

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. (*pro hac vice* pending)  
**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)

(Joint Administration Requested)

**NOTICE OF CHAPTER 11 FILING AND OF HEARING ON FIRST DAY MOTIONS**

PLEASE TAKE NOTICE THAT:

1. On July 30, 2015 (the “**Petition Date**”), Relativity Fashion, LLC, Relativity Holdings LLC, Relativity Media, LLC, and their affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the “**Debtors**”), each filed a voluntary petition for 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.

under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

2. Together with their petitions, the Debtors also filed and requested a prompt Court hearing (“**First Day Hearing**”) on the first day motions (“**First Day Motions**”) identified on the proposed First Day Agenda attached hereto.

3. The Court has scheduled the First Day Hearing for July 31, 2015 at 12:00 p.m. (ET) in Courtroom 617 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004. The First Day Hearing may be adjourned from time to time without further notice other than an announcement at the First Day Hearing.

4. Copies of each of the First Day Motions can be viewed and/or obtained by: (i) accessing the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), (ii) contacting the Office of the Clerk of the Court at One Bowling Green, New York, New York 10004, or (iii) from the Debtors’ proposed notice and claims agent, Donlin, Recano & Company, Inc. (“**Donlin Recano**”) at [www.donlinrecano.com/relativity](http://www.donlinrecano.com/relativity) or by calling (212) 771-1128. Note that a PACER password is needed to access documents on the Court’s website.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney if you have one in these bankruptcy cases. (If you do not have one in these bankruptcy cases, you may wish to consult one.)**

If you do not want the Court to grant the relief requested in the First Day Motions, or if you want the Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the First Day Hearing, the Court may grant the relief requested in the First Day Motions.**

Dated: July 30, 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. (*pro hac vice* pending)  
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*

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. (*pro hac vice* pending)  
**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)

(Joint Administration Requested)

**PROPOSED FIRST DAY AGENDA**

Location of Hearing: Courtroom of the Honorable Michael E. Wiles, United States  
Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton Custom House, One Bowling Green,  
New York, NY 10004.

---

<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.

**I. Introduction**

1. **Introductory Presentation** – Richard L. Wynne, Esq. (Jones Day).
2. **“First Day Declaration”** — Declaration of Dr. Brian G. Kushner Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of Chapter 11 Bankruptcy Petitions and First Day Pleadings, [Dkt. No. \_\_\_\_].

**II. First Day Matters**

**A. Administrative Motions**

3. **“Joint Administration Motion”** — Debtors’ Motion for an Order Authorizing the Joint Administration of Their Related Chapter 11 Cases (final order), [Dkt. No. 2].
4. **“Creditor Matrix Motion”** — Debtors’ Motion for the Entry of an Order (I) Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors’ 50 Largest Unsecured Creditors, and (C) Mail Initial Notices, and (II) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtors’ Chapter 11 Cases (final order), [Dkt. No. 3].
5. **“Claims and Noticing Agent Retention Application”** — Debtors’ Application for an Order Appointing Donlin Recano & Company, Inc. as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A) and Local Rule 5075-1 (final order), [Dkt. No. 4].
6. **“Cash Management Motion”** — Debtors’ Motion for an Order Authorizing the Establishment of Certain Notice, Case Management and Administrative Procedures (final order), [Dkt. No. 5].
7. **“Schedules and Statements Motion”** — Debtors’ Motion for an Order Extending the Time to File (I)(A) Schedules of Assets and Liabilities, (B) Schedules of Current Income and Expenditures, (C) Schedules of Executory Contracts and Unexpired Leases and (D) Statements of Financial Affairs and (II) Reports of Financial Information (final order), [Dkt. No. 6].

**B. Operational Motions**

8. **“Insurance Motion”** — Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing, but not Directing, the Debtors to Continue Prepetition Insurance Coverage and Pay Prepetition Obligations Relating Thereto and (B) Authorizing, but not Directing, all Financial Institutions to Honor all Related Payment Requests (interim order), [Dkt. No. 7].

9. **“Critical Vendor Motion”** — Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Pay Certain Prepetition Claims of Critical Vendors, (B) Approving Related Procedures and (C) Authorizing, But Not Directing, all Financial Institutions to Honor all Related Payment Requests (interim order), [Dkt. No. 8].
10. **“Wage Motion”** — Debtors’ Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, Debtors to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefits Programs (interim order), [Dkt. No. 9].
11. **“P&R Motion”** — Debtors’ Motion for Entry of Interim and Final Orders Authorizing Payment of Prepetition Residuals and Participations in the Ordinary Course of Business (interim order), [Dkt. No. 10].
12. **“Prize Obligation Motion”** Debtors’ Motion for Interim and Final Orders Authorizing the Debtors to Honor Prize Obligations Under Existing Production Agreements Pursuant to 11 U.S.C. §§ 105, 363 and 365 (interim order), [Dkt. No. 11].
13. **“Cash Management Motion”** — Debtors’ Motion for Entry of Interim and Final Orders (A) Authorizing Continued Use of Existing Cash Management System, Bank Accounts and Business Forms, and Payment of Related Prepetition Obligations, (B) Waiving Certain Investment and Deposit Requirements on a Limited Basis, (C) Authorizing Continued Engagement in Intercompany Transactions, and (D) According Administrative Expense Priority Status to All Postpetition Intercompany Claims (interim order), [Dkt. No. 12].

**C. Debtor-in-Possession Financing**

14. **“DIP Motion”** — Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief (interim order), [Dkt. No. \_\_\_\_].
15. **“Coleman Declaration”** — Declaration of Timothy R. Coleman in Support of Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief, [Dkt. No. \_\_\_\_].



**D. Motion to Shorten Time for Hearing on Bidding Procedures**

16. Debtors' Motion to Shorten Time for Notice of 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 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 [Dkt. No. \_\_\_\_].

Dated: July 30, 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. (*pro hac vice* pending)

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*