

**Hearing Date and Time: August 14, 2015 at 11:00 a.m. (ET)**  
**Objection Deadline: August 12, 2015 at 4:00 p.m. (ET)**

Craig A. Wolfe, Esq.  
Malani J. Cademartori, Esq.  
Blanka K. Wolfe, Esq.  
**SHEPPARD MULLIN RICHTER & HAMPTON LLP**  
30 Rockefeller Plaza  
New York, NY 10112  
Tel: (212) 653-8700  
Fax: (212) 653-8701

- and -

Richard L. Wynne, Esq.  
Bennett L. Spiegel, Esq.  
Lori Sinanyan, Esq. (admitted *pro hac vice*)  
**JONES DAY**  
222 East 41st Street  
New York, NY 10017  
Tel: (212) 326-3939  
Fax: (212) 755-7306

*Proposed Co-Counsel to the Debtors and Debtors in Possession*

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

In re:

RELATIVITY FASHION, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 15-11989 (MEW)

(Jointly Administered)

**NOTICE OF HEARING ON DEBTORS' MOTION FOR (I) AN ORDER  
(A) ESTABLISHING BID PROCEDURES FOR THE SALE OF SUBSTANTIALLY  
ALL OF THE DEBTORS' ASSETS, (B) APPROVING STALKING HORSE APA  
AND BIDDING PROTECTIONS, AND (C) GRANTING CERTAIN RELATED RELIEF,  
AND (II) AN ORDER (A) APPROVING THE SALE OF A SUBSTANTIAL PORTION  
OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS,  
ENCUMBRANCES AND OTHER INTERESTS, (B) APPROVING THE ASSUMPTION  
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED  
LEASES RELATED THERETO, AND (C) GRANTING CERTAIN RELATED RELIEF**

<sup>1</sup> The Debtors in these chapter 11 cases are as set forth on page (i).

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.

**PLEASE TAKE NOTICE THAT** the hearing to consider the *Debtors' Motion For (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) An Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief* (the "**Sale Motion**") with respect to the Bidding Procedures Order (as defined in the Sale Motion) **will be held on August 14, 2015 at 11:00 a.m. (ET)** before the Honorable Michael E. Wiles, United States Bankruptcy Judge, in Courtroom 617 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections ("**Objections**") to the entry of the Bidding Procedures Order shall be filed electronically with the Court on the docket of *In re: Relativity Fashion, LLC, et al.*, Case No. 15-11989, pursuant to the Court's General Order M-399 (available at <http://www.nysb.uscourts.gov/sites/default/files/m399.pdf>), by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format, and served on (i) the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (ii) the Debtors (9242 Beverly Blvd., Beverly Hills, CA, Suite 300, 90210) and their counsel (Sheppard Mullin Richter & Hampton LLP, 30 Rockefeller Plaza, New York, NY 10112, Attn: Craig A. Wolfe, Esq., Malani J. Cademartori, Esq. and Blanka K. Wolfe, Esq., and Jones Day, 222 East 41st Street, New York, NY 10017, Attn: Richard L. Wynne, Esq.,

Bennett L. Spiegel, Esq. and Lori Sinanyan, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Serene Nakano and Susan Golden); (iv) the attorneys for any statutory committee of unsecured creditors, or until such time as any committee is appointed, the entities listed on the *Consolidated List of Creditors Holding the 50 Largest Unsecured Claims* filed pursuant to Bankruptcy Rule 1007(d); (v) counsel to any other statutory committee appointed in these chapter 11 cases; (vi) counsel to the Ad Hoc Group of Term Loan Lenders, the DIP Lender and the Stalking Horse Bidder, Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, 30th Floor, Los Angeles, CA 90017, Attn: Mark Shinderman, Esq. and Haig H. Maghakian, Esq., and Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis C. O'Donnell, Esq. and Matthew Brod, Esq.; (vii) counsel to Cortland Capital Market Services LLC, as Administrative & Collateral Agent under the Cortland TLA/TLB Facility and DIP Agent, Kaye Scholer LLP, Three First National Plaza, 70 West Madison Street, Suite 4200, Chicago, IL 60602, Attn: Daniel J. Hartnett, Esq. and Seth Kleinman, Esq.; (viii) counsel to CB Agency Services, LLC, as Origination Agent under the Cortland TLA/TLB Facility, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022, Attn: Marc B. Friess, Esq. and Parker J. Milender, Esq.; (ix) counsel for RKA Film Financing, LLC, the Pre-Release P&A Lender, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Christopher J. Clark, Keith A. Simon, Esq., Benjamin A. Naftalis, Esq., and Matthew S. Salerno, Esq., and Latham & Watkins LLP, 330 North Wabash Ave., Suite 2800, Chicago, IL 60611, Attn: David S. Heller, Esq.; (x) counsel for Macquarie US Trading, LLC, as Agent to for the P&A Lenders, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071, Attn: Samuel A. Newman, Esq. and Daniel B. Denny, Esq., and Gibson, Dunn &

Crutcher LLP, 200 Park Avenue, New York, NY 10166, Attn: J. Eric Wise, Esq. and Shira D. Weiner, Esq.; (xi) counsel for OneWest Bank N.A., Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178, Attn: Glenn E. Siegel, Esq., and Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 02110, Attn: Julia Frost-Davies, Esq. and Amelia C. Joiner, Esq.; (xii) counsel for Manchester Securities, O'Melveny & Myers LLP, 7 Times Square, New York, NY 10036, Attn: Daniel S. Shamah, Esq.; (xiii) counsel to Surefire Entertainment Capital, LLC, Liner LLP, 1100 Glendon Avenue, 14th Floor, Los Angeles, CA 90024, Attn: Joshua B. Grode, Esq. and Paul D. Swanson, Esq.; (xiv) Vine Film Finance Fund II LP, 1501 Broadway, Suite 1400, New York, NY 10036; (xv) the Securities and Exchange Commission; (xvi) the Internal Revenue Service; and (xvii) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002 **so as to be received no later than August 12, 2015 at 4:00 p.m. (ET)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that if no Objections are timely filed and served prior to the Objection Deadline, the relief requested in the Sale Motion with respect to the Bidding Procedures Order may be granted with no further notice or opportunity to be heard.

Dated: August 4, 2015  
New York, New York

**SHEPPARD MULLIN RICHTER & HAMPTON LLP**

By: /s/ Craig A. Wolfe  
Craig A. Wolfe, Esq.  
Malani J. Cademartori, Esq.  
Blanka K. Wolfe, Esq.  
30 Rockefeller Plaza  
New York, New York 10112  
Tel: (212) 653-8700  
Fax: (212) 653-8701  
E-mail: cwolfe@sheppardmullin.com  
mcademartori@sheppardmullin.com  
bwolfe@sheppardmullin.com

-and-

**JONES DAY**

Richard L. Wynne, Esq.  
Bennett L. Spiegel, Esq.  
Lori Sinanyan, Esq. (admitted *pro hac vice*)  
222 East 41st Street  
New York, NY 10017  
Tel: (212) 326-3939  
Fax: (212) 755-7306  
E-mail: rlwynne@jonesday.com  
blspiegel@jonesday.com  
lsinanyan@jonesday.com

*Proposed Co-Counsel to the Debtors and Debtors  
in Possession*