

NOTICE OF DISPOSITION OF COLLATERAL

NAME OF DEBTORS: TFC Library, LLC; R2D2, LLC; CT-1 Holdings, LLC; Capco Group, LLC; Capitol Films Development, LLC, ThinkFilm, LLC and such other entities identified at the following internet website:
<http://www.buchalter.com/laac-zelus-foreclosure-sale/>
(the "Foreclosure Sale Website")

NAME OF SECURED PARTIES: Library Asset Acquisition Company Ltd. and Zelus, LLC

PLEASE TAKE NOTICE that Secured Parties will sell certain Collateral to the highest qualified bidder in public at the following date, time and place (Disposition):

Date: Wednesday, December 16, 2015
Time: 11:00 a.m.
Place: Buchalter Nemer, a Professional Corporation
1000 Wilshire Boulevard, Suite 1500
Los Angeles, CA 90017

The term "Collateral" means: (a) "Borrower Collateral" as that term is defined in the Amended and Restated Credit and Security Agreement dated March 2, 2007 among ThinkFilm, LLC, FPLAC, LLC and Zoopraxis Film Assets, LLC as Borrowers, the Lenders referred to therein and D.B. Zwirn Special Opportunities Fund L.P., as Administrative Agent; and (b) "Collateral" as that term is defined in the Loan and Security Agreement dated as of December 5, 2007 by and between CT-1 Holdings, LLC and Bernard National Loan Investors, Ltd. (with such guaranties as are listed on Schedule 9.16). The term Collateral is further described on the Foreclosure Sale Website, which specifies certain excluded assets.

The Disposition is pursuant to Section 9610, other applicable section of the Uniform Commercial Code, other applicable law, and the provisions of the operative loan documents.

A listing of the films and film libraries that are the subject of the Disposition and additional information regarding the Disposition is contained at the Foreclosure Sale Website.

Any interested bidder may contact Jeffrey K. Garfinkle at telephone: (949) 224-6254, or via e-mail: jgarfinkle@buchalter.com to obtain more information regarding the Disposition, the Collateral that consists primarily of distribution rights in and to motion picture films (provided without warranty of its accuracy or completeness), gain access to the data room containing information regarding the Collateral (Due Diligence Access), or obtain additional information regarding the Collateral. Any interested bidder can obtain Due Diligence Access upon documentary proof of financial ability to make a bid of at least \$10,000,000 USD and execution of a non-disclosure agreement to be provided by Secured Parties.