

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)

**SCHEDULES OF ASSETS AND LIABILITIES FOR
D2 SOFTWARE, INC. (CASE NO. 12-12573)**

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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IN THE UNITED STATES BANKRUPTCY COURT

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In re:

DDMG Estate, *et al.*,

Debtors.¹

Chapter 11

Case No. 12-12568 (BLS)

(Jointly Administered)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMER REGARDING
DEBTORS' SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) filed by: D2 Software, Inc.; DDH Land Holdings, LLC; DDH Land Holdings II, LLC; DD Estate (f/k/a Digital Domain); DDI Estate (f/k/a Digital Domain Institute, Inc.); DDInt Estate (f/k/a Digital Domain International, Inc.); DDMG Estate (f/k/a Digital Domain Media Group, Inc.); DDPI Estate (f/k/a Digital Domain Productions, Inc.); DDPVC Estate (f/k/a Digital Domain Productions (Vancouver) Ltd.); DDSG Estate (Digital Domain Stereo Group, Inc.); DDT Estate (f/k/a Digital Domain Tactical, Inc.); DDMI Estate (f/k/a Mothership Media, Inc.); Tradition Studios, Inc.; and Tembo Productions, Inc. (collectively, the “Debtors”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) were prepared pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) by management of the Debtors and their professionals and are unaudited. The Schedules and Statements remain subject to further review and verification by the Debtors. Subsequent information may result in material changes to the Schedules and Statements, and because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete. The Debtors reserve their right to amend their Schedules and Statements from time to time as may be necessary or appropriate, including the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the Schedules and Statements shall constitute

¹The 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.

a waiver of rights with respect to these chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and constitute an integral part of, the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

1. Description of the Cases and "As Of" Information Date. On September 11, 2012 (the "Petition Date"), the Debtors each filed a voluntary petition with the Bankruptcy Court for reorganization under chapter 11 of the Bankruptcy Code. The Debtors are currently operating their businesses as debtors in possession pursuant to the Bankruptcy Code. The cases have been consolidated for the purpose of joint administration under case number 12-12568 (BLS). On September 18, 2012, the Office of the United States Trustee appointed an official committee of unsecured creditors. On September 25, 2012, the Court entered the *Order (a) Approving Purchase Agreement Among Debtors and Buyer, (b) Authorizing and Approving the Sale of Certain Assets Free and Clear of all Liens, Claims, Encumbrances, and Interests, (c) Authorizing and Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, (d) Authorizing and Approving Entry Into the Patent License; and (e) Granting Related Relief* [Docket No. 223] (the "Sale Order"), authorizing the sale of substantially all of the Debtors' California and Vancouver assets to Galloping Horse America, LLC (the "Buyer") in accordance with the Asset Purchase Agreement between the Buyer and the Debtors, dated as of September 24, 2012 (the "APA"). The sale to the Buyer closed on September 27, 2012. All asset and liability information, except where otherwise noted, is as of September 10, 2012.

2. Basis of Presentation/ Summary of Significant Reporting Policies. For financial reporting purposes, the Debtors prepare consolidated financial statements that are filed with the Securities and Exchange Commission (the "SEC") and that are audited annually. Although these Schedules and Statements may, at times, incorporate information prepared in accordance with generally accepted accounting principles ("GAAP"), the Statements and Schedules neither purport to represent nor reconcile to financial statements otherwise prepared and/or distributed by the Debtors in accordance with GAAP or otherwise, nor are they intended to reconcile to the financial statements filed by the Debtors with the SEC.

Prior to the Petition Date, the Debtors' Vancouver, British Columbia and California digital production operations (the "California/Vancouver Operations") were fully integrated and functionally operated together under Digital Domain Productions, Inc. ("DDPI")² and independently of the Debtors' Florida operations (the "Florida Operations") under Digital Domain Media Group, Inc. ("DDMG").³ While efforts were made to present the assets and

² DDPI's Debtor subsidiaries are: D2 Software, Inc.; Digital Domain Productions (Vancouver) Ltd.; and Mothership Media, Inc.

³ DDMG's Debtor subsidiaries are: Digital Domain; DDH Land Holdings, LLC; DDH Land Holdings II, LLC; Digital Domain Institute, Inc.; Digital Domain International, Inc.; Digital Domain Tactical, Inc.; Tradition Studios, Inc.; and Tembo Productions, Inc.

liabilities of Debtors engaged in the Florida Operations on a non-consolidated basis, unless otherwise indicated, such assets and liabilities are set forth on DDMG's Schedules and Statements. The Schedules and Statements for DDPI and its subsidiaries engaged in the California/Vancouver Operations, except where otherwise indicated, reflect the assets and liabilities of such Debtors on a non-consolidated basis. Based on the foregoing, it is possible that not all assets and liabilities have been recorded at the correct legal entity on the Schedules and Statements. Therefore, for a complete understanding of the assets and liabilities of any Debtor, the reader should review the Schedules and Statements for all Debtors.

In addition, the Debtors maintained two separate cash management systems for each of the California/Vancouver Operations and the Florida Operations that operated virtually independently of one another. The Debtors used these two consolidated cash management systems to collect substantially all receipts and pay liabilities and expenses for the two operating divisions. In certain instances, the recording of cash transactions is governed by agreements between the Debtors. Accordingly, cash receipts and disbursements for all Debtors may be recorded on the books and records of DDMG or DDPI, rather than their applicable Debtor subsidiaries. Intercompany journal entries are utilized to record transactions affecting revenues, expenses, assets and liabilities in the proper Debtor location. Although efforts have been made to attribute payments to the correct legal entity, payments made have been listed in certain instances by the entity making such payment notwithstanding that many such payments may have been made on behalf of another entity. Therefore, the reader should review the Schedules and Statements for all Debtors for a complete understanding of all payments made by the Debtors.

The Debtors reserve their right to modify or amend their Schedules and Statements to attribute payments, assets and/or liabilities to a different legal entity.

3. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars, and, as applicable, translated from other currencies using exchange rates as of September 10, 2012.

4. Intercompany Claims. Claims between Debtors have not been scheduled on either Schedule B (receivables) or Schedule F (payables). Prior to the Petition Date, the Debtors routinely engaged in intercompany transactions resulting in intercompany accounts payable and receivable. The respective intercompany accounts payable and receivable as of the Petition Date have not been quantified or characterized. Accordingly, intercompany account balances are not listed in the Schedules.

5. Book Value. Unless otherwise noted, assets and liabilities of each Debtor are shown on the basis of the net book value as of September 10, 2012, in accordance with the Debtors' books and records. Thus, unless otherwise noted, the Schedules and Statements reflect the carrying value of the assets and liabilities as recorded on the Debtors' books, and are not based upon any estimate of their current market value.

6. Estimates. To close the books and records of the Debtors as of the Petition Date, management was required to make estimates, allocations and assumptions that affect the

amounts of assets and liabilities as of September 10, 2012 and reported revenue and expenses for the period ending September 10, 2012.

7. Property and Equipment. Interest expenses related to the acquisition of certain property and equipment are capitalized as an additional cost of the asset. Costs of major improvements that enhance the usefulness of the asset are capitalized and depreciated over the estimated useful life of the asset or the modifications, whichever is less. Depreciation expense for principal asset classifications is calculated on a straightline basis to an estimated residual value. Leasehold improvements are depreciated over the lesser of the term of the lease or the life of the improvement.

8. Leases. The Debtors have not included in the Schedules and Statements the future obligations of any leases. To the extent that there was an amount due as of the Petition Date, the creditor has been included in Schedule F. All lease agreements have been included in Schedule G, subject to the reservation of rights set forth in paragraph 15 herein.

9. Recoveries and Causes of Action. Despite reasonable efforts to identify all known assets, the Debtors may not have set forth all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code, setoff rights, and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, setoff rights, or avoidance actions they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claim, causes of action or avoidance action or in any way prejudice or impair the assertion of such claims.

10. Schedule B. Unless otherwise noted, all of the amounts listed on Schedule B represent the value of the Debtors' assets as reflected in the Debtors' books and records (net of depreciation or amortization where applicable). For the bank accounts, the values are as of the Petition Date. In some instances, the assets are also net of reserves. The Debtors have performed no independent review of the value of these assets. The actual value of the assets listed may differ significantly from the amounts reflected in the Debtor's books and records.

11. Schedule D: Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Certain claims are listed on Schedule D as "disputed" because the value of the collateral securing such claims is unknown. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including without limitation, any inter-company agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference

to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

12. Schedule E: Creditors Holding Unsecured Priority Claims.

- (a) Tax Claims. The Debtors are required to file tax returns and various other tax related forms with many taxing authorities. These filings commonly result in either tax refunds or additional tax related liabilities.

Schedule E contains the Debtor's best estimate of all of the potential priority claims against the Debtors' estates held by governmental and quasi-governmental entities. The Debtors have not determined whether, and to what extent, any of the creditors identified on Schedule E in fact are entitled to priority under Section 507 of the Bankruptcy Code. The Debtors reserve their rights to assert that claims identified on Schedule E are not claims of governmental entities and/or that such claims are not entitled to priority.

- (b) Employee Claims. The Court entered the: (i) *Interim Order: (I) Authorizing the Debtors to Pay Prepetition (A) Wages, Salaries, and Other Compensation, (B) Employee Medical and Similar Benefits, and (C) Reimbursable Employee Expenses; and (II) Authorizing and Directing Banks and Other Financial Institutions to Pay All Checks and Electronic Payment Requests Made by the Debtors Relating to the Foregoing* [Docket No. 49] on September 12, 2012; and (ii) *Final Order: (I) Authorizing the Debtors to Pay Prepetition (A) Wages, Salaries, and Other Compensation, (B) Employee Medical and Similar Benefits, and (C) Reimbursable Employee Expenses; and (II) Authorizing and Directing Banks and Other Financial Institutions to Pay All Checks and Electronic Payment Requests Made by the Debtors Relating to the Foregoing* [Docket No. 324] on October 22, 2012 (collectively, the "Wage Orders"). The Wage Orders authorize the Debtors to pay and/or honor the Prepetition Employee Obligations in accordance with the Debtors' stated policies and in the ordinary course of business. In addition, pursuant to the APA and Sale Order, the Buyer has paid certain prepetition obligations to certain California employees. Thus, Schedule E does not list accrued wages or other obligations paid in accordance with the Wage Orders or by the Buyer. All remaining outstanding accrued vacation for terminated employees is listed on Schedule E, unless a claim therefor has been paid up to the \$11,725 cap, in which case the claim in excess of such cap is listed on Schedule F.

13. Schedule F: Creditors Holding Unsecured Non-Priority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, they are reflected on the Debtors' books and records as required in accordance with GAAP. In addition, Schedule F does not include claims that have been or will be paid by the Buyer pursuant to the APA and Sale Order.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

14. Schedule G: Executory Contracts and Unexpired Leases. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired or been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. In addition certain contracts and leases set forth in Schedule G (i) have been or will be assumed and assigned to the Buyer pursuant to the APA and Sale Order or (ii) have been or will be rejected pursuant to an order of the Bankruptcy Court.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedule, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, may not be set forth in Schedule G.

Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Such contracts, agreements and leases are listed on Schedule G of each such Debtor.

15. Schedule H: Co-Debtors. In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed

elsewhere in the Schedules and Statements, they have not been set forth individually on Schedule H.

Schedule H also reflects guarantees by various Debtors. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Further, the Debtors believe that certain of the guarantees reflected on Schedule H may have expired or are no longer enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or are unenforceable.

Schedule H is furnished for informational purposes only to apprise parties in interest of co-debtor relationships of the Debtors as of the Petition Date and is derived from documents in the possession of the Debtors. It is not an admission or recognition that any co-debtor liability exists or existed.

16. Umbrella Agreements. A number of contracts listed in the Schedules and Statements are umbrella agreements that cover some or all of the Debtors. Such agreements have been listed in the Schedules and Statements of the Debtor that was the main signatory to the agreement, although more than one of the Debtors may be obligated under the agreement.

17. Claims Paid Pursuant to Court Orders. Certain of the Debtors' Schedules and Statements list creditors and set forth the Debtors' estimate of the claims of creditors as of the Petition Date. The Bankruptcy Court has authorized but not obligated the Debtors to pay various pre-petition claims, and certain claims may have been or will be paid by the Buyer. Accordingly, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements. *See also* Global Notes 16 and 17.

18. Insiders. For the purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) as (a) directors, (b) officers, (c) those in control of the Debtors, (d) relatives of directors, officers, or persons in control of the Debtors and (e) non-debtor affiliates. Payments to insiders listed in (a) through (d) above are set forth in response to Question 3.c of the Statements. The Debtors note that, although partnerships in which a debtor is a general partner may be considered insiders under section 101(31)(B) of the Bankruptcy Code, the Debtors do not admit that the joint ventures in which a non-debtor affiliate serves as a general partner should be considered insiders in these cases. These joint ventures are with unrelated third parties and are governed by detailed operating agreements. Consequently, the Debtors do not believe that these joint ventures are insiders.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law.

The Debtors have included all payments and awards made over the twelve months preceding the filing to any individual deemed an insider. Included in the value reflected are: cash payments to

or for the benefit of the insider; restricted stock grants valued at the closing price of the stock at the grant date; and stock options valued at the Black-Scholes value on the date of the grant.

19. Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Statements and Schedules, including accrued salaries, employee benefit accruals, and deferred gains. Other immaterial assets and liabilities may also have been excluded.

20. Litigation. Certain litigation actions reflected as claims against one Debtor may relate to any of the other Debtors. The Debtors have made commercially reasonable efforts to record these actions in the Schedules and Statements of the Debtor that is party to the action.

21. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit each of the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

22. Guarantees. There are agreements with certain of the Debtors that are guaranteed by one or more of the other Debtors. Guarantees have generally been included in Schedules of the guarantor Debtor as “contingent” and “unliquidated” unless otherwise specified.

23. Transfers Made Within 90 Days of Petition Date. These payments include payroll and payroll related expenses paid to employees. The response to Question 3.b of the Statements lists all transfers made to any party within 90 days immediately preceding the Petition Date, whether or not the transferee is a creditor of any of the Debtors. Accordingly, the listing of any transfer in response to Question 3.b of the Statements does not constitute an admission that the transferee of such transfer is a creditor of any of the Debtors.

24. Setoffs. The Debtors routinely incur setoffs from third parties during the ordinary course of business. Setoffs in the ordinary course can result from various routine transactions. Certain of these constitute normal setoffs consistent with the Debtors’ ordinary course of business. In such instances, such ordinary course setoffs are excluded from the Debtors’ responses to Question 13 of the Statements. The Debtors reserve all rights to enforce or challenge, as the case may be, any setoffs that have been or may be asserted.

B6 Summary (Official Form 6 - Summary) (12/07)**UNITED STATES BANKRUPTCY COURT****District of Delaware****In re: D2 Software, Inc.****Case No. 12-12573 (BLS)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	14	\$0.19		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$83,586,422.13	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	1		\$0.00	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	3			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		26	\$0.19	\$83,586,422.13	

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
NONE				
Total			\$0.00	

(Report total also on Summary of Schedules.)

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			\$0.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Bank, N.A. 1 Montgomery Street San Francisco, CA 94104 Account No. xxxxx09967 D2 Software Checking (Dormant)		\$0.19

Subtotal (Total on this page)

\$0.19

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			\$0.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			\$0.00
10. Annuities. Itemize and name each issuer.	X			\$0.00
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			\$0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			\$0.00
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.	X			\$0.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			\$0.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			\$0.00
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			\$0.00
22. Patents, copyrights, and other intellectual property. Give particulars.		See Schedule B22 Attachment		\$0.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			\$0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			\$0.00
26. Boats, motors, and accessories.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
27. Aircraft and accessories.	X			\$0.00
28. Office equipment, furnishings, and supplies.	X			\$0.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. Inventory.	X			\$0.00
31. Animals.	X			\$0.00
32. Crops - growing or harvested. Give particulars.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.	X			\$0.00
34. Farm supplies, chemicals, and feed.	X			\$0.00
35. Other personal property of any kind not already listed. Itemize.	X			\$0.00

Subtotal (Total on this page)

\$0.00

In re: **D2 Software, Inc.**

Case No. 12-12573 (BLS)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Subtotal (Total on this page)

\$0.00

Total

\$0.19

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

In re: D2 Software, Inc.

Case No. 12-12573

Schedule B22

Personal Property - Patents, copyrights, and other intellectual property

Patent/Trademark name	Market value	Filing Date/Publ. Date/Issue Date	Serial No./Publ. Date/Patent No.	Status
MacSpin statistical and decision support software release notes for version 2.0 /Andrew W. Donoho, David L. Donoho, Miriam Gasko...[et al.]	See Schedule B23 of DDMG Estate, et al. (FKA Digital Domain Media Group, Inc.)	2/3/1989	TX0002529458	D2 Software, Inc.

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER (See Instructions Above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Schedule D Attachment							\$83,586,422.13	Undetermined
Subtotal(s) (Total(s) on this page)							\$83,586,422.13	\$0.00
Total(s) (Use only on last page)							\$83,586,422.13	\$0.00

(Report also on
Summary of Schedules)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and
Related Data)

In re: D2 Software, Inc.
Case No. 12-12573
Schedule D
Creditors Holding Secured Claims

Creditor's Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Creditor	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any
Comvest Capital II, L.P.	Comvest Capital II, L.P.	525 Okeechobee Blvd.		West Palm Beach	FL	33401	x	Subordinated Note (Including Accrued Interest)	x		x	\$8,275,623.46	Undetermined
Empery Asset Masters, Ltd	Empery Asset Masters, Ltd	One Rockefeller Plaza	Suite 1205	New York	NY	10020	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$1,606,008.73	Undetermined
Hartz Capital Investments, LLC	Empery Asset Masters, Ltd	One Rockefeller Plaza	Suite 1205	New York	NY	10020	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$8,431,545.84	Undetermined
Hudson Bay Master Fund Ltd.	Hudson Bay Master Fund Ltd.	777 Third Avenue	30th Floor	New York	NY	10017	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$29,108,908.26	Undetermined
Parsoon Special Situation Ltd.	Tenor Capital Management	1180 Avenue of the Americas	Suite 1940	New York	NY	10036	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$16,561,965.04	Undetermined
PBC Digital Holdings II, LLC	Palm Beach Capital	505 South Flagler Drive	Suite 1400	West Palm Beach	FL	33401	x	Senior Subordinated Note (Including Accrued Interest)	x		x	\$5,047,916.67	Undetermined
Tenor Opportunity Master Fund, Ltd.	Tenor Capital Management	1180 Avenue of the Americas	Suite 1940	New York	NY	10036	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$13,048,820.94	Undetermined
Tenor Special Situations Fund, L.P.	Tenor Capital Management	1180 Avenue of the Americas	Suite 1940	New York	NY	10036	x	Senior Note (Including Make-Whole Provision, Redemption Premium, and Accrued Interest)	x			\$1,505,633.19	Undetermined
											Total:	\$83,586,422.13	Undetermined

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIM (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: D2 Software, Inc.

Case No. 12-12573 (BLS)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
NONE									
Subtotals (Totals on this page):							\$0.00	\$0.00	\$0.00
Total: (Report also on the Summary of Schedules)							\$0.00		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								\$0.00	\$0.00

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
NONE							
Subtotal (Total on this page)							\$0.00
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$0.00

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	

In re: D2 Software, Inc.
Case No. 12-12573
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest.
							State whether lease is of nonresidential real property. State contract number of any government contract.
Comvest Capital II, L.P.	525 Okeechobee Blvd.		West Palm Beach	FL	33401		Omnibus Consent and Agreement Re Restructuring
Comvest Capital II, L.P.	525 Okeechobee Blvd.		West Palm Beach	FL	33401		Security and Pledge Agreement
Comvest Capital II, L.P.	525 Okeechobee Blvd.		West Palm Beach	FL	33401		Guaranty
Comvest Capital II, L.P.	525 Okeechobee Boulevard	Ste 1050	West Palm Beach	FL	33401		Second Lien Security Agreement
Comvest Capital II, L.P.	525 Okeechobee Boulevard	Ste 1050	West Palm Beach	FL	33401		Second Lien Security and Pledge Agreement
Comvest Capital II, L.P.	525 Okeechobee Boulevard	Ste 1050	West Palm Beach	FL	33401		Second Lien Trademark Security Agreement
Comvest Capital II, L.P.	525 Okeechobee Boulevard	Ste 1050	West Palm Beach	FL	33401		Second Lien Copyright Agreement
Comvest Capital II, L.P.	525 Okeechobee Boulevard	Ste 1050	West Palm Beach	FL	33401		Second Lien Patent Security Agreement
Empery Asset Masters, Ltd.	One Rockefeller Plaza, Suite 1205		New York	NY	10020		Second Amendment Agreement
Empery Asset Masters, Ltd.	One Rockefeller Plaza, Suite 1205		New York	NY	10020		First Amendment Agreement
Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205		New York	NY	10020		Second Amendment Agreement
Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205		New York	NY	10020		First Amendment Agreement
Hudson Bay Master Fund Ltd as Collateral Agent	777 Third Avenue, 30th Floor		New York	NY	10017		Security and Pledge Agreement
Hudson Bay Master Fund Ltd as Collateral Agent	777 Third Avenue, 30th Floor		New York	NY	10017		Guarantor
Hudson Bay Master Fund Ltd.	777 Third Avenue, 30th Floor		New York	NY	10017		Second Amendment Agreement
Hudson Bay Master Fund Ltd.	777 Third Avenue, 30th Floor		New York	NY	10017		First Amendment Agreement
Parsoon Special Situation Ltd.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		Second Amendment Agreement
Parsoon Special Situation Ltd.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		First Amendment Agreement
Tenor Opportunity Master Fund, Ltd.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		Second Amendment Agreement
Tenor Opportunity Master Fund, Ltd.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		First Amendment Agreement
Tenor Special Situations Fund, L.P.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		Second Amendment Agreement
Tenor Special Situations Fund, L.P.	1180 Avenue of the Americas, Suite 1940		New York	NY	10036		First Amendment Agreement

In re: **D2 Software, Inc.**Case No. **12-12573 (BLS)****SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

In re: D2 Software, Inc.
Case No. 12-12573
Schedule H
Codebtors

Name of codebtor	Address 1	City	State	Zip	Name of creditor	Address 1	City	State	Zip
DDH Land Holdings II, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
DDH Land Holdings, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Institute, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain International, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Media Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Productions (Vancouver) Ltd.	1618 W. 8th Avenue	Vancouver	BC	V6J 1V4	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Productions, Inc.	300 Rose Avenue	Venice	CA	90291	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Stereo Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Digital Domain Tactical, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Mothership Media, Inc.	300 Rose Avenue	Venice	CA	90291	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Tembo Productions, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
Tradition Studios, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Comvest Capital II, L.P.	525 Okeechobee Blvd.	West Palm Beach	FL	33401
DDH Land Holdings II, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
DDH Land Holdings, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Institute, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain International, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Media Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Productions (Vancouver) Ltd.	1618 W. 8th Avenue	Vancouver	BC	V6J 1V4	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Productions, Inc.	300 Rose Avenue	Venice	CA	90291	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Stereo Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Tactical, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Mothership Media, Inc.	300 Rose Avenue	Venice	CA	90291	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Tembo Productions, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Tradition Studios, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Empery Asset Masters, Ltd	One Rockefeller Plaza, Suite 1205	New York	NY	10020
DDH Land Holdings II, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
DDH Land Holdings, LLC	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Institute, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain International, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Media Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Productions (Vancouver) Ltd.	1618 W. 8th Avenue	Vancouver	BC	V6J 1V4	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Productions, Inc.	300 Rose Avenue	Venice	CA	90291	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Stereo Group, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Digital Domain Tactical, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Mothership Media, Inc.	300 Rose Avenue	Venice	CA	90291	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Tembo Productions, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020
Tradition Studios, Inc.	10250 SW Village Parkway	Port St. Lucie	FL	34987	Hartz Capital Investments, LLC	One Rockefeller Plaza, Suite 1205	New York	NY	10020

In re: D2 Software, Inc.
Case No. 12-12573
Schedule H
Codebtors

[illegible]

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE


In re: D2 Software, Inc.

Case No. 12-12573 (BLS)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, John T. Debus, Associate Restructuring Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 36 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 11-5-12

Signature: 

John T. Debus

Associate Restructuring Officer