

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RELATIVITY FASHION LLC, et al., ¹)	
)	Case No. 15-11989 (MEW)
)	
Debtors.)	(Jointly Administered)
)	
)	

**DECLARATION OF JUNG W. SONG ON BEHALF OF DONLIN, RECANO &
COMPANY, INC. REGARDING VOTING AND TABULATION OF BALLOTS
ACCEPTING AND REJECTING PLAN PROPONENTS' PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jung W. Song, declare, under penalty of perjury to the best of my knowledge, information, and belief:²

1. I am a Managing Director at Donlin, Recano & Company, Inc. (“**DRC**”), located at 6201 15th Avenue, Brooklyn, New York 11219. I am over the age of 18 years and competent to testify.

2. I submit this Declaration with respect to the *Plan Proponents' Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1143] (as amended, modified, and supplemented, the “**Plan**”). Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge, information supplied to me by the Debtors or its advisors, including DRC, and my review of relevant documents. If I were called to testify, I could and would testify competently as to the facts set forth herein on that basis.

¹ The Debtors in these Chapter 11 Cases are set forth on page (i).

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan and the Solicitation Procedures Order (each as defined below), as applicable.

The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Relativity Fashion, LLC (4571); Relativity Holdings LLC (7052); Relativity Media, LLC (0844); Relativity REAL, LLC (1653); RML Distribution Domestic, LLC (6528); RML Distribution International, LLC (6749); RMLDD Financing, LLC (9114); 21 & Over Productions, LLC (7796); 3 Days to Kill Productions, LLC (5747); A Perfect Getaway P.R., LLC (9252); A Perfect Getaway, LLC (3939); Armored Car Productions, LLC (2750); Best of Me Productions, LLC (1490); Black Or White Films, LLC (6718); Blackbird Productions, LLC (8037); Brant Point Productions, LLC (9994); Brick Mansions Acquisitions, LLC (3910); Brilliant Films, LLC (0448); Brothers Productions, LLC (9930); Brothers Servicing, LLC (5849); Catfish Productions, LLC (7728); Cine Productions, LLC (8359); CinePost, LLC (8440); Cisco Beach Media, LLC (8621); Cliff Road Media, LLC (7065); Den of Thieves Films, LLC (3046); Don Jon Acquisitions, LLC (7951); DR Productions, LLC (7803); Einstein Rentals, LLC (5861); English Breakfast Media, LLC (2240); Furnace Films, LLC (3558); Gotti Acquisitions, LLC (6562); Great Point Productions, LLC (5813); Guido Contini Films, LLC (1031); Hooper Farm Music, LLC (3773); Hooper Farm Publishing, LLC (3762); Hummock Pond Properties, LLC (9862); Hunter Killer La Productions, LLC (1939); Hunter Killer Productions, LLC (3130); In The Hat Productions, LLC (3140); J&J Project, LLC (1832); JGAG Acquisitions, LLC (9221); Left Behind Acquisitions, LLC (1367); Long Pond Media, LLC (7197); Madaket Publishing, LLC (9356); Madaket Road Music, LLC (9352); Madvine RM, LLC (0646); Malavita Productions, LLC (8636); MB Productions, LLC (4477); Merchant of Shanghai Productions, LLC (7002); Miacomet Media LLC (7371); Miracle Shot Productions, LLC (0015); Most Wonderful Time Productions, LLC (0426); Movie Productions, LLC (9860); One Life Acquisitions, LLC (9061); Orange Street Media, LLC (3089); Out Of This World Productions, LLC (2322); Paranoia Acquisitions, LLC (8747); Phantom Acquisitions, LLC (6381); Pocomo Productions, LLC (1069); Relative Motion Music, LLC (8016); Relative Velocity Music, LLC (7169); Relativity Development, LLC (5296); Relativity Film Finance II, LLC (9082); Relativity Film Finance III, LLC (8893); Relativity Film Finance, LLC (2127); Relativity Films, LLC (5464); Relativity Foreign, LLC (8993); Relativity India Holdings, LLC (8921); Relativity Jackson, LLC (6116); Relativity Media Distribution, LLC (0264); Relativity Media Films, LLC (1574); Relativity Music Group, LLC (9540); Relativity Production LLC (7891); Relativity Rogue, LLC (3333); Relativity Senator, LLC (9044); Relativity Sky Land Asia Holdings, LLC (9582); Relativity TV, LLC (0227); Reveler Productions, LLC (2191); RML Acquisitions I, LLC (9406); RML Acquisitions II, LLC (9810); RML Acquisitions III, LLC (9116); RML Acquisitions IV, LLC (4997); RML Acquisitions IX, LLC (4410); RML Acquisitions V, LLC (9532); RML Acquisitions VI, LLC (9640); RML Acquisitions VII, LLC (7747); RML Acquisitions VIII, LLC (7459); RML Acquisitions X, LLC (1009); RML Acquisitions XI, LLC (2651); RML Acquisitions XII, LLC (4226); RML Acquisitions XIII, LLC (9614); RML Acquisitions XIV, LLC (1910); RML Acquisitions XV, LLC (5518); RML Bronze Films, LLC (8636); RML Damascus Films, LLC (6024); RML Desert Films, LLC (4564); RML Documentaries, LLC (7991); RML DR Films, LLC (0022); RML Echo Films, LLC (4656); RML Escobar Films LLC (0123); RML Film Development, LLC (3567); RML Films PR, LLC (1662); RML Hector Films, LLC (6054); RML Hillsong Films, LLC (3539); RML IFWT Films, LLC (1255); RML International Assets, LLC (1910); RML Jackson, LLC (1081); RML Kidnap Films, LLC (2708); RML Lazarus Films, LLC (0107); RML Nina Films, LLC (0495); RML November Films, LLC (9701); RML Oculus Films, LLC (2596); RML Our Father Films, LLC (6485); RML Romeo and Juliet Films, LLC (9509); RML Scripture Films, LLC (7845); RML Solace Films, LLC (5125); RML Somnia Films, LLC (7195); RML Timeless Productions, LLC (1996); RML Turkeys Films, LLC (8898); RML Very Good Girls Films, LLC (3685); RML WIB Films, LLC (0102); Rogue Digital, LLC (5578); Rogue Games, LLC (4812); Roguelife LLC (3442); Safe Haven Productions, LLC (6550); Sanctum Films, LLC (7736); Santa Claus Productions, LLC (7398); Smith Point Productions, LLC (9118); Snow White Productions, LLC (3175); Spy Next Door, LLC (3043); Story Development, LLC (0677); Straight Wharf Productions, LLC (5858); Strangers II, LLC (6152); Stretch Armstrong Productions, LLC (0213); Studio Merchandise, LLC (5738); Summer Forever Productions, LLC (9211); The Crow Productions, LLC (6707); Totally Interns, LLC (9980); Tribes of Palos Verdes Production, LLC (6638); Tuckernuck Music, LLC (8713); Tuckernuck Publishing, LLC (3960); Wright Girls Films, LLC (9639); Yuma, Inc. (1669); Zero Point Enterprises, LLC (9558). The location of the Debtors' corporate headquarters is: 9242 Beverly Blvd., Suite 300, Beverly Hills, CA 90210.

(i)

3. In accordance with the *Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc., as Administrative Agent for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 481], DRC was authorized to assist the Debtors in connection with, *inter alia*, soliciting, receiving, and tabulating Ballots accepting or rejecting the Plan.

I. Service and Transmittal of Solicitation Packages and Related Information

4. Pursuant to the Plan, holders of Claims in B, C, D, E, G and J as of the Voting Record Date were entitled to vote to accept or reject the Plan (the “**Voting Classes**”).

Class	Type of Claim
Class B	TLA/TLB Secured Claims
Class C	Pre-Release P&A Secured Claims
Class D	Post-Release P&A Secured Claims
Class E	Production Loan Secured Claims
Class G	Secured Guilds Claims
Class J	General Unsecured Claims

5. The procedures for the solicitation and tabulation of votes on the Plan are set forth by the *Order Approving Debtors’ Motion for an Order (I) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan Proponents’ Plan of Reorganization, (II) Scheduling the Time for Notice of Confirmation Objection Deadline and Confirmation Hearing, (III) Approving Related Notice Procedures and (IV) Scheduling Confirmation Hearing* [Docket No. 1141] (the “**Solicitation Procedures Order**”). DRC was instructed to solicit, review, determine the validity of, and tabulate Ballots submitted to vote for the acceptance or rejection of the Plan by the holders of Claims in the Voting Classes in accordance with the Solicitation Procedures Order.

6. On or around December 23, 2015, DRC posted links on the Debtors’ restructuring website maintained by DRC at www.donlinrecano.com/Clients/rm/planofreorg to provide parties with access to, among other documents, copies of the Plan, the *Second Amended*

Disclosure Statement for Plan Proponents' Second Amended plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1140], the Solicitation Procedures Order, and the Confirmation Hearing Notice.

7. In accordance with the Solicitation Procedures Order, on December 23, 2015, DRC caused Solicitation Packages to be distributed to holders of Claims in the Voting Classes as of the Voting Record Date. DRC filed the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to the Second Amended Disclosure Statement for Plan Proponents' Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Affidavit of Service**") dated December 29, 2015 [Docket No. 1166]. DRC filed the *Supplemental Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Packages with Respect to the Second Amended Disclosure Statement for Plan Proponents' Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1235]

II. General Tabulation Process

8. As specified in the Solicitation Procedures Order, December 17, 2015 (the "**Voting Record Date**") was established as the record date for determining the holders of Claims in the Voting Class who would be entitled to vote to accept or reject the Plan.

9. Pursuant to the Solicitation Procedures Order, DRC relied on the following information to identify and solicit Holders of Claims in the Voting Classes: (a) the *Schedules of Assets and Liabilities* filed with the Court by each of the Debtors on September 25 and 26, 2015; (b) the official claims register maintained by DRC as of December 17, 2015; and (c) claims information pertaining to the Debtors' chapter 11 case as reflected in DRC's internal database to which this information was loaded. Using this information, and with guidance from the Debtors

and their advisors, DRC created a voting database reflecting the name, address, voting amount, and classification of Claims in the Voting Classes. Using this voting database, DRC generated Ballots for holders of Claims entitled to vote to accept or reject the Plan.

10. Ballots returned by mail, hand delivery, or overnight delivery were received by personnel of DRC at its office in Brooklyn, New York. Ballots received by DRC were processed in accordance with the Solicitation Procedures Order. Upon receiving Ballots, DRC took the following actions:

- a. The envelopes containing the Ballots were opened, and the contents were removed and stamped with the date and time received. Each Ballot was then scanned into DRC's system and sequentially numbered (the "**Sequence Number**"); and
- b. DRC then entered into a computer database all pertinent information from each of the Ballots, including among other things, the date and time the Ballot was received, the Sequence Number, the voting dollar amount, whether the creditor submitting the Ballot elected to reject the Plan but provide the release and whether the creditor submitting the Ballot voted to accept or reject the Plan.

11. In order for a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the Solicitation Procedures Order and executed by the relevant holder, or such holder's authorized representative, and must have been actually received by DRC by 4:00 p.m. (prevailing Eastern Time) on January 20, 2016 (the "**Voting Deadline**"). All Ballots were to be delivered to DRC as follows: (a) if by hand delivery or overnight courier, to Donlin, Recano & Company, Inc., Re: Relativity Fashion, LLC, et al., Inc. Attn: Voting Department, 6201 15th Avenue, Brooklyn, New York 11219; or (b) if by regular mail, to Donlin, Recano & Company, Inc., Re: Relativity Fashion, LLC, et al., Attn: Voting Department, P.O. Box 2034, Murray Hill Station, New York, NY 10156.

12. All validly executed Ballots cast by holders of Claims in the Voting Classes received by DRC on or before the Voting Deadline were tabulated as outlined in the Solicitation Procedures Order.

13. DRC is in possession of the Ballots received by it, and copies of same are available for review during DRC’s normal business hours at 6201 15th Avenue, Brooklyn, New York 11219.

III. The Voting Results

14. The results of the aforesaid tabulation of properly executed Ballots received on or before the Voting Deadline and Extended Voting Deadline (defined below) are set forth below and in the report annexed hereto as **Exhibit A** (the “**Final Tabulation Results**”).

CLASSES ³	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Classes B1–B33, B35-B56, B58- B143 & B145	\$232,189,874.19 (82.75%)	2 (66.67%)	\$48,393,090.77 (17.25%)	1 (33.33%)
Class C5	\$28,610,802.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class C21	\$18,645,061.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class C108	\$15,021,218.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class C109	\$1,259,404.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)

³ For administrative convenience, a chart listing the numbers assigned to each Debtor is attached hereto as **Exhibit B**

CLASSES ³	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class C117	\$21,331,580.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class D8	\$3,202,681.50 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class D95	\$26,818,820.94 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class D109	\$10,447,904.44 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class D121	\$13,168,235.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class D122	\$26,818,820.94 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class E5	\$00.00 (0.00%)	0 (0.00%)	\$21,831,960.40 (100%)	1 (100%)
Class E21	\$00.00 (0.00%)	0 (0.00%)	\$12,382,984.50 (0.00%)	1 (100%)
Class G1	\$378,925.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G2	\$650,622.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G6	\$1,415,245.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G7	\$83,820.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)

CLASSES ³	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class G8	\$359,109.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G10	\$120,954.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G20	\$791,631.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G24	\$560,345.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G41	\$830.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G47	\$209,775.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G51	\$135,358.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G77	\$108.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G78	\$707,872.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G80	\$60,941.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G103	\$17,750.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G109	\$6,485.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)

CLASSES ³	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class G111	\$461,961.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G112	\$105,709.00 (100%)	2 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G119	\$658,167.00 (100%)	1 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G126	\$1,246,576.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class G130	\$1,659,767.00 (100%)	3 (100%)	\$00.00 (0.00%)	0 (0.00%)
Class J – General Unsecured Claims	\$224,944,988.04 (85.64%)	106 (84.80%)	\$37,719,505.04 (14.36%)	19 (15.20%)

15. The following Ballots were not tabulated for failure to satisfy the requirements for a valid Ballot as set forth in the Solicitation Procedures Order:

- i. Any Ballot not bearing a signature was excluded from the Final Tabulation Results and was assigned a defect code “A.”
- ii. Any Ballot not bearing an original signature was excluded from the Final Tabulation Results and was assigned a defect code “B.”
- iii. Any Ballot transmitted to DRC by facsimile, email or other electronic means was excluded from the Final Tabulation Results and was assigned a defect code “C.”

- iv. Any Ballot received after the Voting Deadline or such later date agreed to by the Debtors was excluded from the Final Tabulation Results and was assigned a defect code “G.”
- v. A Ballot was deemed superseded and revoked if DRC received a subsequent properly executed and timely Ballot respective of the same Claims(s). Under these circumstances, the superseded and revoked ballot was assigned a defect code of “D” and was excluded from the Final Tabulation Results.

16. The following Ballots were excluded from the Final Tabulation Results due to withdrawal stipulations and was assigned a defect code “Z.”

<u>Creditor Name</u>	<u>Ballot ID</u>	<u>Stipulation (Dkt No)</u>
MICA Fund I, L.P.	002506	Docket No. 1400
United Talent Agency	002510	Not Available ⁴

17. Pursuant to *Stipulation and Agreed Order Between Debtors and LAMF LLC* (“LAMF”) [Docket No. 1454], LAMF’s vote (Ballot ID 002508) against the Plan was changed to a vote in favor of the Plan in the amount of \$ 13,031,000.00.

18. At the direction of Debtors’ counsel, Nicholas Sparks Production, LLC (“Sparks”) vote amount (Ballot ID 002387) was changed to \$15,000.000.00 pursuant to the *Order Granting Motion for Temporary Allowance of Claim of Nicholas Sparks Production, LLC Pursuant to Fed. R. Bankr. Proc. 3018(a)*, which is expected to be entered by the Court momentarily.⁵

⁴ Creditor United Talent Agency filed a motion [Docket No. 1386] and Debtors’ counsel has informed DRC that they will be stipulating to the requested relief.

⁵ Sparks filed a Motion for Temporary Allowance of Claim Pursuant to Fed. R. Bankr. Proc. 2018(a) [Docket No. 1268]

19. At the direction of Debtors' counsel, pursuant to *Order Granting Debtors' Omnibus Motion to Estimate the Amount, or Establish the Classification, of Certain Claims Solely for Purposes of Voting to Accept or Reject the Plan Proponents' Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*, which is expected to be entered by the Court momentarily, the vote amount for Kidnap Holdings, LLC was changed as follows:

<u>Creditor Name/(Claim No)</u>	<u>Original Vote Amt</u>	<u>Revised Vote Amt</u>
Kidnap Holdings, LLC/623	\$452,173.46	\$150,000.00

20. Pursuant to *Stipulation and Agreed Order on Change of Vote for Chapter 11 Plan* [Docket No. 1432], the following votes against the Plan were changed to a vote in favor of the Plan.

<u>Creditor Name</u>	<u>Ballot ID</u>	<u>Original Vote</u>	<u>Final Vote</u>	<u>Vote Amount</u>
Manchester Securities Corp.	002506	Reject the Plan	Accept the Plan	\$137,078,557.00
Heatherden Securities LLC	001378	Reject the Plan	Accept the Plan	\$2.00
Beverly Blvd 2 Holdings LLC	001380	Reject the Plan	Accept the Plan	\$1.00

21. A detailed report of all Ballots that were not tabulated for failure to satisfy the requirements for a valid Ballots as set for in the Solicitation Procedures Order is attached hereto as **Exhibit C**.

22. **Exhibit D** sets forth hypothetical voting results if Ballots received by DRC on January 21, 2016 with a defect code "G" listed on Exhibit C were included in the Final Tabulation Results.

23. On January 19, 2016, pursuant to *Stipulation and Agreed Order Between the Debtors and RKA Film Financing, LLC Regarding Tabulation of the RKA Ballots in Connection with Confirmation of the Debtors' Plan of Reorganization* [Docket No. 1297], the voting deadline to submit a ballot to accept or reject the plan for Creditor RKA Film Financing, LLC has been extended to January 26, 2016 at 4:00 pm ET.

24. On January 19, 2016, pursuant to *Stipulation and Agreed Order Between the Debtors and CIT Bank, N.A, formerly known as OneWest Bank N.A. Regarding the Deadline to Submit Ballots* [Docket No. 1295], the voting deadline to submit a ballot to accept or reject the plan for Creditor CIT Bank, N.A. has been extended to January 26, 2016 at 4:00 pm ET.

25. On January 20, 2016, pursuant to *Stipulation and Agreed Order Between the Debtors and Carat USA, Inc. Regarding the Deadline to Submit Ballots* [Docket No. 1304], the voting deadline to submit a ballot to accept or reject the plan for Creditor Carat USA, Inc has been extended to January 26, 2016 at 4:00 pm ET.

26. On January 20, 2016, pursuant to *Stipulation and Agreed Order Between the Debtors, Bold Films Productions, LLC and Kidnap Holdings, LLC Regarding the Deadline to Submit Ballots* [Docket No. 1303], the voting deadline to submit a ballot to accept or reject the plan for Creditors *Bold Films Productions, LLC* and *Kidnap Holdings, LLC* has been extended to January 26, 2016 at 4:00 pm ET.

27. Class G Ballots submitted by the Writers Guild of America West, Inc., the Directors Guild of America, the Screen Actors Guild-American Federation of Television and Radio Artists and the Motion Picture Industry Pension and Health Plans (collectively “**Guilds**”) were tabulated in accordance with Solicitation Procedures Order and the *Notice of Presentment of Stipulation and Agreed Order* [Docket No. 1212].

28. At the direction of Debtors' counsel, a hypothetical voting tabulation report is included herein assuming that a one-day extension to the voting deadline had been extended (the "**Extended Voting Deadline**") due to weather issues per Fed Ex and UPS for 1) the Guilds, 2) GDC Digital Cinema Network (USA), LLC (Ballot ID 002068) and 3) American Multi-Cinema Inc. (Ballot ID 001681). The properly executed Ballots submitted prior to the Extended Voting Deadline by the foregoing mentioned Creditors were included in the Final Tabulation Results.

29. On January 19, 2016, at the direction of Debtors' counsel, DRC reclassified Ballot ID 001318, Creditor RKA Film Financing, LLC claims⁶ from secured to general unsecured in the vote amount of \$3.00.

I declare under penalty of perjury that the foregoing is true and correct and to the best of my knowledge, information and belief.

Dated: January 28, 2016
New York, New York

/s/ Jung W. Song
Jung W. Song
Donlin, Recano & Company, Inc.

⁶ At the direction of Debtors' counsel, claim numbers 595, 596 and 602 were reclassified from secured to general unsecured status and DRC prepared and e-mailed the Class J Ballot in the vote amount of \$3.00 to Creditor's counsel.

EXHIBIT A

RELATIVITY MEDIA FASHION, LLC ET AT															
Tabulation Report as of 1/28/2016															
Class	Ballot ID	Acct No.	Claim No.	Creditor Name	Authorized Vote Amt	Indicated Amt	Variance	Vote	ACC	RJC	Tabulated Accept Amt	Tabulated Reject Amt	Vote Date	Defect Codes	REJECT & RELEASE
J	002138	13961	000370.00	3 KICK HEADS, INC.	1.00			ACCEPT	1	0	1.00	0.00	1/20/16		
J	002157	14326	000547.00	40 OR 50 YEARS, INC. F/S/O JUSTIN ADLER	32,500.00			ACCEPT	1	0	32,500.00	0.00	1/15/16		
J	001406	11292	000248.00	42 WEST, LLC	37,513.77			ACCEPT	1	0	37,513.77	0.00	1/12/16		
J	002133	13876	000417.00	ABIMAGES, INC.	3,225.00			ACCEPT	1	0	3,225.00	0.00	1/7/16		
J	001610	21353	000382.00	ALLIED ADVERTISING LIMITED PARTNERSHIP	766,546.78			ACCEPT	1	0	766,546.78	0.00	1/14/16		
J	001681	11317	050244.00	AMERICAN MULTI-CINEMA INC.	36,540.00			ACCEPT	1	0	36,540.00	0.00	1/21/16		
J	001760	30190	001407.00	AMERICAN PUBLIC MEDIA	4,675.00			REJECT	0	1	0.00	4,675.00	1/5/16		
J	001978	11323	000354.00	ANDREW HINDES DBA THE IN HOUSE WRITER	5,075.00			ACCEPT	1	0	5,075.00	0.00	1/8/16		
J	002496	30131	209.00 00124	BANDITO BROTHERS, LLC	2.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	002513	30174	001233.00	BANDITO FILMS, INC.	350,000.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	001938	10299	001478.00	BENARROCH PRODUCTIONS	61,500.00			ACCEPT	1	0	61,500.00	0.00	1/19/16		
J	001380	177	001146.00	BEVERLY BLVD 2 HOLDINGS LLC	1.00			ACCEPT	1	0	1.00	0.00	1/19/16		
J	001813	30171	001277.00	BIGTS LOAN SERVICING, LLC	648,492.00			ACCEPT	1	0	648,492.00	0.00	1/20/16		
J	002328	21431	000112.00	BLACKBOX CREATIVE GROUP, LLC	75,000.00			ACCEPT	1	0	75,000.00	0.00	1/15/16		
J	002483	30109	000958.00	BOLD FILMS PRODUCTIONS, LLC	58,305.31			REJECT	0	1	0.00	58,305.31	1/26/16		
J	001714	14822	000977.00	ANDREW P. BOLLMAN	1,000.00			ACCEPT	1	0	1,000.00	0.00	1/12/16		
J	002346	23139	050825.00	BRAD CARR	350.00			REJECT	0	1	0.00	350.00	1/12/16		
J	002295	16547	000397.00	CALVERT STUDIOS, LLC	4,090.00			ACCEPT	1	0	4,090.00	0.00	1/20/16		
J	001526	23815	001188.00	CARAT USA INC	39,210,304.48			ACCEPT	1	0	39,210,304.48	0.00	1/26/16		
J	001726	20938	000156.00	LATUNYA CARR-GARMON	0.00			ACCEPT	1	0	0.00	0.00	1/7/16		
J	001876	2381	001141.00	CINELEASE, INC.	4,229.67			ACCEPT	1	0	4,229.67	0.00	1/20/16		
J	001327	30099	000619.00	CIT BANK, N.A. AS AGENT	1.00			REJECT	0	1	0.00	1.00	1/26/16		
J	002534	30226	000622.00	CIT BANK, N.A., AS AGENT	1.00			REJECT	0	1	0.00	1.00	1/26/16		
J	001971	11173	234.00 05023	COLORNET PRESS	10,932.51			ACCEPT	1	0	10,932.51	0.00	1/19/16		
J	001467	14534	509.00 00061	CP IV SPV, LLC	13,769,061.40			REJECT	0	1	0.00	13,769,061.40	1/20/16		
J	002076	12759	000524.00	CREATE ADVERTISING GROUP, LLC	301,709.59			ACCEPT	1	0	301,709.59	0.00	1/20/16		
J	002308	20933	000019.00	CREATIVE SOUNDSCAPES, INC.	15,750.00			ACCEPT	1	0	15,750.00	0.00	1/19/16		
J	002418	29399	000210.00	CT LIEN SOLUTIONS	59,092.00			ACCEPT	1	0	59,092.00	0.00	1/15/16		
J	001569	30198	001429.00	DANONE WATERS OF AMERICA, INC.	4,520,000.00			REJECT	0	1	0.00	4,520,000.00	1/20/16		
J	001932	9699	000978.00	IECIA DAVIS	2,500.00			ACCEPT	1	0	2,500.00	0.00	1/6/16		
J	002165	14409	000390.00	DCR CORPORATION	6,150.00			ACCEPT	1	0	6,150.00	0.00	1/5/16		
J	001361	29212	000200.00	DESERT DANCER PRODUCTIONS LTD.	40,000.00			ACCEPT	1	0	40,000.00	0.00	1/19/16		
J	002261	15250	050739.00	DIA DIBBLE (HAYES)	400.00			ACCEPT	1	0	400.00	0.00	1/12/16		
J	002376	27190	000159.00	DIGITAL MEDIA MANAGEMENT INC	35,000.00			ACCEPT	1	0	35,000.00	0.00	1/20/16		
J	000149	30127	001458.38	DIRECTORS GUILD OF AMERICA, INC.	435,006.00			ACCEPT	1	0	435,006.00	0.00	1/21/16		
J	002218	15106	204.00 05067	DOS BRAINS, INC.	19,000.00			REJECT	0	1	0.00	19,000.00	1/19/16		
J	001945	10452	000304.00	DVS INTELESTREAM	72,098.69			ACCEPT	1	0	72,098.69	0.00	1/5/16		
J	002136	13959	000368.00	EDDIE VEDDER DBA INNOCENT BYSTANDER	1.00			ACCEPT	1	0	1.00	0.00	1/20/16		
J	001542	29350	000347.00	EMARKETER, INC.	5,250.00			ACCEPT	1	0	5,250.00	0.00	1/7/16		
J	001806	21433	000117.00	ENTERPRISE RENT A CAR	146,096.18			ACCEPT	1	0	146,096.18	0.00	1/7/16		
J	001972	11207	050236.00	FILM SOLUTIONS	5,873.58			ACCEPT	1	0	5,873.58	0.00	1/12/16		
J	001683	11483	050271.00	FILMTEKNIK INC -	1,400.00			REJECT	0	1	0.00	1,400.00	1/14/16		
J	002470	30086	000550.00	FOX BROADCASTING COMPANY	232,585.01			ACCEPT	1	0	232,585.01	0.00	1/20/16		
J	001731	21409	000079.00	FOX TELEVISION, INC. DBA KSAZ TELEVISION	13,102.75			ACCEPT	1	0	13,102.75	0.00	1/14/16		
J	001730	21408	000078.00	FOX TELEVISION, INC. DBA KUTV TELEVISION	14,403.25			ACCEPT	1	0	14,403.25	0.00	1/14/16		
J	002486	30118	001161.00	FREEWAY ENTERTAINMENT, KFT	1.00			ACCEPT	1	0	1.00	0.00	1/19/16		
J	002469	30085	000552.00	FX NETWORKS LLC	789,500.00			ACCEPT	1	0	789,500.00	0.00	1/20/16		
J	002068	12613	000048.00	GDC DIGITAL CINEMA NETWORK (USA), LLC	92,742.69			REJECT	0	1	0.00	92,742.69	1/21/16		
J	001910	7557	050123.00	GENERAL AMERICAN GROUP, INC	389.35			ACCEPT	1	0	389.35	0.00	1/12/16		
J	001563	30154	001307.00	GOOGLE INC.	647,874.04			REJECT	0	1	0.00	647,874.04	1/20/16		

RELATIVITY MEDIA FASHION, LLC ET AT															
Tabulation Report as of 1/28/2016															
Class	Ballot ID	Acct No.	Claim No.	Creditor Name	Authorized Vote Amt	Indicated Amt	Variance	Vote	ACC	RJC	Tabulated Accept Amt	Tabulated Reject Amt	Vote Date	Defect Codes	REJECT & RELEASE
J	001950	10526	000955.00	HABITAT FOR HUMANITY OF GREATER LA, INC.	965,000.00			ACCEPT	1	0	965,000.00	0.00	1/12/16		
J	002236	15167	050700.00	HEART UNITED, LLC DBA DOG FOR DOG	10,395.00			ACCEPT	1	0	10,395.00	0.00	1/20/16		
J	001378	126	147.00 00114	HEATHERDEN SECURITIES LLC	2.00			ACCEPT	1	0	2.00	0.00	1/19/16		
J	001521	21622	001326.00	HILTZIK STRATEGIES, LLC	74,838.71			REJECT	0	1	0.00	74,838.71	1/20/16		
J	001848	550	000149.02	SEAN HORVATH	187,525.00			ACCEPT	1	0	187,525.00	0.00	1/19/16		
J	001450	13658	351.00 05050	HUDDLED MASSES, LLC	1,198,077.45			ACCEPT	1	0	1,198,077.45	0.00	1/15/16		
J	002504	30145	245.00 00124	IATM, LLC	2.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	002079	12793	334.00 05042	ICONISUS, INC.	244,749.00			ACCEPT	1	0	244,749.00	0.00	1/20/16		
J	001788	14420	050572.00	JAMES R. HUDSON DBA MEMORIAL-MAYA MUSIC	10.06			ABSTAIN	0	0	0.00	0.00	1/12/16		
J	001999	11540	050281.00	JANET WAINWRIGHT PUBLIC RELATIONS INC	11,964.34			ACCEPT	1	0	11,964.34	0.00	1/5/16		
J	002495	30130	001208.00	BRET ANTHONY JOHNSTON	1.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	001877	2404	133.00 00013	JR LIGHTING, INC.	50,990.36			ACCEPT	1	0	50,990.36	0.00	1/19/16		
J	002224	15122	001428.00	KATALYST GROUP, INC.	50,000.00			ACCEPT	1	0	50,000.00	0.00	1/12/16		
J	002524	30199	001430.00	KAZT LLC	1,788.40			ACCEPT	1	0	1,788.40	0.00	1/5/16		
J	002479	30100	000623.00	KIDNAP HOLDINGS, LLC	150,000.00			REJECT	0	1	0.00	150,000.00	1/26/16		
J	001833	28427	000494.00	KING THEATRE CIRCUIT LLC	2,400.00			REJECT	0	1	0.00	2,400.00	1/15/16		
J	001733	21411	000081.00	KIRO TELEVISION	3,582.75			ACCEPT	1	0	3,582.75	0.00	1/14/16		
J	001513	19418	000116.00	MICHAEL KOSARIN	7,500.00			ACCEPT	1	0	7,500.00	0.00	1/6/16		
J	001736	21414	000084.00	KRIV TELEVISION	23,302.75			ACCEPT	1	0	23,302.75	0.00	1/14/16		
J	001735	21413	000083.00	KTXH TELEVISION	34,488.75			ACCEPT	1	0	34,488.75	0.00	1/14/16		
J	002508	30152	001303.00	LAMF LLC	13,031,000.00			ACCEPT	1	0	13,031,000.00	0.00	1/26/16		
J	002001	11578	050285.00	LARRY H MILLER THEATRES INC	1,400.00			ACCEPT	1	0	1,400.00	0.00	1/8/16		
J	002465	30081	000539.00	LASH FILMS, INC. F/S/O LASSE HALLSTROM	252,275.00			ACCEPT	1	0	252,275.00	0.00	1/5/16		
J	002254	15217	000409.00	LEOMARK STUDIOS, LLC FSO ERIK LUNDMARK	2,050.00			ACCEPT	1	0	2,050.00	0.00	1/15/16		
J	002002	11585	050286.00	LITHOGRAPHIX INC	107,461.10			ACCEPT	1	0	107,461.10	0.00	1/15/16		
J	002005	11593	000421.00	M3 CREATIVE	13,530.00			ACCEPT	1	0	13,530.00	0.00	1/5/16		
J	001324	30224	266.00 00126	MACQUARIE US TRADING LLC, AS	3,664,452.00			ACCEPT	1	0	3,664,452.00	0.00	1/19/16		
J	001497	15228	000154.02	MAD DESIGN PARTNERS, LLC (DBA "MAD	47,525.00			ACCEPT	1	0	47,525.00	0.00	1/20/16		
J	999999	27023	001176.00	MANCHESTER SECURITIES CORP	137,078,557.00	137,078,557.00		ACCEPT	1	0	137,078,557.00	0.00	1/20/16		
J	002390	28388	142.00 05085	MARKMONITOR INC.	140,000.00			ACCEPT	1	0	140,000.00	0.00	1/20/16		
J	002094	13119	000070.00	MASTERIMAGE 3D, INC.	24,104.80			ACCEPT	1	0	24,104.80	0.00	1/15/16		
J	002501	30142	001240.00	MOUSE MCCOY	1.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	001742	27085	000129.00	MEDIA DISTRIBUTORS, INC.	719.29			ACCEPT	1	0	719.29	0.00	1/12/16		
J	002137	13960	000303.00	MIKE MCCREADY DBA JUMPIN' CAT MUSIC	1.00			ACCEPT	1	0	1.00	0.00	1/20/16		
J	002458	30074	000516.00	MOCEAN PICTURES LLC	208,350.14			ACCEPT	1	0	208,350.14	0.00	1/19/16		
J	002049	12019	050367.00	MONTAGE MUSIC LLC	500.00			ACCEPT	1	0	500.00	0.00	1/5/16		
J	001711	14716	000145.00	MOO CREATIVE MEDIA, INC.	3,979.89			ACCEPT	1	0	3,979.89	0.00	1/15/16		
J	001776	11625	050297.00	MOROCH PARTNERS LP	23,723.93			ACCEPT	1	0	23,723.93	0.00	1/20/16		
J	002008	11626	000086.00	MOSS LANDING, LLC	6,500.00			ACCEPT	1	0	6,500.00	0.00	1/12/16		
J	001958	30136	050210.00	MOTION PICTURE INDUSTRY PENSION AND	11,560,479.00			ACCEPT	1	0	11,560,479.00	0.00	1/21/16		
J	002154	14248	000428.00	MOTION PICTURE MAILING, INC.	1,025.00			ACCEPT	1	0	1,025.00	0.00	1/5/16		
J	001562	30119	001165.00	NBCUNIVERSAL MEDIA LLC	3,577,944.01			ACCEPT	1	0	3,577,944.01	0.00	1/19/16		
J	002249	15203	000308.02	NCS CREATIVE, INC. FSO JOHN BLAS	300.00			REJECT	0	1	0.00	300.00	1/20/16		REJ & RELE
J	002387	27897	513.00 00051	NICHOLAS SPARKS PRODUCTIONS LLC	15,000,000.00			REJECT	0	1	0.00	15,000,000.00	1/20/16		
J	001835	30044	000340.00	OLLAWOOD PRODUCTIONS, LLC AND LEFT	1,759,436.00			ACCEPT	1	0	1,759,436.00	0.00	1/20/16		
J	002009	11655	000052.00	OLSON VISUAL, INC.	106,521.94			ACCEPT	1	0	106,521.94	0.00	1/5/16		
J	002294	16261	176.00 00017	PACIFIC POST RENTALS, INC.	42,030.00			ACCEPT	1	0	42,030.00	0.00	1/15/16		
J	002011	11664	026.00 05030	PACIFIC THEATRE EXHIBITION CORP DBA	28,899.48	14,449.74		ACCEPT	1	0	28,899.48	0.00	1/12/16		
J	001874	2316	000341.00	PERFECT COPY PRODUCTS, INC.	299.75			ACCEPT	1	0	299.75	0.00	1/5/16		
J	001523	22689	000457.00	PERNOD RICARD USA, LLC AND THE ABSOLUT	3,102,617.89			ACCEPT	1	0	3,102,617.89	0.00	1/19/16		

RELATIVITY MEDIA FASHION, LLC ET AT															
Tabulation Report as of 1/28/2016															
Class	Ballot ID	Acct No.	Claim No.	Creditor Name	Authorized Vote Amt	Indicated Amt	Variance	Vote	ACC	RJC	Tabulated Accept Amt	Tabulated Reject Amt	Vote Date	Defect Codes	REJECT & RELEASE
J	002113	13471	000560.00	PICTURE PRODUCTION COMPANY	6,500.00			ACCEPT	1	0	6,500.00	0.00	1/20/16		
J	002499	30139	001236.00	JAY POLLAK	1.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	002379	27430	000591.00	POLSON THEATRES	116.47			ACCEPT	1	0	116.47	0.00	1/15/16		
J	002507	30150	001301.00	QNO, LLC	2,999,817.00			REJECT	0	1	0.00	2,999,817.00	1/20/16		
J	001738	23807	000294.00	ROBERT READ	750,000.00			ACCEPT	1	0	750,000.00	0.00	1/8/16		
J	001318	30097	000596.00	CRKA FILM FINANCING, LLC	3.00			ACCEPT	1	0	3.00	0.00	1/26/16		
J	002494	30129	001232.00	JACOB ROSENBERG	350,002.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	000295	30134	001461.38	SCREEN ACTORS GUILD-AMERICAN	662,338.00			ACCEPT	1	0	662,338.00	0.00	1/21/16		
J	002045	11937	050362.00	SCREEN ENGINE, LLC	371,038.89			REJECT	0	1	0.00	371,038.89	1/15/16		
J	002303	18749	050802.00	SECRET ROAD MUSIC SERVICES INC	50,000.00			ACCEPT	1	0	50,000.00	0.00	1/19/16		
J	001558	30062	000465.00	SIRIUS XM RADIO INC.	27,319.00			ACCEPT	1	0	27,319.00	0.00	1/8/16		
J	002021	11736	050317.00	SSI ADVANCED POST SERVICES	12,000.00			ACCEPT	1	0	12,000.00	0.00	1/5/16		
J	001352	21251	000344.00	STW & PARTNERS	1.00			ACCEPT	1	0	1.00	0.00	1/14/16		
J	002315	21395	000068.00	THE SUSQUEHANNA HAT CO. D/B/A	7,750.00			ACCEPT	1	0	7,750.00	0.00	1/7/16		
J	002075	12697	050420.00	SYNCHRONIC LLC	3,700.00			ACCEPT	1	0	3,700.00	0.00	1/20/16		
J	001967	10975	000029.00	TERRY HINES & ASSOCIATES	95,535.00			ACCEPT	1	0	95,535.00	0.00	1/11/16		
J	002468	30084	000546.00	THE MILWAUKEE CONNECTION, INC. F/S/O R.	1.00			ACCEPT	1	0	1.00	0.00	1/20/16		
J	001931	9666	000979.00	ANTONIO THOMPSON	2,500.00			ACCEPT	1	0	2,500.00	0.00	1/6/16		
J	002026	11759	000122.00	THX LTD	7,700.00			REJECT	0	1	0.00	7,700.00	1/15/16		
J	002394	28407	000410.00	TICKTBOX, LLC	100,000.00			ACCEPT	1	0	100,000.00	0.00	1/14/16		
J	001687	11761	593.00 00059	TIVOLI ENTERPRISES DBA CLASSIC CINEMAS	400.00			ACCEPT	1	0	400.00	0.00	1/15/16		
J	002395	28409	172.00 00017	TRAILER PARK, INC. DBA ART MACHINE	121,412.50			ACCEPT	1	0	121,412.50	0.00	1/20/16		
J	002491	30124	001178.00	TWENTIETH TELEVISION INC.	301,072.00			ACCEPT	1	0	301,072.00	0.00	1/20/16		
J	001899	6467	000466.00	UNITED SITE SERVICES OF NEVADA, INC.	1,846.40			ACCEPT	1	0	1,846.40	0.00	1/15/16		
J	001752	30020	000265.00	UP ENTERTAINMENT, LLC	68,000.00			ACCEPT	1	0	68,000.00	0.00	1/12/16		
J	002300	18652	000369.00	EDDIE VEDDER	1.00			ACCEPT	1	0	1.00	0.00	1/20/16		
J	001545	29935	000163.00	VIDEOHELPER, INC.	1,800.00			ACCEPT	1	0	1,800.00	0.00	1/5/16		
J	002502	30143	001242.00	SCOTT WAUGH	1.00			ABSTAIN	0	0	0.00	0.00	1/27/16		
J	001483	15036	000165.00	THE WEEKS-LERMAN GROUP, LLC	1,862.26			ACCEPT	1	0	1,862.26	0.00	1/5/16		
J	001732	21410	000080.00	WFTV/WRDQ TELEVISION	8,192.28			ACCEPT	1	0	8,192.28	0.00	1/14/16		
J	002464	30080	000536.00	WORTHAM INTERNATIONAL, F/S/O MARTY	751,000.00			ACCEPT	1	0	751,000.00	0.00	1/14/16		
J	002301	30163	050800.00	WRITERS GUILD OF AMERICA WEST, INC.	1,255,319.00			ACCEPT	1	0	1,255,319.00	0.00	1/21/16		
J	001734	21412	000082.00	WSB TELEVISION	19,711.50			ACCEPT	1	0	19,711.50	0.00	1/14/16		
J	001384	1915	000453.00	ZYNC MUSIC GROUP, LLC	50,000.00			ACCEPT	1	0	50,000.00	0.00	1/19/16		
Totals for Class J															
Aggregate Class J Claim Amount Voted to Accept:					224,944,988.04	85.64%									
Aggregate Class J Claim Amount Voted to Reject:					37,719,505.04	14.36%									
Aggregate Class J Claim Amount Voted:					262,664,493.08										
Aggregate Class J Claim Quantity Voted to Accept:					106	84.80%									
Aggregate Class J Claim Quantity Voted to Reject:					19	15.20%									
Aggregate Class J Claim Quantity Voted:					125										

EXHIBIT B

Debtor #	Debtor Name
1.	21 & Over Productions, LLC
2.	3 Days to Kill Productions, LLC
3.	A Perfect Getaway P.R., LLC
4.	A Perfect Getaway, LLC
5.	Armored Car Productions, LLC
6.	Best of Me Productions, LLC
7.	Black Or White Films, LLC
8.	Blackbird Productions, LLC
9.	Brant Point Productions, LLC
10.	Brick Mansions Acquisitions, LLC
11.	Brilliant Films, LLC
12.	Brothers Productions, LLC
13.	Brothers Servicing, LLC
14.	Catfish Productions, LLC
15.	Cine Productions, LLC
16.	CinePost, LLC
17.	Cisco Beach Media, LLC
18.	Cliff Road Media, LLC
19.	Den of Thieves Films, LLC
20.	Don Jon Acquisitions, LLC
21.	DR Productions, LLC
22.	Einstein Rentals, LLC
23.	English Breakfast Media, LLC
24.	Furnace Films, LLC
25.	Gotti Acquisitions, LLC
26.	Great Point Productions, LLC
27.	Guido Contini Films, LLC
28.	Hooper Farm Music, LLC
29.	Hooper Farm Publishing, LLC
30.	Hummock Pond Properties, LLC
31.	Hunter Killer La Productions, LLC
32.	Hunter Killer Productions, LLC
33.	In The Hat Productions, LLC
34.	J&J Project, LLC
35.	JGAG Acquisitions, LLC
36.	Left Behind Acquisitions, LLC
37.	Long Pond Media, LLC
38.	Madaket Publishing, LLC
39.	Madaket Road Music, LLC
40.	Madvine RM, LLC
41.	Malavita Productions, LLC
42.	MB Productions, LLC
43.	Merchant of Shanghai Productions, LLC
44.	Miacomet Media LLC
45.	Miracle Shot Productions, LLC
46.	Most Wonderful Time Productions, LLC
47.	Movie Productions, LLC
48.	One Life Acquisitions, LLC
49.	Orange Street Media, LLC
50.	Out Of This World Productions, LLC

Debtor #	Debtor Name
51.	Paranoia Acquisitions, LLC
52.	Phantom Acquisitions, LLC
53.	Pocomo Productions, LLC
54.	Relative Motion Music, LLC
55.	Relative Velocity Music, LLC
56.	Relativity Development, LLC
57.	Relativity Fashion, LLC
58.	Relativity Film Finance II, LLC
59.	Relativity Film Finance III, LLC
60.	Relativity Film Finance, LLC
61.	Relativity Films, LLC
62.	Relativity Foreign, LLC
63.	Relativity Holdings LLC
64.	Relativity India Holdings, LLC
65.	Relativity Jackson, LLC
66.	Relativity Media LLC
67.	Relativity Media Distribution, LLC
68.	Relativity Media Films, LLC
69.	Relativity Music Group, LLC
70.	Relativity Production LLC
71.	Relativity REAL, LLC
72.	Relativity Rogue, LLC
73.	Relativity Senator, LLC
74.	Relativity Sky Land Asia Holdings, LLC
75.	Relativity TV, LLC
76.	Reveler Productions, LLC
77.	RML Acquisitions I, LLC
78.	RML Acquisitions II, LLC
79.	RML Acquisitions III, LLC
80.	RML Acquisitions IV, LLC
81.	RML Acquisitions IX, LLC
82.	RML Acquisitions V, LLC
83.	RML Acquisitions VI, LLC
84.	RML Acquisitions VII, LLC
85.	RML Acquisitions VIII, LLC
86.	RML Acquisitions X, LLC
87.	RML Acquisitions XI, LLC
88.	RML Acquisitions XII, LLC
89.	RML Acquisitions XIII, LLC
90.	RML Acquisitions XIV, LLC
91.	RML Acquisitions XV, LLC
92.	RML Bronze Films, LLC
93.	RML Damascus Films, LLC
94.	RML Desert Films, LLC
95.	RML Distribution Domestic, LLC
96.	RML Distribution International, LLC
97.	RML Documentaries, LLC
98.	RML DR Films, LLC
99.	RML Echo Films, LLC
100.	RML Escobar Films LLC

Debtor #	Debtor Name
101.	RML Film Development, LLC
102.	RML Films PR, LLC
103.	RML Hector Films, LLC
104.	RML Hillsong Films, LLC
105.	RML IFWT Films, LLC
106.	RML International Assets, LLC
107.	RML Jackson, LLC
108.	RML Kidnap Films, LLC
109.	RML Lazarus Films, LLC
110.	RML Nina Films, LLC
111.	RML November Films, LLC
112.	RML Oculus Films, LLC
113.	RML Our Father Films, LLC
114.	RML Romeo and Juliet Films, LLC
115.	RML Scripture Films, LLC
116.	RML Solace Films, LLC
117.	RML Somnia Films, LLC
118.	RML Timeless Productions, LLC
119.	RML Turkeys Films, LLC
120.	RML Very Good Girls Films, LLC
121.	RML WIB Films, LLC
122.	RMLDD Financing, LLC
123.	Rogue Digital, LLC
124.	Rogue Games, LLC
125.	Roguelife LLC
126.	Safe Haven Productions, LLC
127.	Sanctum Films, LLC
128.	Santa Claus Productions, LLC
129.	Smith Point Productions, LLC
130.	Snow White Productions, LLC
131.	Spy Next Door, LLC
132.	Story Development, LLC
133.	Straight Wharf Productions, LLC
134.	Strangers II, LLC
135.	Stretch Armstrong Productions, LLC
136.	Studio Merchandise, LLC
137.	Summer Forever Productions, LLC
138.	The Crow Productions, LLC
139.	Totally Interns, LLC
140.	Tribes of Palos Verdes Production, LLC
141.	Tuckernuck Music, LLC
142.	Tuckernuck Publishing, LLC
143.	Wright Girls Films, LLC
144.	Yuma, Inc.
145.	Zero Point Enterprises, LLC

EXHIBIT C

**RELATIVITY MEDIA FASHION, LLC ET AT
Defective Ballots as of 1/28/2016**

Key to Defect Codes:

A- No signature indicated on ballot
 B- Non-original signature indicated on ballot
 C- Ballot received via facsimile, email, or other electronic transmission
 D- Ballot has been superseded by a subsequently filed Ballot
 E- Ballot/voting data is illegible
 F- Voting entity does not hold a claim in Plan Class set forth on Ballot
 G- Ballot received after the Voting Deadline
 H- Ballot revoked by written request
 I- Ballot revoked by Court order
 J- Ballot indicates neither acceptance nor rejection, or both acceptance and rejection
 K- Only signature page returned
 L- Intra-class ballots voted inconsistently
 N- Ballot submitted on behalf of claims in a non-voting class
 O- Ballot submitted on behalf of claims under objection
 P- Ballot submitted on behalf of director, officer or other insider
 Z- Withdrawal Per Stipulation

Class	Ballot ID	Acct No.	Claim No.	Creditor Name	Authorized Vote Amt	Indicated Amt	Variance	Vote	ACC	RJC	Accept Amt	Reject Amt	Date	Codes	REJECT & RELEASE
J	001669	9640	000194.00	YVONNE N. ALEXANDER	1.00			ACCEPT	0	0	0.00	0.00	1/14/16	A	
J	002087	12842	050437.00	AQUA SPRING WATER DISTRIBUTION	621.00			ACCEPT	0	0	0.00	0.00	1/12/16	A	
J	002268	15267	076.00 05075	BOOMERANG! FSO MARK THOMAS HANNAH	17,000.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001550	30041	000298.00	CINRAM GROUP, INC.	3,977,603.54			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	002193	14836	072.00 00039	DRISSI ADVERTISING, INC.	18,500.00			ACCEPT	0	0	0.00	0.00	1/22/16	G	
J	001751	30014	000361.00	GALAVISION	35,700.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001557	30059	000450.00	GROUP M WORLDWIDE INC. D/B/A MODI MEDIA	149,873.94			ACCEPT	0	0	0.00	0.00	1/22/16	G	
J	002532	30202	001433.02	HAPPY WALTERS	1.00			REJECT	0	0	0.00	0.00	1/20/16	B	
J	001365	30048	000420.00	HECTOR GLUCK GMBH	1.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001996	11523	000564.00	IGNITION CREATIVE LLC	193,413.74			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001997	11524	000563.00	IGNITION PRINT	36,250.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	002337	21770	152.00 00151	IMMEDIATE MUSIC LLC	53,600.00			ACCEPT	0	0	0.00	0.00	1/14/16	A	
J	001753	30026	328.00 00035	INTERACTIVE ONE, LLC	26,235.36			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001749	30012	000363.00	KLVE-FM	86,149.99			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	002508	30152	001303.00	LAMF LLC	3,917,000.00	13,031,000.00	9,114,000.00	REJECT	0	0	0.00	0.00	1/20/16	D	
J	002004	11592	050288.00	M1503B INC	340.00			ACCEPT	0	0	0.00	0.00	1/5/16	A	
J	002506	30149	001300.00	MICA FUND I, L.P.	0.00			REJECT	0	0	0.00	0.00	1/20/16	Z	
J	002392	28401	000474.00	MOB SCENE, LLC	146,256.25			ACCEPT	0	0	0.00	0.00	1/20/16	C	
J	002457	30073	000515.00	MPTF FOUNDATION, A DIVISION OF THE MOTION	150,000.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	002267	15264	000144.00	OMEGA CONSTRUCTION COMPANY, INC.	21,080.00			REJECT	0	0	0.00	0.00	1/21/16	G	
J	001532	24907	000957.00	PIEDMONT MUSIC COMPANY	85,000.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001754	30027	000362.00	REACH MEDIA, INC.	15,937.50			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001634	27448	001276.00	REGAL CINEMAS	151,740.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	002352	23354	000174.00	RHINO ENTERTAINMENT COMPANY, A WARNER	14,500.00			REJECT	0	0	0.00	0.00	1/26/16	G	
J	002230	15151	001130.00	GERRY RICH	45,000.00			ABSTAIN	0	0	0.00	0.00	1/26/16	G	
J	002396	28420	000153.00	DANIEL SEGAL	1.00			REJECT	0	0	0.00	0.00	1/21/16	G	
J	001612	30024	000269.00	THE SLATE GROUP, LLC	63,406.71			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001358	21909	001499.00	SOUND SPACE INTERNATIONAL,LTD.	250,000.00			ACCEPT	0	0	0.00	0.00	1/20/16	B	
J	001377	30197	421.00 00142	TIMES MEDIA FILMS, A DIVISION OF TIME MEDIA	12.00			ACCEPT	0	0	0.00	0.00	1/19/16	B	
J	002510	30159	001342.00	UNITED TALENT AGENCY	1,090,865.00			ACCEPT	0	0	0.00	0.00	1/20/16	Z	
J	001750	30013	000357.00	UNIVISION INTERACTIVE MEDIA	99,277.86			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001755	30028	000360.00	UNIVISION NETWORK	801,125.00			ACCEPT	0	0	0.00	0.00	1/21/16	G	
J	001568	30196	001363.00	URBAN PRODUCTIONS NYC, INC.	31,517.87			ACCEPT	0	0	0.00	0.00	1/26/16	G	
J	001367	30141	001238.00	VIVA COMMUNICATIONS, INC.	125,000.00			ACCEPT	0	0	0.00	0.00	1/20/16	B	
J	002029	11796	000565.00	WORKSHOP CREATIVE LLC	481,305.04			ACCEPT	0	0	0.00	0.00	1/21/16	G	

EXHIBIT D

Relativity Fashion LLC, et al

HYPOTHETICAL VOTING RESULT INCLUDING BALLOTS RECEIVED ON JANUARY 21, 2016

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class J – General Unsecured Claims	\$231,165,133.78 (85.97%)	122 (85.31%)	\$37,740,586.04 (14.03%)	21 (14.69%)