

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 to Docket Nos. 471, 710, 834, and 862

**FOURTH 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 orders (i) authorizing Debtors to obtain postpetition financing and use cash collateral; (ii) granting adequate protection; (ii) 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 and their estates and creditors; and the Court having entered the Final DIP Order on November 7, 2012 [Docket No. 471] (the "Final DIP Order"); and the Court having entered the First Amendment to the Final DIP Order on December 20, 2012 [Docket No. 710] (the "First Amendment"); and the Court having entered the Second Amendment to the Final DIP Order on February 7, 2013 [Docket No. 834] (the "Second

<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.



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

**IT IS HEREBY ORDERED THAT:**

1. The Final DIP Order, First Amendment, Second Amendment, and Third Amendment shall be, and hereby are, amended and modified as set forth below.
2. The Approved Budget (as defined in the Final DIP Order) shall, for the period from March 30, 2013 to June 28, 2013, be replaced with the Approved Budget attached hereto as Exhibit A.
3. The terms and conditions of the Final DIP Order, the First Amendment and the Second Amendment shall remain in full force and effect, except as specifically amended or modified by this order.

Dated: April 10, 2013  
Wilmington, Delaware

  
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HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Approved Budget**

DDMG Estate (f/k/a Digital Domain Media Group, Inc.)  
 Revised DIP Budget  
 April 5, 2013

	Fest												Total 1/4/2013 6/28/2013	Cumulative Total 9/14/2012 6/28/2013	
	30 4/5/2013	31 4/12/2013	32 4/19/2013	33 4/26/2013	34 5/3/2013	35 5/10/2013	36 5/17/2013	37 5/24/2013	38 5/31/2013	39 6/7/2013	40 6/14/2013	41 6/21/2013			42 6/28/2013
<b>Operating Receipts</b>															
Florida														0	86
California														1,481	2,813
California - Deferral														1,482	2,900
<b>Total Operating Receipts</b>	50													1,482	2,900
<b>Operating Disbursements</b>															
Payroll and Benefits														(115)	(8,158)
Lease and Facilities														(9)	(202)
Utilities														13	(91)
Technology and Communications														(10)	(218)
Legal and Professional Fees														(30)	(77)
Consulting Fees														(30)	(767)
A/P and Other Expenses														(7)	(29)
Wind Down Expenses														(30)	(767)
Contingency														(7)	(29)
<b>Total Operating Disbursements</b>	(4)	(3)	(3)	(3)	(48)	(1)	(1)	(1)	(2)	(2)	(2)	(2)	(2)	(217)	(9,605)
<b>Net Operating Cash Flow</b>	46	(3)	(7)	(7)	(48)	(1)	(1)	(1)	(2)	(2)	(2)	(2)	(2)	1,264	(6,705)
<b>Other Non-Operating</b>															
DIP Fees															
Senior Note Interest															
Sales Proceeds															
<b>Total Other Non-Operating</b>															(1,784)
<b>Bankruptcy Costs</b>															(1,784)
Debtor Professional Fees															
1st Lien Lender Professional Fees															
UCC Professional Fees															
Ordinary Course Professional Fees															
Critical Vendor Payments															
Utility and Telecom Deposits															
Other Expenses															
Accrued Vacation															
Key Employee Incentive Plan															
Completion Fees															
<b>Total Bankruptcy Costs</b>	(10)	(233)	(91)	(33)	(45)	(3)	(3)	(3)	(13)	(45)	(184)	(84)	(5)	(603)	(3,910)
<b>Net Cash Flow</b>	(310)	(324)	(93)	(854)	(45)	(3)	(45)	(184)	(13)	(45)	(184)	(89)	(89)	(3,007)	(1,460)
<b>Cash</b>															
Beginning Cash Balance (Book Basis)															
Net Cash Flow	361	97	45	35	116	68	22	18	77	62	17	201	201	168	201
Float Adjustment (Pre-Petition Outstanding Checks)	(284)	(328)	(9)	(882)	(48)	(46)	(3)	(1)	(15)	(45)	(184)	(91)	(91)	(1,743)	(19,728)
Currency Translation (USD to CAD)															77
UCC Professional Fee Add-Back Adjustment															(32)
DIP Borrowings (Repayments) - Lender Legal Fee Reimbursement															1,290
DIP Borrowings (Repayments)															787
Ending Cash Balance (Book Basis)	97	45	35	116	68	22	18	77	62	17	201	201	(90)	420	17,441
<b>Net Cash Flow</b>	(284)	(328)	(9)	(882)	(48)	(46)	(3)	(1)	(15)	(45)	(184)	(91)	(91)	(1,743)	(19,728)

DMG Estate (f/k/a Digital Domain Media Group, Inc.)  
 Revised Bankruptcy Professional Fees and Other Disbursements  
 April 5, 2013

Firm	Firm	Firm												Total	Cumulative	
		4/5/2013	4/12/2013	4/19/2013	4/26/2013	5/2/2013	5/9/2013	5/16/2013	5/23/2013	5/31/2013	6/7/2013	6/14/2013	6/21/2013			6/28/2013
Bankruptcy Related Costs	Bankruptcy Related Costs	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Fest	Total	Total
Debtor Professional Fees	Debtor Professional Fees	(10)	(10)	(233)	(3)	(33)	(45)	(3)	(45)	(184)	(45)	(13)	(13)	(45)	(184)	(184)
Bankruptcy Counsel	Peachuli	-	-	(25)	-	-	-	-	(25)	-	-	-	-	-	(75)	(185)
Bankruptcy Counsel - Additional Matters	Peachuli	-	-	(185)	-	(33)	-	-	-	189	-	-	-	-	(6)	(190)
Bankruptcy Counsel - Canada	Cassels Brock	-	-	-	-	-	-	-	-	-	-	-	-	-	(15)	(352)
Information Officer - Canada	Avarex and Marsal	-	-	(20)	(3)	(20)	(20)	(3)	(20)	(5)	-	-	-	-	(70)	(892)
Turn-Around Manager	FTI Consulting	-	-	-	-	-	-	-	-	-	-	-	-	-	(13)	(210)
BOD Special Committee Counsel	Cedwelder	-	-	(13)	-	-	-	-	-	-	-	-	-	-	(48)	(125)
Claims Agent	KCC	(10)	(10)	-	-	-	-	-	-	-	-	-	-	-	(76)	(83)
US Trustee	NA	-	-	-	-	-	-	-	-	-	-	-	-	-	(25)	(83)
<b>Total Debtor Professional Fees</b>		(10)	(10)	(233)	(3)	(33)	(45)	(3)	(45)	(184)	(45)	(13)	(13)	(45)	(192)	(3,910)
1st Lien Lender Professional Fees		-	-	-	-	-	-	-	-	-	-	-	-	-	(6)	(803)
Bankruptcy Counsel	Schulte Roth Zabel	-	-	-	-	(50)	-	-	-	-	-	(8)	-	-	(80)	(494)
Bankruptcy Counsel - Lender Reimbursement	Schulte Roth Zabel	-	-	(81)	-	(787)	-	-	-	-	-	-	-	-	(787)	(767)
Bankruptcy Counsel - Canada	Blake Cassels & Graydon	-	-	-	-	(2)	-	-	-	-	-	-	-	-	(8)	(81)
Bankruptcy Counsel	Wilmer Hale	-	-	-	-	(3)	-	-	-	-	-	-	-	-	(6)	(20)
Bankruptcy Counsel	Landis, Rath & Cobb	-	-	-	-	(2)	-	-	-	-	-	-	-	-	(5)	(237)
<b>Total First Lien Lender Professional Fees</b>		-	-	(81)	-	(821)	-	-	(13)	-	-	(84)	-	-	(1,010)	(3,792)
UCC Professional Fees		(300)	(300)	-	-	-	-	-	-	-	-	-	-	-	(300)	(1,465)
Bankruptcy Counsel	Brown Rudnick	-	-	-	-	-	-	-	-	-	-	-	-	-	(125)	(1,25)
Financial Advisor	Mark Thompson	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,590)
<b>Total UCC Professional Fees</b>		(300)	(300)	-	-	-	-	-	-	-	-	-	-	-	(300)	(710)
Ordinary Course Professionals		-	-	-	-	-	-	-	-	-	-	-	-	-	(26)	(57)
Legal Counsel (General and Employment)	Akerman Senterfit	-	-	-	-	-	-	-	-	-	-	-	-	-	(32)	(8)
Legal Counsel (Florida Government)	Kobre & Kim	-	-	-	-	-	-	-	-	-	-	-	-	-	(28)	(28)
Legal Counsel (General)	Evans & Kallreth	-	-	-	-	-	-	-	-	-	-	-	-	-	(7)	(33)
SEC Counsel	Sullivan & Tigges	-	-	-	-	-	-	-	-	-	-	-	-	-	(28)	(53)
Legal Counsel (Canada)	Nathanson Schachter	-	-	-	-	-	-	-	-	-	-	-	-	-	(7)	(60)
FL Real Estate Legal Counsel	Jones Foster	-	-	-	-	-	-	-	-	-	-	-	-	-	(28)	(88)
Public Relations	Van Meier	-	-	-	-	-	-	-	-	-	-	-	-	-	(47)	(145)
Public Relations	Tom McNicholas	-	-	-	-	-	-	-	-	-	-	-	-	-	(47)	(192)
Tax Returns	Unknown	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(192)
<b>Total Ordinary Course Professionals</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	(42)	(233)
Other Costs / Disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	(20)	(20)
Critical Vendor Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	(35)	(35)
Utility and Telecom Deposits		-	-	-	-	-	-	-	-	-	-	-	-	-	(23)	(23)
Publication of NOL Order/Sale		-	-	-	-	-	-	-	-	-	-	-	-	-	(109)	(109)
Accrued Vacation / PTO		-	-	-	-	-	-	-	-	-	-	-	-	-	(84)	(84)
Key Employee Incentive Plan		-	-	-	-	-	-	-	-	-	-	-	-	-	(1,460)	(1,460)
FTI Completion Fee		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D&O Insurance (Tail Coverage)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Costs / Disbursements</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	(64)	(1,711)
<b>Total Bankruptcy Related Costs</b>		(310)	(324)	(3)	(854)	(3)	(45)	(3)	(45)	(184)	(45)	(13)	(13)	(45)	(89)	(11,238)

1.) Budgeted amounts set forth by the Peachuli Firm are for: 1) general case administrative services including fee and employment applications, United States Trustee compliance and general case inquiries and 2) services related to the sale of a 4 acre parcel of real estate and de minimis asset sales. As such, the budgeted amounts are exclusive of services rendered and related disbursements incurred in connection with any "Additional Matters" which are defined to include the following:  
 • Any reasonable and necessary work for Debtor in connection with D&O investigation (e.g., production of documents and attendance at depositions) and Debtor insurance coverage provided that the Debtors/PSZ will cooperate and promptly seek reimbursement for those services under the applicable insurance policies and any insurance reimbursement shall be paid over the DIP Lenders.  
 • Any reasonable and necessary work related to closing the Patent sale to Real D (or back-up bidder) or post-closing matters including any appeal of the Patent Sale Orders to the extent such costs are not the Buyers' responsibility under the APA and sale order.  
 • Any reasonable and necessary work related to closing personal property sales or post-closing matters related to personal property sales.  
 • Any reasonable and necessary post-closing work related to the VFX sale  
 • Any reasonable and necessary work related to the sale or transfer of any asset other than the 4 acre undeveloped parcel and de minimis asset sales  
 • Any reasonable and necessary work related to the Canadian proceeding  
 • Any reasonable and necessary work related to the Canadian proceeding  
 • Any reasonable and necessary litigation (contested matter or adversary proceeding) related to the PSL County Tax claims and the release of the remaining funds in escrow.  
 • Any reasonable and necessary work related to or in connection with newly filed motions or stipulations for relief from stay.  
 • Any reasonable and necessary work related to the WARN Adversary proceeding  
 • Any reasonable and necessary work related to the characterization of the PSL Lease and the implementation of the settlement reached in connection therewith (other than negotiations with PSL City and PSL County) to release the remaining funds from the tax escrow.  
 • Any newly instituted contested matters or adversary proceedings  
 • As to Additional Matters, in addition to the budgeted amounts, the DIP Lenders will provide funding to pay for the reasonable and necessary fees and expenses incurred in connection therewith. The DIP Lenders and Petition Lenders reserve their respective rights to object to the reasonableness and necessity of fees and expenses incurred by PSZ, including any fees and expenses incurred in connection with any "Additional Matters." PSZ will provide notice to the DIP Lenders' counsel before it provides any services or incurs expenses related to any Additional Matter. No DIP funds allocable to 2013 shall be used to pay any budget shortfall for any period in 2012. Nothing in this Budget shall be deemed an agreement with respect to how any Additional Matters would be funded after June 30, 2013. All rights are reserved by the Lenders and the Debtors in that respect.  
 2.) Budgeted amounts set forth for FTI do not include any fees or expenses related to any discovery, deposition or witness testifying in any legal action (contested matter or adversary proceeding) or discovery brought against the Company. Budgeted amounts set forth for FTI also do not include any fees or expenses associated with informal or formal information requests in connection with investigations. The DIP Lenders will provide funding to pay for the reasonable and necessary fees and expenses incurred in connection therewith.  
 3.) The payment of fees as set forth for Lender's counsel are subject to Lender approval.