

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DDMG Estate, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 12-12568 (BLS)

(Jointly Administered)

Related Docket No. 471, 710, 834, 862, 891

**FIFTH 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”); 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”); and the Court having

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<sup>1</sup> 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.



entered the Third Amendment to the Final DIP Order on February 27, 2013 [Docket No. 862] (the "Third Amendment"); and the Court having entered the Fourth Amendment to the Final DIP Order on April 10, 2013 [Docket No. 891] (the "Fourth Amendment").

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT the Final DIP Order, the First Amendment, the Second Amendment, the Third Amendment and the Fourth 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 \$725,000 to \$925,000 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 continued investigation of claims against the Debtors' current and former directors and officers.

2. The Outside Date (as defined in the DIP Term Sheet, as defined in, and attached to, the Final DIP Order) shall be amended to August 2, 2013.

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

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

Dated: Wilmington, Delaware  
July 22, 2013

  
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HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Approved Budget**

|  | Actual       | Actual      | Actual      | Actual      | Actual       | Actual     | Actual     | Actual      | Actual      | Actual       | Fcast      | Fcast        | Fcast        | Total        | Cumulative Total |                |                |
|--|--------------|-------------|-------------|-------------|--------------|------------|------------|-------------|-------------|--------------|------------|--------------|--------------|--------------|------------------|----------------|----------------|
|  | 30           | 31          | 32          | 33          | 34           | 35         | 36         | 37          | 38          | 39           | 40         | 41           | 42           | 43           | 8/14/2013        |                |                |
|  | 4/5/2013     | 4/12/2013   | 4/19/2013   | 4/26/2013   | 5/3/2013     | 5/10/2013  | 5/17/2013  | 5/24/2013   | 5/31/2013   | 6/14/2013    | 6/14/2013  | 6/21/2013    | 6/28/2013    | 7/5/2013     | 7/12/2013        |                |                |
| <b>Operating Receipts</b>                                  |              |             |             |             |              |            |            |             |             |              |            |              |              |              |                  |                |                |
| Florida  | \$4          | -           | 4           | -           | -            | -          | -          | -           | -           | -            | 304        | -            | -            | -            | -                |                |                |
| California - Domestic                                      | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | -                |                |                |
| <b>Total Operating Receipts</b>                            | <b>\$4</b>   | <b>-</b>    | <b>4</b>    | <b>-</b>    | <b>-</b>     | <b>-</b>   | <b>-</b>   | <b>-</b>    | <b>-</b>    | <b>-</b>     | <b>304</b> | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>         |                |                |
| <b>Operating Disbursements</b>                             |              |             |             |             |              |            |            |             |             |              |            |              |              |              |                  |                |                |
| Personnel and Benefits                                     | (0)          | 1           | (1)         | (0)         | (0)          | (0)        | -          | 0           | -           | -            | -          | -            | -            | (48)         | (48)             |                |                |
| Leases and Facilities                                      | -            | 5           | -           | -           | -            | -          | -          | 1           | -           | -            | -          | -            | -            | -            | (10)             |                |                |
| Technology and Communications                              | (0)          | 0           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Legal and Professional Fees                                | (0)          | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Consulting Fees  | (2)          | -           | (2)         | (0)         | (1)          | (0)        | (1)        | (1)         | (1)         | (1)          | (1)        | (1)          | (1)          | (1)          | (2)              |                |                |
| AP and Other Expenses                                      | (3)          | 1           | -           | (1)         | (1)          | (0)        | -          | -           | -           | -            | (2)        | (1)          | (1)          | (1)          | (7)              |                |                |
| Wind Down Expenses   | (0)          | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Contingency  | -            | -           | (2)         | (2)         | (1)          | (0)        | (1)        | 1           | (1)         | (1)          | (1)        | (1)          | (1)          | (1)          | (7)              |                |                |
| <b>Total Operating Disbursements</b>                       | <b>(6)</b>   | <b>17</b>   | <b>(2)</b>  | <b>(3)</b>  | <b>(1)</b>   | <b>(0)</b> | <b>(1)</b> | <b>1</b>    | <b>(1)</b>  | <b>(1)</b>   | <b>12</b>  | <b>(6)</b>   | <b>(4)</b>   | <b>(12)</b>  | <b>(62)</b>      |                |                |
| <b>Net Operating Cash Flow</b>                             | <b>\$4</b>   | <b>(6)</b>  | <b>21</b>   | <b>(2)</b>  | <b>(3)</b>   | <b>(1)</b> | <b>(0)</b> | <b>(1)</b>  | <b>1</b>    | <b>(1)</b>   | <b>304</b> | <b>-</b>     | <b>(12)</b>  | <b>(6)</b>   | <b>(53)</b>      |                |                |
| <b>Other Non-Operating</b>                                 |              |             |             |             |              |            |            |             |             |              |            |              |              |              |                  |                |                |
| DIP Fees   | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | -                |                |                |
| Senior Note Interest                                       | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (1,784)          |                |                |
| Sale Proceeds  | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | -                |                |                |
| <b>Total Other Non-Operating</b>                           | <b>-</b>     | <b>-</b>    | <b>-</b>    | <b>-</b>    | <b>-</b>     | <b>-</b>   | <b>-</b>   | <b>-</b>    | <b>-</b>    | <b>-</b>     | <b>-</b>   | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>(1,784)</b>   |                |                |
| <b>Bankruptcy Costs</b>                                    |              |             |             |             |              |            |            |             |             |              |            |              |              |              |                  |                |                |
| Debtor Professional Fees                                   | (215)        | -           | (17)        | (109)       | (109)        | -          | 102        | (45)        | -           | -            | (145)      | (54)         | 103          | (86)         | (971)            |                |                |
| 1st Lien Lender Professional Fees                          | (91)         | -           | (77)        | (93)        | (93)         | -          | -          | -           | -           | -            | (131)      | (40)         | (28)         | (17)         | (1,443)          |                |                |
| UCC Professional Fees                                      | -            | -           | (175)       | -           | -            | -          | -          | -           | -           | -            | -          | (200)        | -            | -            | (200)            |                |                |
| Ordinary Course Professional Fees                          | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Critical Vendor Payments                                   | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Utility and Telecom Deposits                               | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Other Expenses   | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Accrued Vacation   | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Key Employee Incentive Plan                                | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| Completion Fees  | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (0)              |                |                |
| <b>Total Bankruptcy Costs</b>                              | <b>(384)</b> | <b>-</b>    | <b>(17)</b> | <b>(94)</b> | <b>(203)</b> | <b>-</b>   | <b>102</b> | <b>(46)</b> | <b>-</b>    | <b>(134)</b> | <b>-</b>   | <b>(248)</b> | <b>(234)</b> | <b>76</b>    | <b>(437)</b>     | <b>(3,429)</b> |                |
| <b>Net Cash Flow</b>                                       | <b>\$4</b>   | <b>(31)</b> | <b>21</b>   | <b>(19)</b> | <b>(24)</b>  | <b>(9)</b> | <b>(1)</b> | <b>(13)</b> | <b>(46)</b> | <b>(1)</b>   | <b>304</b> | <b>(135)</b> | <b>(251)</b> | <b>(300)</b> | <b>22</b>        | <b>(639)</b>   | <b>(1,233)</b> |
| <b>END</b>   |              |             |             |             |              |            |            |             |             |              |            |              |              |              |                  |                |                |
| Beginning Cash Balance (Book Basis)                        | 457          | 811         | 200         | 221         | 201          | 272        | 68         | 68          | 67          | 170          | 124        | 428          | 293          | 32           | 33               | 186            |                |
| Net Cash Flow  | 54           | (311)       | 21          | (19)        | (348)        | (204)      | (0)        | (1)         | 103         | (46)         | (134)      | (304)        | (261)        | (300)        | 22               | (1,834)        |                |
| Float Adjustment (Pre-Petition Outstanding Checks)         | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | 77               |                |                |
| Currency Translation (USD to CAD)                          | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | (32)             |                |                |
| UCC Professional Fee Add-Back Adjustment                   | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | 405              |                |                |
| DIP Borrowings (Repayments)                                | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | 767              |                |                |
| DIP Borrowings (Repayments) Lender Legal Fee Reimbursement | -            | -           | -           | -           | -            | -          | -          | -           | -           | -            | -          | -            | -            | -            | 1,285            |                |                |
| Ending Cash Balance (Book Basis)                           | 511          | 200         | 221         | 201         | 272          | 68         | 68         | 67          | 170         | 124          | 428        | 293          | 32           | 33           | 516              | 17,338         |                |
|  |              |             |             |             |              |            |            |             |             |              |            |              |              |              | 20               |                |                |

|  | Actual   | Actual    | Actual    | Actual    | Actual   | Actual    | Actual    | Actual    | Actual    | Actual    | Actual    | Actual    | Actual    | Actual   | Fees      | Fees      | Total     | Total    |
|--|----------|-----------|-----------|-----------|----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----------|-----------|-----------|-----------|----------|
|  | 4/5/2013 | 4/17/2013 | 4/19/2013 | 4/26/2013 | 5/1/2013 | 5/10/2013 | 5/17/2013 | 5/24/2013 | 5/31/2013 | 6/14/2013 | 6/17/2013 | 6/21/2013 | 6/28/2013 | 7/5/2013 | 7/12/2013 | 7/19/2013 | 7/26/2013 | 8/2/2013 |
| <b>Borrower's Related Costs</b>                  |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Debtor Professional Fees</b>                  |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel                               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel - Additional Matter           |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Information Officer - Canada                     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Turn-Around Manager                              |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| BCD Audit Committee Counsel                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Claim Agent                                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| US Trustee                                       |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total Debtor Professional Fees</b>            |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>1st Lien Lender Professional Fees</b>         |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel                               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel - Lender Reimbursement        |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel - Canada                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel                               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total First Lien Lender Professional Fees</b> |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>UCC Professional Fees</b>                     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Bankruptcy Counsel                               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Financial Advisor                                |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total UCC Professional Fees</b>               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Ordinary Course Professionals</b>             |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Legal Counsel (General and Employment)           |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Legal Counsel (Florida Government)               |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Legal Counsel (General)                          |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| BEC Counsel                                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Legal Counsel (Canada)                           |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| FL Real Estate Legal Counsel                     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Public Relations                                 |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Tax Returns                                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total Ordinary Course Professionals</b>       |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Other Costs &amp; Disbursements</b>           |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Critical Vendor Payment                          |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Utility and Telecom Disputes                     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Publication of DOLC Order/Decree                 |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Accrued Vacation / PTO                           |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| Key Employee Incentive Plan                      |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| FTI Complete Fee                                 |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| DAO Insurance (Tel Coverage)                     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total Other Costs &amp; Disbursements</b>     |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
| <b>Total Bankruptcy Related Costs</b>            |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           |          |
|  | (260)    | -         | (17)      | (645)     | (239)    | -         | -         | 102       | (45)      | -         | (134)     | -         | (245)     | (254)    | 75        | (467)     | (3,223)   |          |
|  |          |           |           |           |          |           |           |           |           |           |           |           |           |          |           |           |           | (11,833) |

1.) Budgeted amounts set forth by the Peckhardt Firm are for 1) general case administrative services including the 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 other matters, including the "Additional Matters" which are deferred to include the following:

- Any reasonable and necessary work for Debtor in connection with DAO liquidation (e.g., production of documents and attendance at depositions) and Debtor insurance coverage provided that the Debtor/PSDJ will cooperate and promptly seek reimbursement for those services under the applicable insurance policies and any insurance reimbursement shall be paid over the Lenders.
- Any reasonable and necessary work related to the 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 including any appeal of the Patent Sale to Real D (or back-up bidder) or representation of the Buyers' rights to the property.
- Any reasonable and necessary post-closing work related to the Canadian proceeding.
- Any reasonable and necessary work related to the VPK sale.
- Any reasonable and necessary work related to the release of the remaining funds in escrow.

2.) Budgeted amounts set forth by the Peckhardt Firm are for 1) general case administrative services including the 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 other matters, including the "Additional Matters" which are deferred to include the following:

- Any reasonable and necessary work for Debtor in connection with DAO liquidation (e.g., production of documents and attendance at depositions) and Debtor insurance coverage provided that the Debtor/PSDJ will cooperate and promptly seek reimbursement for those services under the applicable insurance policies and any insurance reimbursement shall be paid over the Lenders.
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- Any reasonable and necessary post-closing work related to the Canadian proceeding.
- Any reasonable and necessary work related to the VPK sale.
- Any reasonable and necessary work related to the release of the remaining funds in escrow.

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