

LIBRARY ASSET ACQUISITION COMPANY, LTD. & ZELUS, LLC

15901 Olden Street
Sylmar, California 91342
tel: 818-362-8391

November 16, 2015

VIA OVERNIGHT MAIL

TFC Library, LLC
c/o David Bergstein
2461 Santa Monica Blvd., Suite 135
Santa Monica, CA 90404

Steve Katzman, Esq.
Bienert, Miller & Katzman, PLC
903 Calle Amanecer, Suite 350
San Clemente, CA 92673

Other Borrowers, Guarantors, and Other Parties
on Attached Service List (see Exhibit 2)

Re: Notice of Public Disposition of Collateral
Debtors/Guarantors: See Exhibit 1

Dear Sir or Madam,

PLEASE TAKE NOTICE that Library Asset Acquisition Company Ltd., a company organized under the laws of England and Wales ("LAAC"), and Zelus, LLC, a Delaware limited liability company ("Zelus," and together with LAAC, the "Secured Parties"), will sell certain personal property described below (the "Collateral") to the highest qualified bidder in public at the following date, time and place (the "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 (as further described below, the "ThinkFilm Loan Agreement"); 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 (and identified in Exhibit 1)) (as further described below, the "CT-1 Loan Agreement"). Moreover, without limiting the foregoing, such Collateral includes whatever right, title and interest (a) TFC, and (b) R2D2, LLC, CT-1 Holdings, LLC, Capco Group, LC, Capitol Films Development, LLC, and ThinkFilm, LLC (collectively, the "R2D2 Entities") hold or assert, individually or collectively, in the following:

1. The film library currently owned by TFC Library, LLC (f/k/a Orange Holdings, LLC, a Delaware limited liability company) (“TFC”), which was transferred to TFC pursuant to the Asset Purchase Agreement and TFC Bill of Sale (the “TFC Film Library”);
2. Any film library still owned by the R2D2 Entities, or their corporate affiliates and guarantors of the ThinkFilm Loan Agreement;
3. All other films, film libraries and film distribution rights securing the loans held by the Secured Parties, including the CT-1 Loan Agreement (the “Other Libraries,” and together with the TFC Film Library, the “Film Libraries”);
4. All accounts received and accounts receivable relating to the Film Libraries, including all cash receipts and proceeds and books and records; and
5. All other collateral pledged to Secured Parties including any rights and remedies against any membership interests or stock interests directly owned by the R2D2 Entities and their corporate affiliates and guarantors of the CT-1 Loan Agreement.

The Disposition is being conducted in connection with the following facts:

A. The ThinkFilm and CT-1 Loan Agreements and other financial accommodations were extended by various lenders pursuant to credit facilities pursuant to the following documents:

1. On or about March 2, 2007, ThinkFilm, LLC (“ThinkFilm”), a Delaware limited liability company, FPLAC, LLC (“FPLAC”), a Delaware limited liability company, and Zoopraxis Film Assets LLC f/k/a SSE Preferred Holdings, LLC, a Delaware limited liability company (“Zoopraxis,” and together with ThinkFilm and FPLAC, the “ThinkFilm Borrowers”), on the one hand, and Bernard National Loan Investors, Ltd. and Bernard National Senior Funding, Ltd. (together, “ThinkFilm Lenders”), on the other hand, entered into an Amended and Restated Credit and Security Agreement (as further amended, restated, supplemented or otherwise modified, the “ThinkFilm Loan Agreement”) wherein the ThinkFilm Lenders initially agreed to provide the ThinkFilm Borrowers a secured credit facility of twenty-nine million six hundred fifty thousand dollars (\$29,650,000). Under the ThinkFilm Loan Agreement, D.B. Zwirn Special Opportunities Fund, L.P. (“DBZ”) was “agent for the [ThinkFilm] Lenders” (“Administrative Agent”);¹

2. After six amendments to the ThinkFilm Loan Agreement, the secured facility was: (a) increased to forty-five million seven hundred thousand dollars (\$45,700,000) and (b) guaranteed by numerous entities, including Capco Group, LLC (“Capco”) and CT-1 Holdings, LLC (“CT-1”);

¹ All initially capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Loan Agreement.

3. In addition to the ThinkFilm Loan, DBZ and other lenders entered into separate lending agreements with CT-1 and certain other affiliates. Among these, one of the ThinkFilm Lenders, Bernard National Loan Investors, Ltd. ("Bernard National") made a loan to CT-1 in the original principal amount of \$40 million per that Loan and Security Agreement dated as of December 5, 2007 (as amended, restated, supplemented or otherwise modified, the "CT-1 Loan Agreement"). The amount committed under the CT-1 Loan Agreement was increased by \$11 million pursuant to that certain First Amendment to Loan and Security Agreement made and entered into as of February 22, 2008, by and among CT-1, Bernard National and DBZ (which had acquired a participation interest in the CT-1 Loan Agreement);

4. Both the ThinkFilm and CT-1 Loan Agreements include various security agreements, copyright mortgages, UCC-1 financing statements, deposit account agreements, and all amendments, modifications, assignments and supplements thereto;

5. The ThinkFilm Borrowers together with certain other parties, on one hand, and TFC, on the other hand, entered into that certain Asset Purchase Agreement, Bill of Sale and Assignment and Assumption Agreement, all dated as of October 24, 2008 (but effective on or about July 20, 2009).

6. The ThinkFilm and CT-1 Loan Agreements include various related documents, instruments and agreements entered into from time to time in connection with the foregoing documents (collectively with the ThinkFilm and CT-1 Loan Agreements, the "Loan Documents").

B. Pursuant to the Note Purchase and Sale Agreement and related Assignments and other agreements, dated as of March 12, 2009 and June 8, 2009, by and between DBZ, Bernard National and certain others and Secured Party LAAC, as such agreements have been amended, restated, supplemented or otherwise modified from time to time (collectively, the "Purchase Agreement"), the respective lenders under the ThinkFilm and CT-1 Loans assigned to Secured Party LAAC (and later Secured Party Zelus, as noted in the following paragraph) all right, title and interest in the Loan Documents and all rights appurtenant thereto, including, without limitation, rights to dispose of the Collateral in accordance with Section 9610, other applicable sections of the California Uniform Commercial Code (the "UCC"), and other applicable law. Pursuant to that certain Administrative Agency Appointment and Assignment, dated on or about June 8, 2009, by and between DBZ, on the one hand, and Secured Party LAAC, on the other hand, Secured Party LAAC was assigned the power and authority to perform all of the duties and exercise all of the rights conferred to DBZ as Administrative Agent for the ThinkFilm Lenders under the ThinkFilm Loan Documents, including, without limitation, the authority to exercise rights to dispose of the Collateral in accordance with the UCC and other applicable law. On or about June 30, 2009, the ThinkFilm Loan and CT-1 Loan were separated by global amendment.

D. On August 22, 2011, Fortress Valley Recovery Fund I LLC (f/k/a DBZ) ("Fortress"), Bernard National and Hemlock (Lux) S.a.r.l. (collectively, "Fortress Assignors") and Secured Party Zelus entered into a Lender Assignment and Acceptance Agreement ("Fortress Assignment") whereby the Fortress Assignors assigned their interests in, among other things, the CT-1 Loan Agreement to Secured Party Zelus.

C. The obligations owed under the Loan Documents are secured by a duly perfected security interest in the Collateral.

E. The Disposition is by reason of one or more defaults (the "Defaults") under the Loan Documents entitling Secured Parties to dispose of the Collateral and exercise certain rights and remedies pursuant to the Loan Documents, the UCC, and other applicable law. The Defaults include the failure to satisfy the Secured Obligations (defined below), which currently exceed \$45,000,000 under the

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ThinkFilm Loan Agreement and \$62,225,935 under the CT-1 Loan Agreement. The Disposition may result in a partial or complete satisfaction of the Secured Obligations.

The Disposition is pursuant to Section 9610, other applicable sections of the UCC, other applicable law, provisions of the ThinkFilm and CT-1 Loan Agreements and other Loan Documents, the Purchase Agreement and the Fortress Assignment.

Pursuant to Section 9623 of the UCC, at any time before the Disposition, the borrowers under the operative loan agreements, any guarantor of the Debtors' obligations secured by the Collateral (the "Secured Obligations") and any other secured party with a security interest in the Collateral may tender to Secured Parties fulfillment of all Secured Obligations as well as expenses incurred by Secured Parties in connection with, relating to or arising from the Disposition, including without limitation repossessing, holding and preparing the Collateral for the Disposition, arranging for the Disposition, and Secured Parties' reasonable attorney fees and legal expenses.

If the proceeds of the Disposition are insufficient to satisfy the Secured Obligations, Secured Parties may seek (and are not waiving any right to seek) any unsatisfied Secured Obligations or other amounts from any party who may be liable for such unsatisfied Secured Obligations or other amounts. Any excess proceeds from the Disposition after the Secured Obligations are indefeasibly satisfied in full will be applied as provided by law.

Secured Parties do not warrant the extent of the borrowers' and guarantors' rights, if any, in the Collateral, nor the accuracy or completeness of any information regarding the Collateral and the borrowers' and guarantors' rights therein, and any prospective buyer is responsible to conduct its own investigations regarding the Collateral. The Disposition shall be final and on an "AS IS, WHERE IS" basis and will be made without WARRANTY, EXPRESSED OR IMPLIED, AS TO THE MERCHANTABILITY AND AS TO FITNESS FOR A PARTICULAR PURPOSE AND WITHOUT WARRANTY, EXPRESS OR IMPLIED AS TO ANY OTHER MATTER INCLUDING BUT NOT LIMITED TO THE VALIDITY OR ENFORCEABILITY OF ANY LICENSE AGREEMENTS OR OTHER CONTRACTUAL RIGHTS.

Secured Parties reserve the right to postpone or continue the Disposition to a later date, time and place, or to cancel the Disposition. If competing offers with different terms and conditions are submitted, Secured Parties will determine which offer will be accepted, and their decision in this regard will be final. Secured Parties reserve the right to adjourn the sale pending such determination. Secured Parties reserve the right to bid and credit against their bid all or part of the Secured Obligations at the sale or at any continuance thereof.

Any interested bidder may contact Jeffrey K. Garfinkle at telephone number: (949) 224-6254, or via e-mail address: jgarfinkle@buchalter.com to obtain more information regarding the Film Libraries (provided without warranty of its accuracy or completeness), gain access to the data room containing information regarding the Collateral (the "Due Diligence Access"), or obtain additional information regarding the Collateral. Additional information regarding the Disposition, including the listing of films within the Film Libraries that are the subject of the Disposition, may be obtained at the following internet site: <http://www.buchalter.com/laac-zelus-foreclosure-sale/>. 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.


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The borrowers and guarantors of the underlying loan agreements are entitled to an accounting of the unpaid Secured Obligations secured by the Collateral that Secured Parties intend to dispose. Upon written request, Secured Parties will provide such accounting. For additional information or an accounting, please contact Jeffrey K. Garfinkle, at telephone number: (949) 224-6254, or via e-mail address: jgarfinkle@buchalter.com.

SECURED PARTY:

Library Asset Acquisition Company Ltd., a company organized under the laws of England and Wales

By: 
Ronald Tutor, Director

SECURED PARTY:

Zelus, LLC


By: 
Ronald Tutor, Manager

EXHIBIT 1

EXHIBIT 1

List of Borrowers/Guarantors

TFC Library, LLC
ThinkFilm, LLC
R2D2, LLC
CT-1 Holdings, LLC
Capco Group, LLC
Capitol Films Development, LLC

Reel Devilish Limited
Dandelion Holdings LLC
Nailed Productions, LLC
AAE Productions
Five Dollar Productions, LLC
Reel Clandestine LLC
Fade Out Productions, LLC
TBT Productions, LLC
Clairvoyant Productions, Inc.
Scheherazade Films, Ltd.
The Last Word Movie, LLC
Reel Mary Ltd.
Capco US Film Holdings LLC
TF Canada Library Holdings LLC
TF Canada Acquisition Co.
Capco TF Holdings LLC
TF Canada Services Corporation
CF Acquisitions LLC
Capitol Films Limited
Capitol Films Partners Limited
Capitol Films Group Limited
Capco U.S. Film Holdings, LLC
Capco TF Holdings, LLC
CT 1 Holdings, LLC
TF Canadian Library Holdings, LLC
ThinkFilm Corp.
ThinkFilm Inc.
TF Canada Acquisition Corporation

[Plus entities listed on Schedule 9.16 to attached CT-1 Loan and Security Agreement]

SCHEDULE 9.16
TO
LOAN AND SECURITY AGREEMENT

Borrowing Entity:

CTI Holdings, LLC, a Delaware limited liability company

Subsidiary Guarantor Entities:

1. Bordertown Productions LLC, a Delaware limited liability company
2. BLAC, LLC, a Delaware limited liability company
3. Lavender Productions, LLC, a Delaware limited liability company
4. Cerulean Productions, LLC, a Delaware limited liability company
5. Chaotic Films UK Limited, a private limited company registered under the laws of England and Wales
6. Chaotic Productions Ltd., an Ontario, Canada corporation *****not on organization chart***
7. Mobius .45 Productions, LLC, a Delaware limited liability company
8. Wendell Distribution, Inc., a California limited liability company
9. Beautiful Films Limited, a private limited company registered under the laws of England and Wales
10. Bordertown Productions, Inc., a California corporation
11. Capco Group, LLC, a Delaware limited liability company
12. Capco U.S. Film Holdings, LLC, a Delaware limited liability company,
13. Capco TF Holdings, LLC, a Delaware limited liability company
14. Capitol Films U.S., LLC, a Delaware limited liability company
15. Capitol Films Productions, LLC, a Delaware limited liability company
16. Capitol Films Development, LLC, a Delaware limited liability company
17. Capitol Films Limited, a private limited company registered under the laws of England and Wales

18. Capitol Films Production Limited, a private limited company registered under the laws of England and Wales
19. Capitol Films Group Limited, a private limited company registered under the laws of England and Wales
20. Capitol Films Partners Ltd., a private limited company registered under the laws of England and Wales
21. CF Acquisitions, LLC, a Delaware limited liability company
22. Chaos Distribution, Inc., a California corporation
23. Clairvoyant Productions, Inc., a California corporation
24. Dead Fish Distribution, Inc., a California corporation
25. Fade Out Productions, LLC, a Delaware limited liability company
26. Five Dollar Productions LLC, a Delaware limited liability company
27. FPLAC LLC, a Delaware limited liability company
28. FOTP Productions Inc., an Ontario, Canada corporation
29. Harmony Productions (UK) Limited, a private limited company registered under the laws of England and Wales
30. Lake Productions, Inc., a California corporation
31. Lake Distribution, Inc., a California corporation
32. Mobprod 06, Inc., a Delaware corporation
33. NM Productions LLC, a Delaware limited liability company
34. Production Management Services, LLC, a Delaware limited liability company
35. Psammead Productions (IOM) Limited, a limited company organized under the laws of the Isle of Man
36. Reel Clandestine LLC, a Delaware limited liability company
37. Reel Devilish Limited, a private limited company registered under the laws of England and Wales
38. Reel Dusty LLC, a California limited liability company

39. Reel Lucky Limited, a private limited company registered under the laws of England and Wales
40. Reel Mary Limited, a private limited company registered under the laws of England and Wales
41. Reel Mary Productions Ltd., a private limited company registered under the laws of England and Wales
42. Reel Snowy LLC, a California limited liability company
43. Reel Transit LLC, a Nevada limited liability company
44. Reel Transit Investments, LLC, a Louisiana limited liability company
45. Reel Transit Productions, LLC, a Louisiana limited liability company
46. Reely Good Times Limited, a private limited company registered under the laws of England and Wales
47. Sandfairy Productions Limited, a private limited company registered under the laws of England and Wales
48. Sandfairy Merchandising Limited, a private limited company registered under the laws of England and Wales
49. Scheherezade Films Limited, a private limited company registered under the laws of England and Wales
50. TBT Productins, LLC, a Delaware limited liability company
51. TF Canadian Library Holdings, LLC, a Delaware limited liability company
52. TF Canada Acquisition Corporation, an Ontario, Canada corporation
53. TF Canada Services Corporation, an Ontario, Canada corporation
54. The Last Word Movie, LLC, a Delaware limited liability company
55. ThinkFilm LLC, a Delaware limited liability company
56. Wendell Productions, Inc., a California corporation
57. Zoopraxis Film Assets LLC, a Delaware limited liability company

EXHIBIT 2

EXHIBIT 2

SERVICE LIST

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| <p>Ronald L. Durkin, Chapter 11 Trustee Durkin Forensic Inc. 49950 Jefferson Street, Suite 130 #360 Indio, CA 92201</p> | <p><u>Attorney for Ronald L. Durkin</u> Leonard L. Gumport, Esq. Gumport Mastan 550 S. Hope Street, Suite 1765 Los Angeles, CA 90071-2627</p> | <p><u>Attorney for "Guilds" – Includes Directors Guild of America, Screen Actors Guild and Writers Guild of America</u> Joseph Kohanski, Esq. Bush Gottlieb 500 N. Central Avenue, Suite 800 Glendale, CA 91203</p> |
| <p><u>Attorney for Screen Capital International Corp.</u> Lei Lei Wang-Ekvall Smiley Wang-Ekvall, LLP 3200 Park Center Dr Ste 250 Costa Mesa, CA 92626</p> | <p>Actual or Potential Borrowers/Guarantors (ThinkFilm Loan): c/o David Bergstein 2461 Santa Monica Blvd., Suite 135 Santa Monica, CA 90404</p> <p>Reel Devilish Limited; Dandelion Holdings LLC; Nailed Productions, LLC; AAE Productions; Five Dollar Productions, LLC; Reel Clandestine LLC; Fade Out Productions, LLC; TBT Productions, LLC; Clairvoyant Productions, Inc.; Scheherazade Films, Ltd.; The Last Word Movie, LLC; Reel Mary Ltd.; Capco US Film Holdings LLC; TF Canada Library Holdings LLC; TF Canada Acquisition Co.; Capco TF Holdings LLC; TF Canada Services Corporation; CF Acquisitions LLC; Capitol Films Limited; Capitol Films Partners Limited; Capitol Films Group Limited; Capco U.S. Film Holdings, LLC, Capco TF Holdings, LLC; CT 1 Holdings, LLC; TF Canadian Library Holdings, LLC; ThinkFilm Corp.; ThinkFilm Inc.; TF Canada Acquisition Corporation</p> | <p>Actual or Potential Borrowers/Guarantors (CT-1 Loan): c/o David Bergstein 2461 Santa Monica Blvd., Suite 135 Santa Monica, CA 90404</p> <p>CT1 Holdings, LLC; Bordertown Productions LLC; BLAC, LLC; Lavender Productions, LLC; Cerulean Productions, LLC; Chaotic Films UK Limited; Chaotic Productions Ltd.; Mobius .45 Productions, LLC; Wendell Distribution, Inc.; Beautiful Films Limited; Bordertown Productions, Inc.; Capco Group, LLC; Capco U.S. Film Holdings, LLC; Capco TF Holdings, LLC; Capitol Films U.S., LLC; Capitol Films Productions, LLC; Capitol Films Development, LLC; Capitol Films Limited; Capitol Films Production Limited; Capitol Films Group Limited; Capitol Films Partners Ltd.; CF Acquisitions, LLC; Chaos Distribution, Inc.; Clairvoyant Productions, Inc.; Dead Fish Distribution, Inc.; Fade Out Productions, LLC; Five Dollar Productions LLC; FPLAC LLC; FOTP Productions Inc.; Harmony Productions (UK) Limited; Lake Productions, Inc.; Lake Distribution, Inc.; Mobprod 06, Inc.; NM Productions LLC; Production Management Services, LLC; Psammead Productions (IOM) Limited; Reel Clandestine LLC; Reel Devilish Limited; Reel Dusty LLC; Reel Lucky Limited; Reel Mary Limited; Reel Mary Productions Ltd.; Reel Snowy LLC; Reel Transit LLC; Reel Transit Investments, LLC; Reel Transit Productions, LLC; Reely Good Times Limited; Sandfairy Productions Limited; Sandfairy Merchandising Limited; Scheherazade Films Limited; TBT Productions, LLC; TF Canadian Library Holdings, LLC; TF Canada Acquisition Corporation; TF Canada Services Corporation; The Last Word Movie, LLC; ThinkFilm LLC; Wendell Productions, Inc.; Zoopraxis Film Assets LLC</p> |

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| Lions Gate Films, Inc. Attn: B. James Gladstone EVP-Legal & Bus. Affairs 2700 Colorado Ave., Suite 200 Santa Monica, CA 90404 | <u>Counsel for Lions Gate Films, Inc. and Lions Gate Ent.</u> Richard Levy Pryor Cashman LLP 7 Times SQ New York, NY 10036 | <u>Agent for Service of Process For Lions Gate Entertainment, Inc.:</u> Lions Gate Entertainment, Inc. Attn: CT Corporation System 818 W. 7 TH Street, Suite 930 Los Angeles, CA 90017 |
| Lions Gate Entertainment, Inc. 2700 Colorado Ave., Suite 200 Santa Monica, CA 90404 | Film Fleet of Louisiana, LLC c/o Crawford A. Rose III 3636 S I-10 Service Road West, Ste. 210 Metairie, LA 70001 | <u>Agent for Service of Process for Film Fleet of Louisiana:</u> Film Fleet of Louisiana, LLC Attn: Charles P. Schriber 1200 Edwards Avenue New Orleans, LA 70130 |
| Film Fleet of Louisiana, LLC c/o Charles P. Schriber 2008 Airline Dr., Suite 300-PMB 127 Bossier City, LA 71111 | <u>Attorney for CAC Group:</u> Joshua R. Furman Joshua R. Furman Law 14724 Ventura Blvd., Suite 509 Sherman Oaks, CA 91403 | <u>Agent for Service of Process of CAC:</u> CAC Group, Inc. Attn: John A. Ceconi 255 California Street #200 San Francisco CA 94111 |
| CAC Group, Inc. 767 Third Ave 25th Floor New York, NY 10017 | Cary Epstein, Trustee of the Epstein & Beuerlein Defined Pension Plan & Trust 9663 Santa Monica Blvd, # 370 Beverly Hills, CA 90210 | Dreamz S.A. Attn: Ronald M. St. Marie Doll Amir & Eley LLP 1888 Century Park East, Suite 1850 Los Angeles, CA 90067 |
| Dreamz S.A. Attn: Gregory L. Doll Doll Amir & Eley LLP 1888 Century Park East, Suite 1850 Los Angeles, CA 90067 | Dreamz S.A. Attn: Jason Beckerman Eisner Jaffe 9601 Wilshire Blvd., Suite 700 Beverly Hills, CA 90210 | Dreamz S.A. Attn: Director Mercedes Benz Tower, 9th Floor Paseo Colon, San Jose Costa Rica |
| <u>Attorney for Joint Liquidators of Aramid Entertainment Fund</u> James C. McCarroll Reed Smith 599 Lexington Avenue 22nd Floor New York, NY 10022 | <u>Agent for Service of Process of Aramid Entertainment Fund:</u> Aramid Entertainment Fund Attn: Schuyler M. Moore 2029 Century Park East, Suite 1800 Los Angeles, CA 90067 | Aramid Entertainment B.V. Attn: Aramid Entertainment Fund Schuyler M. Moore 2029 Century Park East, Suite 1800 Los Angeles, CA 90067 |
| <u>Former Counsel for Aramid Entertainment Fund/Aramid B.V./SCIC</u> Levene, Neale, Bender, Yoo & Brill L.L.P. Attn: David L. Neale, Irv M. Gross & Todd M. Arnold 10250 Constellation Boulevard, Suite 1700 Los Angeles, CA 90067 | Aramid Entertainment, B.V. Attn: Screen Capital International Corp. 345 N. Maple Drive, Suite 294 Beverly Hills, CA 90210 | Aramid Entertainment B.V. Teleportboulevard 140 1043 EJ Amsterdam The Netherlands |
| Aramid Entertainment Fund Limited Attention: c/o M&C Corporate Services Ltd. PO Box 309, GT Ugland House South Church Street Georgetown, Grand Cayman Cayman Islands | Aramid Entertainment Fund Limited Aramid Entertainment B.V. Attn: Timothy Philip Levy, Director C/O Future Films USA The Lot 1041 North Formosa Avenue West Hollywood, CA 90046 | Aramid Entertainment Fund Limited Aramid Entertainment B.V. Attn: Timothy Philip Levy, Director C/O Future Films Limited 10 Old Burlington Street London W1S 3AG United Kingdom |

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| Aramid Entertainment Fund Limited Aramid Entertainment B.V. Attn: Timothy Philip Levy, Director C/O Aramid Capital Partners 10 th Floor, Met Building, 22 Percy Street London W1T 2BU United Kingdom | Dentons Canada LLP Attn: Dianne Quinian 77 King Street West, Suite 400 Toronto, Ontario M5K 0A1 Canada | Lie With Me Productions, INC. Attn: Damon D'Oliveira, Treasurer c/o Conquering Lion Pictures 18 Gloucester Ln. 4th Fl. Toronto, ON M4Y 1L5 Canada |
| Dentons Canada LLP Attn: Christopher E. Pinnington, CEO 77 King Street West, Suite 400 Toronto, Ontario M5K 0A1 Canada | Studio Transportation Drivers Local #399 of the International Brotherhood of Teamsters 4747 Vineland Ave. North Hollywood, CA 91602 | <u>Agent for Service of Process for Studio Transportation Drivers:</u> Studio Transportation Drivers Attn: Leo Reed PO Box 6017 North Hollywood, CA 91603 |
| Studio Transportation Drivers Local #399 of the International Brotherhood of Teamsters c/o Michael D. Weiner Gilbert Sackman, ALC 3699 Wilshire Blvd # 1200 Los Angeles, CA 90010 | Capitol Group Holdings, LLC 2601 East Oakland Park Blvd. Suite 301 Fort Lauderdale, FL 33306 | <u>Agent for service of process for Capitol Group Holdings, LLC:</u> Capitol Group Holdings, LLC Attn: Spiegel & Utrera, P.A. 1840 S.W. 22 Street, 4 th Floor Miami, FL 33145 |
| Capitol Group Holdings, LLC Attn: Nathalie Chandler 2121 Avenue of the Stars, Suite 3000 Los Angeles, CA 90067 | Capitol Group Holdings, LLC c/o Parasec Incorporated P.O. Box 160568 Sacramento, CA 95816 | <u>Attorney for Lions Gate Entertainment, Inc./Lions Gate Films, Inc.:</u> Richard Levy Pryor Cashman LLP 7 Times Sq. 40 th Floor New York, NY 10036 |
| <u>Counsel for 2121 Avenue of the Stars, LLC</u> Martin Greenbaum Greenbaum Law Group LLP 840 Newport Center Dr. Suite 720 Newport Beach, CA 92660 | <u>Agent for Service of Process for 2121 Avenue of the Stars, LLC:</u> 2121 Avenue of the Stars, LLC Attn: CSC-Lawyers Incorporating Service 2710 Gateway Oaks Dr., Ste. 150N Sacramento, CA 95833-3505 | 2121 Avenue of the Stars, LLC 550 Newport Center Drive Newport Beach, CA 92660 |
| Image Entertainment 20525 Nordhoff Street, Suite 200 Chatsworth, CA 91311 | <u>Agent for Service of Process for Image Entertainment:</u> Image Entertainment Attn: Dennis Hohn Cho 20525 Nordhoff Street, Suite 200 Chatsworth, CA 91311 | <u>Counsel for Image Entertainment, Inc.</u> Vince Ravine Law Office of Vince Ravine 6553 Louise Ave Van Nuys, CA 91406 |
| Nancy Willen dba ACME Public Relations 1016 Pier Avenue Unit 2 Santa Monica, CA 90405-5728 | Nancy Willen Acme Public Relations 1158 26th Street, Suite 881 Santa Monica, CA 90403 | Nancy Willen dba ACME Public Relations Attn: Vince Ravine Law Office of Vince Ravine 6553 Louise Ave Van Nuys, CA 91406 |
| EBCO, LLC Attn: Cary Epstein, Manager 9663 Santa Monica Blvd, #370 Beverly Hills, CA 90210 | <u>Agent for Service of Process for EBCO, LLC:</u> EBCO, LLC 600 E. Riverpark Ln Boise, ID 83706 | Bacchi Corp The Walt Disney Co 77 W 66th St 15th Fl New York NY 10023 |
| Blue Van LLC c/o Law Offices of Steven M. Nachman 675 Third Street Avenue 29 th Floor New York, NY 10017 | Sony Pictures Home Entertainment, Inc. c/o Kathleen M Hallinan 10202 Washington Blvd Culver City, CA 90232 | Screen Capital International Corp. c/o David Molner 345 N. Maple Dr., Ste. 294 Beverly Hills, CA 90210 |

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| <p><u>Attorneys for Film Musicians Secondary Market Fund</u> Mark Sharf, Esq. Merritt, Hagen & Sharf, LLP 5950 Canoga Ave, #400 Woodland Hills, CA 91367</p> | <p><u>Attorneys for Half Nelson, LLC, Lie With Me Productions, Inc. and Safeword Productions, LLC</u> Ted Cohen, Esq. Sheppard Mullin 333 South Hope Street, 43rd Floor Los Angeles, CA 90071-1422</p> | <p>Frank Merola, Esq. Stroock & Stroock & Lavan, LLP 2029 Century Park East, Suite 1800 Los Angeles, CA 90067</p> |
| <p><u>Attorneys for Certain Actual or Potential Borrowers/Guarantors:</u> Steve Katzman, Esq. Bienert, Miller & Katzman, PLC 903 Calle Amanecer, Suite 350 San Clemente, CA 92673</p> | | |