

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
DDMG Estate, *et al.*,

Debtors.¹

Chapter 11
Case No.: 12-12568 (BLS)
(Jointly Administered)
Related Docket No. 471 & 710

THIRD AMENDMENT TO THE FINAL ORDER (I) AUTHORIZING DEBTORS TO OBTAIN POSTPETITION FINANCING AND USE CASH COLLATERAL, (II) GRANTING ADEQUATE PROTECTION, (III) SCHEDULING FINAL HEARING, AND (IV) GRANTING CERTAIN RELATED RELIEF

Upon the motion dated September 11, 2012 (the "Motion"), seeking entry of interim and final order (I) authorizing Debtors to obtain postpetition financing and use cash collateral; (II) granting adequate protection, (III) scheduling a final hearing, and (IV) granting certain related relief; and the final hearing on the Motion (the "Final Hearing") having been held on November 6, 2012; the Court having heard and resolved or overruled any and all other objections to the relief requested in the Motion; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and the Court having entered the Final DIP Order on November 7, 2012 [Docket No. 471] (the "Final DIP Order"); and the Court having entered the First Amendment to the Final DIP Order on December 20, 2012 [Docket No. 710] (the "First Amendment"); and the Court having entered the Second Amendment to the Final DIP Order on February 7, 2013 [Docket No. 834] (the "Second Amendment").

¹ The Debtors in these proceedings and the last four digits of each Debtor's federal or foreign taxpayer identification number, if any, are as follows: D2 Software, Inc. (5602); DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (8392); DDI Estate (6275); DDInt Estate (9344); DDMG Estate (9505); DDPI Estate (5757); DDPVC Estate (6450); DDSG Estate (4526); DDT Estate (6809); DDMI Estate (2113); Tradition Studios, Inc. (4883); Tembo Productions, Inc. (7634). The Debtors' mailing address is 10250 SW Village Parkway, Port St. Lucie, Florida 34987.



IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT the Final DIP Order First Amendment and Second Amendment shall be, and hereby are, amended and modified as follows:

1. The D&O Investigation Fees (as defined in the Final DIP Order) shall be increased from \$425,000 to \$725,000 for the purpose of paying the allowed fees and disbursements of counsel to the Creditors' Committee (as defined in the Final DIP Order). The increase in D&O Investigation Fees shall be available for payment to counsel for the Creditors' Committee in connection with its preparation of a complaint against the Debtors' current and former directors and officers and conducting additional depositions in accordance with the Final DIP Order. The D&O Investigation Fee cap shall be additionally increased to the extent necessary to reimburse counsel to the Creditors' Committee for disbursements incurred in connection with depositions conducted by the Committee on or after February 1, 2013.

2. The Approved Budget (as defined in the Final DIP Order) shall, for the period from February 1, 2013 to March 29, 2013, be replaced with the Approved Budget attached hereto as Exhibit A.

3. The terms and conditions of the Final DIP Order, the First Amendment and the Second Amendment shall remain in full force and effect, except as specifically amended or modified by this order.

Dated: Wilmington, Delaware
February 27, 2013


HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DMG Estate (f/k/a Digital Domain Media Group, Inc.)
 Revised Bankruptcy Professional Fees and Other Disbursements
 February 10, 2013

Week Number Ending	Firm												Total 9/14/2012 3/29/2013
	17	18	19	20	21	22	23	24	25	26	27	28	
1/4/2013	1/11/2013	1/18/2013	1/25/2013	2/1/2013	2/8/2013	2/15/2013	2/22/2013	3/1/2013	3/8/2013	3/15/2013	3/22/2013	3/29/2013	3/29/2013
Bankruptcy Related Costs													
Debtor Professional Fees													
Bankruptcy Counsel	-	-	-	-	-	-	-	-	-	-	-	-	(1,780)
Bankruptcy Counsel - Additional Matters	-	-	-	-	-	-	-	-	-	-	-	-	(65)
Bankruptcy Counsel - Canada	-	-	-	-	-	-	-	-	-	-	-	-	(352)
Information Officer - Canada	-	-	-	-	-	-	-	-	-	-	-	-	(103)
Turn-Around Manager	-	-	(119)	-	-	-	-	-	-	-	-	-	(948)
BOD Special Committee Counsel	-	-	-	-	-	-	-	-	-	-	-	-	(210)
Claims Agent	-	-	(35)	-	-	-	-	-	-	-	-	-	(125)
US Trustee	-	-	-	-	-	(50)	-	-	-	-	-	-	(68)
Total Debtor Professional Fees	-	-	(154)	-	-	(30)	(30)	(43)	(39)	(30)	-	-	(3,564)
1st Lien Lender Professional Fees													
Bankruptcy Counsel	-	-	-	-	(93)	-	-	(80)	(19)	(19)	(19)	-	(2,114)
Bankruptcy Counsel - Lender Reimbursement	-	-	-	-	-	-	(787)	-	-	-	-	-	(787)
Bankruptcy Counsel	-	-	(2)	-	-	(3)	-	(3)	-	-	-	-	(445)
Bankruptcy Counsel	-	-	(2)	-	-	(6)	-	(4)	-	-	-	-	(232)
Total First Lien Lender Professional Fees	-	-	(4)	-	(93)	(93)	(848)	(28)	(19)	(22)	(19)	-	(3,559)
UCC Professional Fees													
Bankruptcy Counsel	-	-	-	-	(157)	-	-	(128)	-	-	-	-	(1,485)
Financial Advisor	-	-	-	-	-	-	-	-	(35)	-	-	-	(125)
Total UCC Professional Fees	-	-	-	-	(157)	-	-	(128)	(35)	-	-	-	(1,610)
Ordinary Course Professionals													
Legal Counsel (General and Employment)	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal Counsel (Florida Government)	-	-	-	-	-	-	-	-	-	-	-	-	-
Legal Counsel (General)	(17)	-	-	-	(8)	-	-	-	-	-	-	-	(28)
SEC Counsel	-	-	-	-	-	-	(5)	-	-	-	-	-	(5)
Legal Counsel (Canada)	-	-	-	-	-	-	-	-	-	-	-	-	(9)
FL Real Estate Legal Counsel	-	-	-	-	(7)	-	(10)	-	-	-	-	-	(28)
Public Relations	-	-	-	-	-	-	-	-	-	-	-	-	(33)
Public Relations	-	-	-	-	-	-	-	-	-	-	-	-	(28)
Tax Returns	-	-	-	-	-	-	-	-	-	-	-	-	(47)
Total Ordinary Course Professionals	(17)	-	-	-	(16)	-	(16)	-	-	-	-	-	(238)
Other Costs / Disbursements													
Critical Vendor Payments	-	-	-	-	-	-	-	-	-	-	-	-	(20)
Utility and Telecom Deposits	-	-	-	-	-	-	-	-	-	-	-	-	(35)
Publication of NOI, Order/Sale	-	-	-	-	-	-	-	-	-	-	-	-	(23)
Accrued Vacation / PTC	-	-	-	-	-	-	-	-	-	-	-	-	(109)
Key Employee Incentive Plan	-	-	-	-	-	-	-	-	-	-	-	-	(64)
FTI Completion Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
D&O Insurance (Tail Coverage)	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Costs / Disbursements	-	-	-	-	(64)	-	-	-	-	-	-	-	(1,460)
Total Bankruptcy Related Costs	(70)	-	(4)	(154)	(250)	(145)	(193)	(199)	(83)	(52)	(19)	(28)	(10,752)

1.) Budgeted amounts set forth by the Puchulski Firm are for 1) general case administrative services including fee and employment applications, United States Trustee compliance and general case inquiries and 2) services related to the sale of a 4 acre parcel of real estate and de minimis asset sales. As such, the budgeted amounts are exclusive of services rendered and related disbursements incurred in connection with any other matters, including the "Additional Matters" which are defined to include the following:

- Any reasonable and necessary work for Debtor in connection with D&O investigation (e.g., production of documents and attendance at depositions) and Debtor insurance coverage provided that the Debtors/PSZ will cooperate and promptly seek reimbursement for those services under the applicable insurance policies and any insurance reimbursement shall be paid over the DIP Lenders.
- Any reasonable and necessary work related to closing the Patent sale to RealD (or back-up bidder) or post-closing matters including any appeal of the Patent Sale Orders to the extent such costs are not the Buyers' responsibility under the APA and sale order.
- Any reasonable and necessary work related to closing personal property sales or post-closing matters related to personal property sales.
- Any reasonable and necessary post-closing work related to the VFX sale
- Any reasonable and necessary work related to the sale or transfer of any asset other than the 4 acre undeveloped parcel and de minimis asset sales
- Any reasonable and necessary work related to the Canadian proceeding
- Any reasonable and necessary litigation (contested matter or adversary proceeding) related to the PSL County Tax claims and the release of the remaining funds in escrow.
- Any reasonable and necessary work related to the PBC Adversary Proceeding
- Any reasonable and necessary work related to or in connection with newly filed motions or stipulations for relief from stay.
- Any reasonable and necessary work related to the WARN Adversary Proceeding
- Any reasonable and necessary work related to the characterization of the PSL Lease and the implementation of the settlement reached in connection therewith (other than negotiations with PSL City and PSL County) to release the remaining funds from the tax escrow).
- Any newly instituted contested matters or adversary proceedings

As to Additional Matters, in addition to the budgeted amounts, the DIP Lenders will provide funding to pay for the reasonable and necessary fees and expenses incurred in connection therewith. The DIP Lenders and Prepetition Lenders reserve their respective rights to object to the reasonableness and necessity of fees and expenses incurred by PSZ, including any fees and expenses incurred in connection with any "Additional Matters." PSZ will provide notice to the DIP Lenders' counsel before it provides any services or incur expenses related to any Additional Matter. No DIP funds allocable to 2013 shall be used to pay any budget shortfall for 2013. Nothing in this Budget shall be deemed an agreement with respect to how any Additional Matters would be funded after March 31, 2013. All rights are reserved by the Lenders and the Debtors in that respect.

2.) Budgeted amounts set forth for FTI do not include any fees or expenses related to any discovery, deposition or witness testifying in any legal action (contested matter or adversary proceeding) or discovery brought against the Company. Budgeted amounts set forth for FTI also do not include any fees or expenses associated with informal or formal information requests in connection with investigations. The DIP Lenders will provide funding to pay for the reasonable and necessary fees and expenses incurred in connection therewith.

3.) The payment of fees as set forth for Lender's counsel are subject to Lender approval.