

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, 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

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.

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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



HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Approved Budget

DDMO Estate (fka Digital Domain Media Group, Inc.)
 Revised DIP Budget
 July 17, 2013

5.0005 Week Ending	Actual												Total 7/5/2013 8/2/2013				
	4/12/2013	4/19/2013	4/26/2013	5/3/2013	5/10/2013	5/17/2013	5/24/2013	5/31/2013	6/7/2013	6/14/2013	6/21/2013	6/28/2013		Fest			
Operating Receipts																	
Florida			4														4
California - Deferral																	1,790
Total Operating Receipts			4														1,794
Operating Disbursements																	
Payroll and Benefits	(6)	11	(1)	(0)	(0)	(0)	(0)	(0)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(107)
Lease and Facilities		5															(10)
Utilities		0															17
Technology and Communications		0															(4)
Legal and Professional Fees		(2)							(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(32)
Consulting Fees		(3)	1						(0)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(74)
AP and Other Expenses		(0)															(3)
Wind Down Expenses																	(2)
Contingency																	(2)
Total Operating Disbursements	(6)	17	(2)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(204)
Net Operating Cash Flow	64	(6)	21	(2)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	1,890
Other Non-Operating																	
DIP Fee																	
Senior Note Interest																	
Sales Proceeds																	
Total Other Non-Operating																	
Bankruptcy Costs																	
Debtor Professional Fees		(215)	(17)						102	(45)							(87)
1st Lien Lender Professional Fees		(91)							(109)	(83)							(1,443)
UCC Professional Fees									(770)	(175)							(3,849)
Ordinary Course Professional Fees																	(1,791)
Critical Vendor Payments																	(223)
Utility and Telecom Deposits																	(20)
Other Expenses																	(35)
Accrued Vacation																	(23)
Key Employee Incentive Plan																	(109)
Completion Fees																	(64)
Total Bankruptcy Costs		(306)	(17)	(843)	(203)			102	(46)								(1,460)
Net Cash Flow	64	(311)	21	(18)	(843)	(204)	(0)	103	(46)	(1)	304	(134)					(3,124)
Cash																	
Beginning Cash Balance (Book Basis)		457	811	200	221	201	272	68	68	67	170	124	428	293	293	293	166
Net Cash Flow		54	(311)	21	(18)	(843)	(204)	(0)	(1)	103	(46)	(1)	304	(134)			(1,834)
Plus Adjustment (Pre-Petition Outstanding Checks)																	77
Currency Translation (USD to CAD)																	(32)
UCC Professional Fee Add-Back Adjustment																	405
DIP Borrowings (Repayments) - Lender Legal Fee Reimbursement																	767
DIP Borrowings (Repayments)																	516
Ending Cash Balance (Book Basis)	811	200	221	201	272	68	68	67	170	124	124	428	293	293	32	33	285

