim Unimpaired.
7A – 7D (Non-Obligor Debtors)		
8A – 8LL (2019 Debtors)	Intercompany Claims against 2019 Debtors, the Foreign Debtors, and the Non-Obligor Debtors (§ 3.02(h))	Allowed Class 8 Claims were either (i) reinstated, (ii) set off against other Intercompany Claims and/or claims by any Debtor against any non-Debtor Subsidiary in one or a series of transactions, or (iii) released, waived, and discharged.
8A – 8B (Foreign Debtors)		
8A – 8D (Non-Obligor Debtors)		
9B – 9LL (2019 Debtors)	Interests in 2019 Debtors (other than SFXE), the Foreign Debtors, and the Non-Obligor Debtors (§ 3.02(i))	Class 9 Interests were either (i) reinstated or (ii) released, waived, and discharged.
9A – 9B (Foreign Debtors)		
9A – 9D (Non-Obligor Debtors)		
10A (2019 Debtors)	Interests in SFXE (§ 3.02(j))	Holders of an Interest in SFXE did not receive or retain any Distribution or other property on account of such Interest. All Interests in SFXE and all stock certificates, instruments, and other documents evidencing such Interests in SFXE were cancelled as of the Effective Date.

Fees and Expenses

5. The court-approved fees and expenses awarded to all professionals formally retained under sections 327, 328, 363, or 1103 of the Bankruptcy Code, and the court-appointed

Fee Examiner and Consumer Privacy Ombudsman from the Petition Date through the Effective Date aggregated \$22,325,030.80, as set forth below:⁴

Name of Professional	Position	Fees	Expenses	Total
Debtors' Professionals				
Greenberg Traurig, LLP	Counsel	\$ 5,920,121.52	\$ 163,727.85	\$ 6,083,849.37
Bayard P.A.	Litigation and Conflicts Counsel	\$ 312,151.50	\$ 10,610.19	\$ 322,761.69
Arnold Porter Kaye Scholer LLP	Counsel for Special Committee of Independent Directors	\$ 539,788.40	\$ 1,987.83	\$ 541,776.23
FTI Consulting, Inc. ⁵	Financial Advisor	\$ 6,590,984.99	\$ 176,630.03	\$ 6,767,615.02
Moelis & Company LLC	Investment Banker	\$ 3,626,798.83	\$ 48,515.21	\$ 3,675,314.04
Ernst & Young LLP	Tax Advisors	\$ 307,390.10	\$ 71.59	\$ 307,461.69
Kurtzman Carson Consultants LLC	Administrative Agent	\$ 283,774.70	\$ 0	\$ 283,774.70
Loyens & Loeff N.V.	Ordinary Course	€ 282,612.99	€ 2,776.46	€ 285,389.45
Total:		\$ 17,581,010.04	\$ 401,542.70	\$ 17,982,552.74
		€ 282,612.99	€ 2,776.46	€ 285,389.45
Professionals for Creditors' Committee				
Pachulski Stang Ziehl & Jones LLP	Counsel	\$ 2,576,719.50	\$ 71,225.95	\$ 2,647,945.45
Conway MacKenzie, Inc.	Financial Consultant	\$ 1,113,131.00	\$ 43,889.66	\$ 1,157,020.66
Alvarez & Marsal Valuation Services, LLC and Neil J. Beaton	Expert Witness	\$ 150,560.00	\$ 770.07	\$ 151,330.07
Van Benthem & Keulen N.V.	Foreign Counsel	\$ 37,489.50	\$ 15.87	\$ 37,505.37
Total:		\$ 3,877,900.00	\$ 115,901.5	\$ 3,993,801.55

⁴ The amounts listed herein with respect to professionals (collectively, the "Professionals") are the amounts reflected in the *Omnibus Order Approving Final Fee Applications of Professionals*, entered on May 8, 2017 [D.I. 1523] (the "Fee Order") and the Monthly Reports filed by the Fee Examiner from its appointment through the Effective Date.

As used herein, except with respect to Loyens & Loeff N.V., the term Professionals does not include any professionals retained by the Debtors pursuant to that certain *Order Authorizing the Retention and Payment of Professionals Utilized by the Debtors in the Ordinary Course of Business*, entered on March 3, 2016 [D.I. 176].

Finally, the cumulative total in US Dollars uses the conversion rates for Euros as of May 8, 2017 (when the Fee Order was entered).

⁵ FTI Consulting, Inc. ("FTI") also received compensation for the work it performed in Australia and Brazil. As set forth in the Fee Order, for FTI's work in Australia, FTI was awarded fees and expenses in the amount of AUD 329,695.55 and AUD 2,035.50, respectively (total amount: AUD 337,731.04). And for FTI's work in Brazil, FTI was awarded fees in the amount of \$50,025.

Other				
Direct Fee Review LLC	Fee Examiner	\$ 25,540.00	\$ 60.00	\$ 25,600.00
Elise S. Frejka	Consumer Privacy Ombudsman	\$ 11,190.00	\$ 66.00	\$ 11,256.00
Total:		\$ 36,730.00	\$ 126.00	\$ 36,856.00
Cumulative Total				
Total:		\$ 21,495,640.04	\$ 517,570.25	\$ 22,013,210.29
		€ 282,612.99	€ 2,776.46	€ 285,389.45
Cumulative Total in USD:		\$ 21,804,426.95	\$ 520,603.85	\$ 22,325,030.80

6. No trustee or examiner (other than the Fee Examiner appointed by the Order dated June 3, 2016 [D.I. 702]) was appointed in the Chapter 11 Cases. Accordingly, no fees were incurred in respect of a trustee, trustee's counsel, examiner or examiner's counsel.

7. All expenses arising from administration of these Chapter 11 Cases that arose or will have arisen and have become due as of the hearing set for the Case Closing Motion [D.I. 1875], including, without limitation, court fees and fees arising under 28 U.S.C. § 1930(a)(6), have been paid or will be paid prior to such date. Any further fees under 28 U.S.C. § 1930(a)(6) will be paid in the ordinary course of business by the Reorganized Debtors and/or the Litigation Trustee, as applicable.

* * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: June 12, 2019

/s/ Alan Walter
 Alan Walter
 LiveStyle, Inc.
 Senior Vice President Finance & Controller