

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

In re:  SFX Entertainment, Inc.,  Debtor.	Chapter 11  Case No. 16-10238 ( )
In re:  430R Acquisition LLC,  Debtor.	Chapter 11  Case No. 16-10239 ( )
In re:  Beatport, LLC,  Debtor.	Chapter 11  Case No. 16-10240 ( )
In re:  Core Productions LLC,  Debtor.	Chapter 11  Case No. 16-10241 ( )
In re:  EZ Festivals LLC,  Debtor.	Chapter 11  Case No. 16-10242 ( )
In re:  Flavorus, Inc.,  Debtor.	Chapter 11  Case No. 16-10243 ( )
In re:  ID&T/SFX Mysteryland LLC,  Debtor.	Chapter 11  Case No. 16-10244 ( )



In re: ID&T/SFX North America LLC, Debtor.	Chapter 11 Case No. 16-10245 ( )
In re: ID&T/SFX Q-Dance LLC, Debtor.	Chapter 11 Case No. 16-10246 ( )
In re: ID&T/SFX Sensation LLC, Debtor.	Chapter 11 Case No. 16-10247 ( )
In re: ID&T/SFX TomorrowWorld LLC, Debtor.	Chapter 11 Case No. 16-10248 ( )
In re: LETMA Acquisition, LLC, Debtor.	Chapter 11 Case No. 16-10249 ( )
In re: Made Event, LLC, Debtor.	Chapter 11 Case No. 16-10250 ( )
In re: Michigan JJ Holdings LLC, Debtor.	Chapter 11 Case No. 16-10251 ( )

<p>In re:</p> <p>SFX Acquisition LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10252 ( )</p>
<p>In re:</p> <p>SFX Brazil LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10253 ( )</p>
<p>In re:</p> <p>SFX Canada Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10254 ( )</p>
<p>In re:</p> <p>SFX Development LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10255 ( )</p>
<p>In re:</p> <p>SFX EDM Holdings Corporation,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10256 ( )</p>
<p>In re:</p> <p>SFX Entertainment International, Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10257 ( )</p>
<p>In re:</p> <p>SFX Entertainment International II, Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10258 ( )</p>

In re:  SFX Intermediate Holdco II LLC,  Debtor.	Chapter 11  Case No. 16-10259 ( )
In re:  SFX Managing Member Inc.,  Debtor.	Chapter 11  Case No. 16-10260 ( )
In re:  SFX Marketing LLC,  Debtor.	Chapter 11  Case No. 16-10261 ( )
In re:  SFX Platform & Sponsorship LLC,  Debtor.	Chapter 11  Case No. 16-10262 ( )
In re:  SFX Technology Services, Inc.,  Debtor.	Chapter 11  Case No. 16-10263 ( )
In re:  SFX/AB Live Event Canada, Inc.,  Debtor.	Chapter 11  Case No. 16-10264 ( )
In re:  SFX/AB Live Event Intermediate Holdco LLC,  Debtor.	Chapter 11  Case No. 16-10265 ( )

<p>In re:</p> <p>SFX/AB Live Event LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10266 ( )</p>
<p>In re:</p> <p>SFX-94 LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10267 ( )</p>
<p>In re:</p> <p>SFX-Disco Intermediate Holdco LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10268 ( )</p>
<p>In re:</p> <p>SFX-Disco Operating LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10269 ( )</p>
<p>In re:</p> <p>SFXE IP LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10270 ( )</p>
<p>In re:</p> <p>SFX-EMC, Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10271 ( )</p>
<p>In re:</p> <p>SFX-Hudson LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10272 ( )</p>

In re:  SFX-IDT N.A. Holding II LLC,  Debtor.	Chapter 11  Case No. 16-10273 ( )
In re:  SFX-LIC Operating LLC,  Debtor.	Chapter 11  Case No. 16-10274 ( )
In re:  SFX-IDT N.A. Holding LLC,  Debtor.	Chapter 11  Case No. 16-10275 ( )
In re:  SFX-Nightlife Operating LLC,  Debtor.	Chapter 11  Case No. 16-10276 ( )
In re:  SFX-Perryscope LLC,  Debtor.	Chapter 11  Case No. 16-10277 ( )
In re:  SFX-React Operating LLC,  Debtor.	Chapter 11  Case No. 16-10278 ( )
In re:  Spring Awakening, LLC,  Debtor.	Chapter 11  Case No. 16-10279 ( )

In re:  SFXE Netherlands Holdings Coöperatief U.A.,  Debtor.	Chapter 11  Case No. 16-10280 ( )
In re:  SFXE Netherlands Holdings B.V.,  Debtor.	Chapter 11  Case No. 16-10281 ( )

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER  
AUTHORIZING AND DIRECTING THE JOINT ADMINISTRATION  
OF THE DEBTORS' CHAPTER 11 CASES FOR PROCEDURAL PURPOSES ONLY**

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) hereby move the Court (the “**Motion**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order: (a) authorizing and directing the joint administration of the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for procedural purposes only and (b) providing any additional relief required in order to effectuate the foregoing. In support of this Motion, the Debtors respectfully state as follows:

**Status of the Case**

1. On the date hereof (the “**Petition Date**”), the Debtors commenced the Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”).

2. The Debtors have continued in possession of their properties and are operating and managing their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a trustee or examiner and a creditors' committee has not yet been appointed in these Chapter 11 Cases.

**Jurisdiction, Venue and Statutory Predicates**

4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief sought herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1.

**Background**

6. The Debtors along with their non-Debtor affiliates (collectively, "SFX") are a leading producer of live events and digital entertainment content focused exclusively on electronic music culture. The Debtors commenced material operations in 2012 with the intent of acquiring and operating companies within the electronic dance music ("EDM") industry, specifically those engaged in the promotion and production of live music events, festivals and digital offerings attractive to EDM fans in the United States and abroad. Over the next three years, the Debtors acquired a number of leading EDM brands, such as TomorrowWorld, Beatport, Mysteryland, Sensation and Electric Zoo, and expanded operations worldwide.

7. Today, the Debtors are actively engaged in the production and promotion of EDM festivals and events both domestically and abroad. In addition, Debtors manage large, event-driven nightclubs that serve as venues for performances by key electronic music talent. The Debtors also offer an online platform for EDM DJs, artists and fans to purchase, share and stream music components and to connect with each other.

8. The Debtors and their 120 non-Debtor subsidiaries operate a business that spans the globe, with operations in over 34 countries. The Debtors constitute substantially all of the



domestic companies comprising SFX's business as well as select foreign subsidiaries. The Debtors have more than 325 employees and, together with the non-Debtor entities, have more than 625 employees.

9. The Debtors' capital structure is highly levered. In 2015, the Debtors began to face significant liquidity issues. While the Debtors attempted to enhance liquidity through a September 2015 financing and potential sales of non-strategic assets, the Debtors concluded that they needed to restructure their liabilities through a bankruptcy process.

10. Prior to the filing of these Chapter 11 Cases, the Debtors entered into a restructuring support agreement with holders of over 70% of their outstanding secured debt. The restructuring support agreement provides for a comprehensive restructuring of the Debtors' balance sheet. As part of that transaction, certain of the holders of the secured debt also agreed to provide the Debtors with \$115 million of debtor-in-possession financing to allow for the Debtors to prosecute these Chapter 11 Cases. The Debtors intend to use these Chapter 11 Cases to effect their balance sheet restructuring and implement operational improvements.

11. A detailed factual background of the Debtors' business and operations, as well as the events precipitating the commencement of the Chapter 11 Cases, is more fully set forth in the *Declaration of Michael Katzenstein in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* (the "**First Day Declaration**"), filed contemporaneously herewith and incorporated herein by reference.

#### **Relief Requested**

12. By this Motion, the Debtors seek entry of an order directing the joint administration of these cases and the consolidation thereof for procedural purposes only.

13. The Debtors also request that the caption of their Chapter 11 Cases be modified to reflect the joint administration of the Chapter 11 Cases substantially as follows:

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

In re:

SFX ENTERTAINMENT, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-10238 ( )

(Jointly Administered)

**Ref. Docket No.** \_\_\_\_\_

<sup>1</sup> The Debtors in these 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). The Debtors' business address is 902 Broadway, 15<sup>th</sup> Floor, New York, NY 10010.

14. In addition, the Debtors request that the Court authorize and direct that a notation substantially similar to the following notation be entered on the docket in each of the above-captioned Chapter 11 Cases to reflect the joint administration of these Chapter 11 Cases:

An order (the "**Joint Administration Order**") has been entered in this case directing the joint administration of the chapter 11 cases listed below under Case No. 16-10238. The docket in Case No. 16-10238 should be consulted for all matters affecting this case. The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order: Case No. 16-10239; Case No. 16-10240; Case No. 16-10241; Case No. 16-10242; Case No. 16-10243; Case No. 16-10244; Case No. 16-10245; Case No. 16-10246; Case No. 16-10247; Case No. 16-1-248; Case No. 16-10249; Case No. 16-10250; Case No. 16-10251; Case No. 16-10252; Case No. 16-10253; Case No. 16-10254; Case No. 16-10255; Case No. 16-10256; Case No. 16-10257; Case No. 16-10258; Case No. 16-10259; Case No. 16-10260; Case No. 16-10261; Case No. 16-10262; Case No. 16-10263; Case No. 16-10264; Case No. 16-10265; Case No. 16-10266; Case No. 16-

10267; Case No. 16-10268; Case No. 16-10269; Case No. 16-10270; Case No. 16-10271; Case No. 16-10272; Case No. 16-10273; Case No. 16-10274; Case No. 16-10275; Case No. 16-10276; Case No. 16-10277; Case No. 16-10278; Case No. 16-10279; Case No. 16-10280; and Case No. 16-10281.

15. Finally, the Debtors request that the Court authorize that a combined service list be used for the jointly administered Chapter 11 Cases and that combined notices be sent to creditors of the Debtors' estates.

**Basis for Relief Requested**

16. Bankruptcy Rule 1015(b) provides that, if two or more petitions are pending in the same court by or against a debtor and an affiliate, the court may order the joint administration of the estates of a debtor and its affiliates. *See* Fed. R. Bankr. P. 1015(b). 430R Acquisition LLC; Beatport, LLC; Core Productions LLC; EZ Festivals, LLC; Flavorus, Inc.; ID&T/SFX Mysteryland LLC; ID&T/SFX North America LLC; ID&T/SFX Q-Dance LLC; ID&T/SFX Sensation LLC; ID&T/SFX TomorrowWorld LLC; LETMA Acquisition LLC; Made Event, LLC; Michigan JJ Holdings LLC; SFX Acquisition, LLC; SFX Brazil LLC; SFX Canada Inc.; SFX Development LLC; SFX EDM Holdings Corporation; SFX Entertainment International, Inc.; SFX Entertainment International II, Inc.; SFX Intermediate Holdco II LLC; SFX Managing Member Inc.; SFX Marketing LLC; SFX Platform & Sponsorship LLC; SFX Technology Services, Inc.; SFX/AB Live Event Canada, Inc.; SFX/AB Live Event Intermediate Holdco LLC; SFX/AB Live Event LLC; SFX-94 LLC; SFX-Disco Intermediate Holdco LLC; SFX-Disco Operating LLC; SFXE IP LLC; SFX-EMC, Inc.; SFX-Hudson LLC; SFX-IDT N.A. Holding II LLC; SFX-LIC Operating LLC; SFX-IDT N.A. Holding LLC; SFX-Nightlife Operating LLC; SFX-Perryscope LLC; SFX-React Operating LLC; Spring Awakening, LLC; SFXE Netherlands Holdings Coöperatief U.A. and SFXE Netherlands Holdings B.V. are direct or indirect subsidiaries of SFX Entertainment, Inc., such that the Debtors constitute "affiliates" of one

another within the meaning of section 101(2) of the Bankruptcy Code.<sup>1</sup> Accordingly, this Court is authorized to grant the requested relief by virtue of the fact that the above-listed Debtors are affiliates of the lead Debtor.

17. Furthermore, Local Rule 1015-1 provides that the Court may order joint administration, without notice or a hearing, upon the filing of a motion requesting such joint administration and an affidavit or verification establishing that joint administration is warranted. Del. Bankr. L.R. 1015-1.

18. The First Day Declaration, filed simultaneously herewith, establishes that the Debtors, consisting of a parent corporation and 43 direct and indirect subsidiaries, are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

19. Joint administration of these Chapter 11 Cases will ease the administrative burden on the Court and the parties, and protect creditors of different estates against potential conflicts of interest. The Debtors anticipate that there will be numerous notices, applications, motions, other documents, pleadings, hearings and orders in these Chapter 11 Cases. With affiliated debtors, each with their own case docket, the failure to administer these Chapter 11 Cases jointly would result in numerous duplicative pleadings being filed and served upon parties identified in separate service lists. Such duplication of substantially identical documents would be uneconomical and would unnecessarily overburden the Debtors, the Clerk of this Court (the “**Clerk**”), creditors and other parties-in-interest in these Chapter 11 Cases.

20. Joint administration will permit the Clerk to use a single general docket for each of the Debtors’ Chapter 11 Cases and to combine notices to creditors and other parties-in-interest

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<sup>1</sup> Section 101(2) of the Bankruptcy Code defines “affiliate” to include, in relevant part, a “corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . .” 11 U.S.C. § 101(2).

of the Debtors' respective estates. Joint administration also will protect parties-in-interest by ensuring that such parties-in-interest in each of the Debtors' respective Chapter 11 Cases will be apprised of the various matters before the Court in each of these Chapter 11 Cases.

21. The Debtors request that the official caption to be used by all parties in all pleadings in the jointly administered Chapter 11 Cases be in the form set forth in paragraph 9 of this Motion. The Debtors submit that use of the simplified caption will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification.

22. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these Chapter 11 Cases inasmuch as the relief requested herein is procedural in nature only and is in no way intended to affect substantive rights. Each party-in-interest will maintain claims or rights it has against the particular estate in which it allegedly has a claim or right. Indeed, the rights of all creditors will be enhanced by the efficiencies and reductions in costs resulting from joint administration. The Court also will be relieved of the burden of entering duplicative orders and keeping duplicative files. Supervision of the administrative aspects of these Chapter 11 Cases by the Office of the United States Trustee also will be simplified.

23. The relief requested herein is commonly granted in this district. *See, e.g., In re Santa Fe Gold Corp.*, Case No. 15-11761 (MFW) (Bankr. D. Del. Aug. 27, 2015); *In re The Standard Register Co.*, Case No. 15-10541 (BLS) (Bankr. D. Del. Mar. 13, 2015); *In re AWI Delaware, Inc.*, Case No. 14-12092 (KJC) (Bankr. D. Del. Sept. 10, 2014); *In re Mackeyser Holdings, LLC*, Case No. 14-11550 (CSS) (Bankr. D. Del. June 24, 2014); *In re ATLS Acquisition, LLC*, Case No. 13-10262 (PJW) (Bankr. D. Del. Feb. 20, 2013); *In re Capitol Infrastructure, LLC*, Case No. 12-11362 (KG) (Bankr. D. Del. Apr. 30, 2012).

**Consent to Jurisdiction**

24. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

**Notice**<sup>2</sup>

25. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee for the District of Delaware; (b) the DIP Lenders; (c) the Ad Hoc Group; (d) Catalyst, as the Administrative Agent and Lender to the Debtors' prepetition Credit Agreement and Foreign Loan; (e) U.S. Bank National Association, as Indenture Trustee to the Indenture governing the 2019 Notes; (f) creditors holding the forty (40) largest unsecured claims as set forth in the consolidated list filed with the Debtors' petitions; (g) those parties requesting notice pursuant to Bankruptcy Rule 2002; (h) the Office of the United States Attorney General for the District of Delaware; (i) the Internal Revenue Service; and (j) the Securities and Exchange Commission. As the Motion is seeking "first day" relief, within two business days of the hearing on the Motion, the Debtors will serve copies of the Motion and any order entered respecting the Motion in accordance with the Local Rules. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

26. No prior request for the relief sought in this Motion has been made to this or any other court.

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<sup>2</sup> Capitalized terms used in the Notice section but not otherwise defined in this Motion shall have the meanings ascribed to them in the First Day Declaration.

**Conclusion**

WHEREFORE, the Debtors respectfully request that the Court enter an order granting the relief requested herein and granting such other and further relief as is just and proper.

Dated: February 1, 2016

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

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In re:  430R Acquisition LLC,  Debtor.	Chapter 11  Case No. 16-10239 ( )  <b>Ref. Docket No. ____</b>
In re:  Beatport, LLC,  Debtor.	Chapter 11  Case No. 16-10240 ( )  <b>Ref. Docket No. ____</b>
In re:  Core Productions LLC,  Debtor.	Chapter 11  Case No. 16-10241 ( )  <b>Ref. Docket No. ____</b>
In re:  EZ Festivals LLC,  Debtor.	Chapter 11  Case No. 16-10242 ( )  <b>Ref. Docket No. ____</b>
In re:  Flavorus, Inc.,  Debtor.	Chapter 11  Case No. 16-10243 ( )  <b>Ref. Docket No. ____</b>
In re:  ID&T/SFX Mysteryland LLC,  Debtor.	Chapter 11  Case No. 16-10244 ( )  <b>Ref. Docket No. ____</b>



<p>In re:</p> <p>ID&amp;T/SFX North America LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10245 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>ID&amp;T/SFX Q-Dance LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10246 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>ID&amp;T/SFX Sensation LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10247 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>ID&amp;T/SFX TomorrowWorld LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10248 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>LETMA Acquisition, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10249 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>Made Event, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10250 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>Michigan JJ Holdings LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10251 ( )</p> <p><b>Ref. Docket No.</b> ____</p>

<p>In re:</p> <p>SFX Acquisition LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10252 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Brazil LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10253 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Canada Inc.,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10254 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Development LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10255 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX EDM Holdings Corporation,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10256 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Entertainment International, Inc.,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10257 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Entertainment International II, Inc.,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10258 ( )</p> <p><b>Ref. Docket No.</b> ____</p>

<p>In re:</p> <p>SFX Intermediate Holdco II LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10259 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Managing Member Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10260 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Marketing LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10261 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Platform &amp; Sponsorship LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10262 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX Technology Services, Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10263 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX/AB Live Event Canada, Inc.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10264 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX/AB Live Event Intermediate Holdco LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10265 ( )</p> <p><b>Ref. Docket No.</b> ____</p>

<p>In re:</p> <p>SFX/AB Live Event LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10266 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-94 LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10267 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-Disco Intermediate Holdco LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10268 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-Disco Operating LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10269 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFXE IP LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10270 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-EMC, Inc.,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10271 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-Hudson LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10272 ( )</p> <p><b>Ref. Docket No.</b> ____</p>

<p>In re:</p> <p>SFX-IDT N.A. Holding II LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10273 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-LIC Operating LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10274 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-IDT N.A. Holding LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10275 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-Nightlife Operating LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10276 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-Perryscope LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10277 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>SFX-React Operating LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10278 ( )</p> <p><b>Ref. Docket No.</b> ____</p>
<p>In re:</p> <p>Spring Awakening, LLC,</p> <p style="text-align: right;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 16-10279 ( )</p> <p><b>Ref. Docket No.</b> ____</p>

In re:  SFXE Netherlands Holdings Coöperatief U.A.,  Debtor.	Chapter 11  Case No. 16-10280 ( )  <b>Ref. Docket No.</b> ____
In re:  SFXE Netherlands Holdings B.V.,  Debtor.	Chapter 11  Case No. 16-10281 ( )  <b>Ref. Docket No.</b> ____

**ORDER AUTHORIZING AND DIRECTING THE JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES FOR PROCEDURAL PURPOSES ONLY**

Upon the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, for entry of an order: (a) authorizing and directing the joint administration of the Debtors’ affiliated chapter 11 cases (the “**Chapter 11 Cases**”) for procedural purposes only and (b) providing any additional relief required in order to effectuate the foregoing; and upon the *Declaration of Michael Katzenstein in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “**First Day Declaration**”); and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core matter pursuant to 28 U.S.C. § 157(b)(2); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, the above-captioned Chapter 11 Cases are hereby consolidated for procedural purposes only and shall be jointly administered by this Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the above-captioned Chapter 11 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.
4. The caption of the Debtors’ jointly administered cases shall read as follows:

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

<p>In re:</p> <p>SFX ENTERTAINMENT, INC., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 16-10238 ( )</p> <p>(Jointly Administered)</p> <p><b>Ref. Docket No.</b> _____</p>
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<sup>1</sup> The Debtors in these 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). The Debtors’ business address is 902 Broadway, 15<sup>th</sup> Floor, New York, NY 10010.

5. A docket entry shall be made in each of the Debtors' Chapter 11 Cases substantially as follows:

An order (the "**Joint Administration Order**") has been entered in this case directing the joint administration of the chapter 11 cases listed below under Case No. 16-10238. The docket in Case No. 16-10238 should be consulted for all matters affecting this case. The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order.

Case No. 16-10239; Case No. 16-10240; Case No. 16-10241; Case No. 16-10242; Case No. 16-10243; Case No. 16-10244; Case No. 16-10245; Case No. 16-10246; Case No. 16-10247; Case No. 16-10248; Case No. 16-10249; Case No. 16-10250; Case No. 16-10251; Case No. 16-10252; Case No. 16-10253; Case No. 16-10254; Case No. 16-10255; Case No. 16-10256; Case No. 16-10257; Case No. 16-10258; Case No. 16-10259; Case No. 16-10260; Case No. 16-10261; Case No. 16-10262; Case No. 16-10263; Case No. 16-10264; Case No. 16-10265; Case No. 16-10266; Case No. 16-10267; Case No. 16-10268; Case No. 16-10269; Case No. 16-10270; Case No. 16-10271; Case No. 16-10272; Case No. 16-10273; Case No. 16-10274; Case No. 16-10275; Case No. 16-10276; Case No. 16-10277; Case No. 16-10278; Case No. 16-10279; Case No. 16-10280; and Case No. 16-10281.

6. The Debtors are authorized to use a combined service list for the jointly administered Chapter 11 Cases and combined notices shall be sent to creditors of the Debtors' estates.

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2016

\_\_\_\_\_  
HONORABLE \_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE