

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

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

Case No. 12-12568
Reporting Period: June 1, 2014 - June 30, 2014

MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Document Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	Yes		
Bank Reconciliations (or copies of debtor's bank reconciliations)	MOR-1a	Yes	Also refer to Attachment A	
Schedule of Professional Fees Paid	MOR-1b	Yes		
Copies of bank statements		Yes	Attachment D	
Cash disbursement journals		Yes	Attachment B	
Statement of Operations	MOR-2	Yes		
Balance Sheet	MOR-3	Yes		
Status of Postpetition Taxes	MOR-4	Yes		
Copies of IRS Form 6123 or payment receipt		N/A	Refer to Bank Strmts	
Copies of tax returns filed during reporting period		N/A		
Summary of Unpaid Postpetition Debts	MOR-4	Yes		
Listing of aged accounts payable		Yes	Attachment C	
Accounts Receivable Reconciliation and Aging	MOR-5	Yes		
Debtor Questionnaire	MOR-5	Yes		

This Monthly Operating Report ("MOR") has been prepared solely for the purposes of complying with the monthly reporting requirements applicable in these Chapter 11 cases and is in a format that the Debtors believe is acceptable to the United States Trustee. The financial information contained herein is limited in scope and covers a limited time period. Moreover, such information is preliminary and unaudited, and is not prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Joint Debtor

Date



October 21, 2014

Signature of Authorized Individual*

Date

Ranjit Mankekar

Associate Restructuring Officer

Printed Name of Authorized Individual

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.



In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

Case No. 12-12568

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SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

BANK ACCOUNTS									
	(Case 12-12568)	(Case 12-12568)	(Case 12-12569)	All Other Cases	CURRENT MONTH		CUMULATIVE FILING TO DATE		
	DDMG Estate Operating	DDMG Estate Sales Proceeds	DDPI Estate Operating		ACTUAL	PROJECTED	ACTUAL	PROJECTED	
CASH - BEGINNING OF MONTH	134,988	5,025,074	(154)	-	5,159,908	-	304,149	75,500	
RECEIPTS									
Cash Sales	-	-	-	-	-	-	-	-	
Accounts Receivable	-	-	-	-	-	-	3,405,647	-	
Loans and Advances	-	-	-	-	-	-	19,077,897	19,600,291	
Sale of Assets	-	-	-	-	-	-	43,401,016	-	
Other Receipts	-	615	-	-	615	-	1,454,479	-	
Transfers (From DIP Accounts)	-	-	-	-	-	-	10,828,123	-	
TOTAL RECEIPTS	-	615	-	-	615	-	78,167,161	19,600,291	
DISBURSEMENTS									
Net Payroll	-	-	-	-	-	-	(5,168,598)	(8,733,052)	
Payroll Taxes	-	-	-	-	-	-	(2,355,871)	-	
Sales, Use and Other Taxes	-	-	-	-	-	-	(218,217)	-	
Inventory Purchases	-	-	-	-	-	-	-	-	
Security / Rental / Leases	-	-	-	-	-	-	(190,573)	(329,054)	
Insurance	-	-	-	-	-	-	(720,158)	(550,000)	
Administrative	(1,006)	(25)	-	-	(1,031)	-	(1,222,612)	(537,188)	
Selling	-	-	-	-	-	-	-	-	
Other Disbursements	-	-	-	-	-	-	(40,136,604)	(3,308,997)	
Owners Draw	-	-	-	-	-	-	-	-	
Transfers (To DIP Accounts)	-	-	-	-	-	-	(10,828,123)	-	
Professional Fees	(48,433)	-	-	-	(48,433)	-	(12,387,444)	(5,597,500)	
US Trustee Quarterly Fees	-	-	-	-	-	-	(132,050)	(120,000)	
Court Costs	-	-	-	-	-	-	-	-	
TOTAL DISBURSEMENTS	(49,439)	(25)	-	-	(49,464)	-	(73,360,251)	(19,175,791)	
NET CASH FLOW	(49,439)	590	-	-	(48,849)	-	4,806,910	424,500	
(RECEIPTS LESS DISBURSEMENTS)									
CASH - END OF MONTH	85,550	5,025,663	(154)	-	5,111,059	-	5,111,059	500,000	

DISBURSEMENTS FOR CALCULATING US TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)	
TOTAL DISBURSEMENTS	(49,464)
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	(13,380)
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	(62,844)

(1) During June 2014, DDMG Estate's DIP Lenders paid legal fees directly to Schulte Roth & Zabel LLP (DIP Lender Legal Counsel) on behalf of DDMG Estate totaling \$13,380, representing partial payment of April 2014 invoiced amounts. This amount of \$13,380 was recorded as an expense of DDMG Estate, with a corresponding increase to the DIP Credit Facility (Post-Petition Secured Debt) liability balance.

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

Case No. 12-12568

Reporting Period: June 1, 2014 - June 30, 2014

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS - continuation sheet
(Other Receipts and Other Disbursements)

		BANK ACCOUNTS				
		DDMG Estate	DDMG Estate	DDMG Estate	DDPI Estate	
		Operating	Sales Proceeds	Other	Operating	TOTAL
OTHER RECEIPTS						
Source	Description					
Regions Bank	Money Market Account Interest 6/01/14 - 6/30/14 (Sales Proceeds Acct)	-	615	-	-	615
TOTAL OTHER RECEIPTS		-	615	-	-	615
OTHER DISBURSEMENTS						
Vendor / Payee	Description					
						-
TOTAL OTHER DISBURSEMENTS		-	-	-	-	-

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

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BANK RECONCILIATIONS
Continuation Sheet for MOR-1

	DDMG Estate Operating		DDMG Estate Sales Proceeds (Restricted)		DDPI Estate Operating (1)	
	Regions Bank	# 0145669929	Regions Bank	# 0160021667	Wells Fargo	# 4187516190
BALANCE PER BOOKS		\$ 85,550		\$ 5,025,663		\$ (154)
BANK BALANCE		\$ 88,649		\$ 5,025,663		\$ -
(+) DEPOSITS IN TRANSIT (ATTACH LIST)						
(-) OUTSTANDING CHECKS (ATTACH LIST)		(3,099)				(154)
OTHER (ATTACH EXPLANATION)						
ADJUSTED BANK BALANCE		\$ 85,550		\$ 5,025,663		\$ (154)
DEPOSITS IN TRANSIT	Date	Amount	Date	Amount	Date	Amount
CHECKS OUTSTANDING	Ck #	Amount	Ck #	Amount	Ck #	Amount
	See attached bank reconciliations included in Attachment A for listing of outstanding checks.					
	(1) Bank account closed prior to April 30, 2013.					
OTHER						

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

Payee	Services / Role	Period Covered	Amount Approved	Payor	Check / Wire		Amount Paid	
					Number	Date	Current Period	Cumulative
							Fees and Expenses	Fees and Expenses
Pachulski Stang Ziehl & Jones LLP (1)(2)	Bankruptcy Counsel	09/11/12 - 06/30/14	(2,591,599.13)	DDMG Estate	Wire Transfer	6/27/2014	(25,000.00)	(2,631,990.92)
Cassels Brock Lawyers (1)(3)	Bankruptcy Counsel (Canada)	09/11/12 - 06/30/14	(348,471.39)	DDMG Estate	Not Applicable	Not Applicable	-	(352,000.00)
Cadwalader Wickersham & Taft LLP (1)(4)	Bankruptcy Counsel (BOD Special Committee)	09/11/12 - 06/30/14	(274,848.23)	DDMG Estate	Not Applicable	Not Applicable	-	(210,000.00)
Johnson Associates, Inc. (5)	Compensation Advisor (KEIP)	09/11/12 - 06/30/14	(14,720.00)	DDMG Estate	Not Applicable	Not Applicable	-	(14,720.00)
FTI Consulting	Turnaround Manager	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Wire Transfer	6/27/2014	(20,000.00)	(2,708,221.65)
Alvarez & Marsal Canada Inc.	Information Agent (Canada)	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Not Applicable	Not Applicable	-	(102,629.23)
Kurtzman Carson Consultants	Claims and Administrative Agent	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Wire Transfer	6/27/2014	(1,327.38)	(224,268.96)
Schulte Roth & Zabel LLP (6)	Senior Lender Legal Counsel	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Not Applicable	Not Applicable	(13,379.57)	(3,559,405.21)
WilmerHale	Senior Lender Legal Counsel	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Wire Transfer	6/27/2014	(2,105.50)	(486,977.52)
Landis, Rath & Cobb	Senior Lender Legal Counsel	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Wire Transfer	Not Applicable	-	(238,166.92)
Blake Cassels & Graydon	Senior Lender Legal Counsel (Canada)	09/11/12 - 06/30/14	Not Applicable	DDMG Estate	Not Applicable	Not Applicable	-	(91,221.81)
Brown Rudnick LLP (7)	UCC Legal Counsel	09/11/12 - 06/30/14	(4,871,799.93)	DDMG Estate	Not Applicable	Not Applicable	-	(1,626,226.74)
Sullivan Hazeltine Allinson LLC (8)	UCC Legal Counsel	09/11/12 - 06/30/14	(137,823.42)	DDMG Estate	Not Applicable	Not Applicable	-	(41,452.64)
MDT Executive Management Co., LLC (9)	UCC Financial Advisor	09/11/12 - 06/30/14	(137,191.92)	DDMG Estate	Not Applicable	Not Applicable	-	(125,000.00)
TOTAL							(61,812.45)	(12,412,281.60)

(1) All payments related to debtor professional legal counsel (Pachulski Stang Ziehl & Jones (Bankruptcy Counsel), Cassels Brock Lawyers (Canadian Bankruptcy Counsel), and Cadwalader Wickersham & Taft (BOD Special Committee Bankruptcy Counsel), were made in accordance with approved amounts per DIP Budgets and were wired directly to Trust Accounts maintained by Pachulski Stang Ziehl & Jones and Cassels Brock Lawyers (where these amounts were/are only disbursed to the applicable debtor professional following receipt and approval of fee applications by the bankruptcy court).

(2) Fees and expenses for Pachulski Stang Ziehl & Jones totaling \$2,055,353.06 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses less adjustments) on February 28, 2013. Fees and expenses totaling \$289,906.90 covering the period 01/01/13 - 03/31/13 were approved (100% of fees and 100% of expenses) on July 25, 2013. Fees and expenses totaling \$87,040.10 covering the period 04/01/13 - 06/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$59,825.88 covering the period 07/01/13 - 09/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$69,026.91 covering the period 10/01/13 - 12/31/13 were approved (100% of fees and 100% of expenses) on February 18, 2014. Fees and expenses totaling \$30,446.28 covering the period 1/01/14 - 1/31/14 were approved (80% of fees and 100% of expenses) on June 9, 2014.

(3) Fees and expenses for Cassels Brock Lawyers totaling \$344,535.09 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses) on February 28, 2013. Fees and expenses totaling \$3,185.45 covering the period 01/01/13 - 03/31/13 were approved (80% of fees and 100% of expenses) on May 23, 2013. Fees and expenses totaling \$750.85 covering the period 01/01/13 - 03/31/13 (holdback / remaining 20% of fees for Q1 2013) were approved on September 20, 2013.

(4) Fees and expenses for Cadwalader Wickersham & Taft LLP totaling \$274,848.23 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses) on March 22, 2013.

(5) Fees and expenses for Johnson Associates, Inc. totaling \$14,720.00 covering the period 10/09/12 - 10/31/12 were approved (100% of fees and 100% of expenses) on January 8, 2013.

(6) During June 2014, DDMG Estate's DIP Lenders paid legal fees directly to Schulte Roth & Zabel LLP (DIP Lender Legal Counsel) on behalf of DDMG Estate totaling \$13,379.57, representing partial payment of April 2014 invoiced amounts. This amount of \$13,379.57 was recorded as an expense of DDMG Estate, with a corresponding increase to the DIP Credit Facility (Post-Petition Secured Debt) liability balance.

(7) Fees and expenses for Brown Rudnick totaling \$1,924,097.07 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses) on February 28, 2013. Fees and expenses totaling \$1,501,613.44 covering the period 01/01/13 - 03/31/13 were approved (100% of fees and 100% of expenses) on July 25, 2013. Fees and expenses totaling \$491,019.44 covering the period 04/01/13 - 06/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$467,593.76 covering the period 07/01/13 - 09/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$487,476.22 covering the period 10/01/13 - 12/31/13 were approved (100% of fees and 100% of expenses) on February 18, 2014.

(8) Fees and expenses for Sullivan Hazeltine Allinson totaling \$72,124.01 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses) on February 28, 2013. Fees and expenses totaling \$12,505.66 covering the period 01/01/13 - 03/31/13 were approved (100% of fees and 100% of expenses) on July 25, 2013. Fees and expenses totaling \$4,519.76 covering the period 04/01/13 - 06/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$5,665.38 covering the period 07/01/13 - 09/30/13 were approved (100% of fees and 100% of expenses) on December 16, 2013. Fees and expenses totaling \$21,892.67 covering the period 10/01/13 - 12/31/13 were approved (100% of fees and 100% of expenses) on February 18, 2014. Fees and expenses totaling \$7,474.28 covering the period 1/01/14 - 1/31/14 were approved (80% of fees and 100% of expenses) on March 21, 2014. Fees and expenses totaling \$4,101.84 covering the period 2/01/14 - 2/28/14 were approved (80% of fees and 100% of expenses) on April 25, 2014. Fees and expenses totaling \$6,284.07 covering the period 3/01/14 - 3/31/14 were approved (80% of fees and 100% of expenses) on May 27, 2014. Fees and expenses totaling \$3,255.75 covering the period 4/01/14 - 4/30/14 were approved (80% of fees and 100% of expenses) on June 27, 2014.

(9) Fees and expenses for MDT Executive Management totaling \$122,943.19 covering the period 09/11/12 - 12/31/12 were approved (100% of fees and 100% of expenses) on February 28, 2013. Fees and expenses totaling \$3,304.00 covering the period 01/01/13 - 01/31/13 were approved (80% of fees and 100% of expenses) on March 20, 2013. Fees and expenses totaling \$1,064.00 covering the period 02/01/13 - 03/31/13 were approved (80% of fees and 100% of expenses) on June 7, 2013. Fees and expenses totaling \$1,092.00 covering the period 01/01/13 - 03/31/13 (holdback / remaining 20% of fees for Q1 2013) were approved on July 25, 2013. Fees and expenses totaling \$8,788.73 covering the period 10/01/13 - 12/31/13 were approved (100% of fees and 100% of expenses) on February 18, 2014.

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

Case No. 12-12568

Reporting Period: June 1, 2014 - June 30, 2014

STATEMENT OF OPERATIONS
(Income Statement)

REVENUES	Month	Cumulative Filing to Date
Gross Revenues	\$ -	\$ 54,205
Less: Returns and Allowances	-	-
Net Revenue	\$ -	\$ 54,205
COST OF GOODS SOLD		
Beginning Inventory	-	-
Add: Purchases	-	-
Add: Cost of Labor	-	-
Add: Other Costs (attach schedule)	-	-
Less: Ending Inventory	-	-
Cost of Goods Sold	-	-
Gross Profit	-	54,205
OPERATING EXPENSES		
Advertising	-	21,137
Auto and Truck Expense	-	-
Bad Debts	-	-
Contributions	-	-
Employee Benefits Programs	-	199,452
Insider Compensation*	-	26,528
Insurance	25,909	727,315
Management Fees/Bonuses	-	-
Office Expense	-	394,337
Pension & Profit-Sharing Plans	-	-
Repairs and Maintenance	-	21,403
Rent and Lease Expense	-	151,551
Salaries/Commissions/Fees	-	611,979
Supplies	-	3,100
Taxes - Payroll	-	28,938
Taxes - Real Estate	-	325,670
Taxes - Other	-	-
Travel and Entertainment	-	22,396
Utilities	-	123,458
Other (attach schedule)	736	52,311
Total Operating Expenses Before Depreciation	26,645	2,709,574
Depreciation/Depletion/Amortization	-	-
Net Profit (Loss) Before Other Income & Expense	(26,645)	(2,655,369)
OTHER INCOME AND EXPENSES		
Other Income (attach schedule)	615	8,189,852
Interest Expense	(864,657)	(17,958,202)
Other Expense (attach schedule)	-	(3,405,988)
Net Profit (Loss) Before Reorganization Items	(890,687)	(15,829,707)
REORGANIZATION ITEMS		
Professional Fees Expense	(186,884)	(16,802,544)
U.S. Trustee Quarterly Fees	(9,100)	(141,150)
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)	-	-
Income (Loss) from Discontinued Operations	-	270,460
Gain (Loss) from Sale of Assets	-	(58,553,443)
Other Reorganization Expenses (attach schedule)	(148)	(41,772)
Total Reorganization Expenses	(196,132)	(75,268,449)
Income Taxes	-	-
Net Profit (Loss)	\$ (1,086,819)	\$ (91,098,156)

**Insider" is defined in 11 U.S.C. Section 101(31)

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries ConsolidatedCase No. 12-12568Reporting Period: June 1, 2014 - June 30, 2014

STATEMENT OF OPERATIONS - continuation sheet

BREAKDOWN OF "OTHER" CATEGORY	Month	Cumulative Filing to Date
Other Costs		
Other Operational Expenses		
Independent Contractors	\$ -	\$ 31,928
Bank Service Charges	736	18,776
Other Professional Fees	-	1,612
Total	\$ 736	\$ 52,316
Other Income		
Deferred Revenue Recognition / Amortization (Grant from State of FL)	\$ -	\$ 488,889
Deferred Revenue Recognition / Amortization (Grant from City of PSL)	-	225,146
Deferred Revenue Recognition / Amortization (Grant from City of WPB)	-	144,729
Deferred Revenue Recognition / Amortization (Land Grant from City of PSL)	-	160,417
Deferred Revenue Recognition / Amortization (License of Patents)	-	60,131
Change in Fair Value of Warrant Liability (Comvest Warrants)	-	1,144,721
Change in Fair Value of Warrant Liability (Gallop Horse Warrants / Put Option)	-	115,878
Change in Fair Value of Warrant Liability (Senior Lender Warrants)	-	2,724,119
Change in Fair Value of Warrant Liability (PIPE Warrants)	-	594,191
Change in Fair Value of Warrant Liability (Palm Beach Capital Warrants)	-	195,264
Refund of Pre-Petition Duplicate Invoice Payments and Unused Retainers	-	37,276
Regions Bank Sales Proceeds Account Interest Income	615	35,047
Miscellaneous Credits/Refunds	-	964
Senior Secured Debt Principal Reduction (Make Whole Provision Reduction)	-	2,263,080
Total	\$ 615	\$ 8,189,852
Other Expenses		
Trademark Amortization	\$ -	\$ (166,667)
Write-off of Pre-Petition Retainers and Deposits	-	(185,701)
Write-off of Capitalized Development Costs (DDI) and Deferred Expenses	-	(651,848)
Write-off of Capitalized Film Production Costs	-	(2,401,772)
Total	\$ -	\$ (3,405,988)
Other Reorganization Expenses		
Publication of Notice of Bankruptcy and Sale Order (US)	\$ -	\$ (12,733)
Publication of Notice of Bankruptcy (Canada)	-	(10,023)
Data Storage and Email Archiving	(148)	(14,696)
Land Sale Transaction Documentation and Closing Costs	-	\$ (4,320)
Total	\$ (148)	\$ (41,772)

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries Consolidated

Case No. 12-12568

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BALANCE SHEET

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH		BOOK VALUE ON PETITION DATE
CURRENT ASSETS			
Unrestricted Cash and Equivalents	\$	85,395	\$ 220,416
Restricted Cash and Cash Equivalents (see continuation sheet)		5,025,663	4,224,848
Accounts Receivable (Net)		3,218,677	9,610,256
Notes Receivable		-	-
Inventories		-	-
Prepaid Expenses		184,710	4,239,268
Professional Retainers		-	-
Other Current Assets (attach schedule)		746,746	1,099,374
TOTAL CURRENT ASSETS	\$	9,261,191	\$ 19,394,161
PROPERTY AND EQUIPMENT			
Real Property and Improvements		-	48,920,098
Machinery and Equipment		-	26,611,289
Furniture, Fixtures and Office Equipment		-	3,205,559
Leasehold Improvements		-	3,527,286
Vehicles		-	54,566
Less Accumulated Depreciation		-	(8,682,326)
TOTAL PROPERTY & EQUIPMENT	\$	-	\$ 73,636,472
OTHER ASSETS			
Loans to Insiders*		-	-
Other Assets (attach schedule)		2,154,896	96,241,900
TOTAL OTHER ASSETS	\$	2,154,896	\$ 96,241,900
TOTAL ASSETS	\$	11,416,087	\$ 189,272,533

LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH		BOOK VALUE ON PETITION DATE
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable	\$	122,161	\$ -
Taxes Payable (refer to FORM MOR-4)		141,094	-
Wages Payable		-	-
Notes Payable		-	-
Rent/Leases - Building/Equipment		-	-
Secured Debt/Adequate Protection Payments		66,552,326	-
Professional Fees		4,142,521	-
Amounts Due to Insiders		-	-
Other Postpetition Liabilities (attach schedule)		99,209	-
TOTAL POSTPETITION LIABILITIES	\$	71,057,311	\$ -
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt	\$	13,328,050	\$ 122,371,696
Priority Debt		2,400,629	8,493,761
Unsecured Debt		42,733,956	85,362,555
TOTAL PRE-PETITION LIABILITIES	\$	58,462,635	\$ 216,228,012
TOTAL LIABILITIES	\$	129,519,946	\$ 216,228,012
OWNER EQUITY			
Capital Stock	\$	454,665	\$ 454,665
Additional Paid-In Capital		274,445,944	274,493,579
Treasury Stock		(14,811,986)	(14,811,986)
Retained Earnings - Pre-Petition		(287,046,244)	(287,046,244)
Retained Earnings - Postpetition		(91,098,156)	-
Adjustments to Owner Equity (attach schedule)		(48,082)	(45,493)
Postpetition Contributions (Distributions) (Draws) (attach schedule)		-	-
NET OWNER EQUITY	\$	(118,103,859)	\$ (26,955,479)
TOTAL LIABILITIES AND OWNERS' EQUITY	\$	11,416,087	\$ 189,272,533

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries ConsolidatedCase No. 12-12568Reporting Period: June 1, 2014 - June 30, 2014**BALANCE SHEET - continuation sheet**

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Restricted Cash and Cash Equivalents		
Sabadell Bank - Credit Card Collateral Account	\$ -	\$ 71,594
TD Bank - Debt Service Reserve Account (FBO City of Port St. Lucie)	-	4,153,254
Regions Bank - Sales Proceeds Account	5,025,663	-
Total	\$ 5,025,663	\$ 4,224,848
Other Current Assets		
Security Deposits	\$ 137,179	\$ 270,362
Tuition Receivable	-	28,227
Advances to Digital Domain Youth Outreach Foundation	-	219,239
Canadian HST Receivable	609,567	581,545
Total	\$ 746,746	\$ 1,099,374
Other Assets		
Capitalized Film Production Costs	\$ -	\$ 15,367,836
Investment in Ender's Game Production	-	17,213,042
Titanic Participation Rights	-	646,667
Deferred Debt Issuance Costs	1,562,082	3,729,589
Capitalized Pre-Construction and Development Costs	-	984,004
Foreign Tax Credits	592,814	592,814
Goodwill	-	18,080,782
Intangible Assets (Trade Names)	-	15,410,000
Intangible Assets (Unpatented Technology, Proprietary Software, Patents)	-	24,217,166
Total	\$ 2,154,896	\$ 96,241,900

LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE ON PETITION DATE
Professional Fees		
Accrued Bankruptcy Professional Fees (Debtor Professionals)	\$ 144,517	\$ -
Accrued Bankruptcy Professional Fees (Senior / DIP Lender Legal Counsel)	35,000	-
Accrued Bankruptcy Professional Fees (UCC Legal Counsel and Financial Advisor)	3,963,004	-
Accrued Bankruptcy Professional Fees (OCP Tax Return Preparation)	-	-
Total	\$ 4,142,521	\$ -
Other Postpetition Liabilities		
Accrued Property Insurance	\$ -	\$ -
Accrued Interest on Secured Debt (Subordinated)	-	-
Due to City of Port St. Lucie (Asset Sale / Auction Proceeds)	-	-
Accrued US Trustee Fees	9,100	-
Due to DD 3.0 / Galloping Horse	90,109	-
Total	\$ 99,209	\$ -
Adjustments to Owner Equity		
Other Comprehensive Loss (Foreign Currency Translation)	\$ 48,082	\$ 45,493
Postpetition Contributions (Distributions) (Draws)		

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries ConsolidatedCase No. 12-12568Reporting Period: June 1, 2014 - June 30, 2014**STATUS OF POSTPETITION TAXES**

	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability
Federal						
Withholding	-	-	-			-
FICA - Employee	-	-	-			-
FICA - Employer	-	-	-			-
Unemployment	-	-	-			-
Income	-	-	-			-
Other	-	-	-			-
Total Federal Taxes	-	-	-			-
State and Local						
Withholding	-	-	-			-
Sales	-	-	-			-
Excise	-	-	-			-
Unemployment	-	-	-			-
Real Property	141,094	-	-			141,094
Personal Property	-	-	-			-
Other	-	-	-			-
Total State and Local	141,094	-	-			141,094
Total Taxes	\$ 141,094	\$ -	\$ -			\$ 141,094

SUMMARY OF UNPAID POSTPETITION DEBTS

	Current	0-30	Number of Day Past Due			Total
			31-60	61-90	Over 90	
Accounts Payable	\$ 41,044	\$ 19,139	\$ -	\$ -	\$ 61,978	\$ 122,161
Wages Payable	-	-	-	-	-	-
Taxes Payable	-	-	-	-	141,094	141,094
Rent/Leases - Building	-	-	-	-	-	-
Rent/Leases - Equipment	-	-	-	-	-	-
Secured Debt/Adequate Protection Payments	66,552,326	-	-	-	-	66,552,326
Professional Fees	4,142,521	-	-	-	-	4,142,521
Amounts Due to Insiders	-	-	-	-	-	-
Other: Accrued US Trustee Fees	9,100	-	-	-	-	9,100
Other: Due to DD 3.0 / Galloping Horse America, LLC	90,109	-	-	-	-	90,109
Other: Accrued Interest on Secured Debt (Subordinated)	-	-	-	-	-	-
Other: Accrued Other Miscellaneous	-	-	-	-	-	-
Total Postpetition Debts	\$ 70,835,100	\$ 19,139	\$ -	\$ -	\$ 203,072	\$ 71,057,311

In re DDMG Estate (f/k/a Digital Domain Media Group, Inc.) and Subsidiaries ConsolidatedCase No. 12-12568Reporting Period: June 1, 2014 - June 30, 2014**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

Accounts Receivable Reconciliation	Amount			Total
	DDMG Estate	DDPI Estate	DDPVC Estate	
Total Accounts Receivable at the beginning of the reporting period	\$ 3,218,677	\$ -	\$ -	\$ 3,218,677
+ Amounts billed during the period	-	-	-	-
- Amounts collected during the period	-	-	-	-
- Other adjustments	-	-	-	-
Total Accounts Receivable at the end of the reporting period	\$ 3,218,677	\$ -	\$ -	\$ 3,218,677
Accounts Receivable Aging				
0 - 30 days old	\$ -	\$ -	\$ -	\$ -
31 - 60 days old	-	-	-	-
61 - 90 days old	-	-	-	-
91+ days old	3,218,677	-	-	3,218,677
Total Accounts Receivable	\$ 3,218,677	\$ -	\$ -	\$ 3,218,677
Amount considered uncollectible (Bad Debt) (1)	(3,200,000)	-	-	(3,200,000)
Accounts Receivable (Net)	\$ 18,677	\$ -	\$ -	\$ 18,677

(1) \$3,200,000 of accounts receivable is due from an entity where amounts owed to this entity (aggregate pre-petition liabilities) exceed \$3,200,000 and as a result this receivable is not expected to be collected.

DEBTOR QUESTIONNAIRE

Must Be Completed Each Month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.	No	
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period. If yes, provide an explanation below.	Yes (1)	
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.		No (2)
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	Yes (3)	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened, provide the required documentation pursuant to the Delaware Local Rule 4001-3.		No

(1) During June 2014, DDMG Estate's DIP Lenders paid legal fees directly to Schulte Roth & Zabel LLP (DIP Lender Legal Counsel) on behalf of DDMG Estate totaling \$13,380, representing partial payment of April 2014 invoiced amounts. This amount of \$13,380 was recorded as an expense of DDMG Estate, with a corresponding increase to the DIP Credit Facility (Post-Petition Secured Debt) liability balance. Additionally this amount of \$13,380 is listed on MOR-1 (Schedule of Cash Receipts and Disbursements) as an additional disbursement (component of "Estate Disbursements Made by Outside Sources") during the month of June 2014.

(2) DDMG Estate's Federal and State Tax Returns for the years ended December 31, 2012 and December 31, 2013 have not been filed. DDMG Estate has engaged and is currently working with a third party professional firm (tax advisors) to prepare and finalize its 2012 and 2013 Federal and State tax returns.

(3) During December 2012, DDMG Estate terminated all of its remaining employees, finalized the sale of its remaining fixed assets (furniture and equipment) and vacated its administrative offices and studio in Port St. Lucie, FL. As a result, DDMG Estate either cancelled or did not renew its workers compensation, commercial property and general liability insurance policies during January 2013 or January 2014.

ATTACHMENT A

Bank Reconciliations

DDMG Estate (f/k/a Digital Domain Media Group, Inc)
Bank Reconciliation
June 30, 2014

Bank:	Regions Bank
Account Number:	0145669929
Account Description / Type:	Operating
General Ledger Account :	10070
Ending Balance - Bank:	\$ 88,648.65
Plus:	
Deposits in Transit	-
Less:	
Outstanding Checks	<u>(3,099.13)</u>
Ending Balance - General Ledger:	\$ 85,549.52

Outstanding Checks

Vendor / Payee	Check Number	Check Date	Amount
Kevin Ambler	4408	11/1/2012	(2,388.89)
Christopher Kotschwar	4453	11/29/2012	(30.24)
John Scott	4459	11/29/2012	(680.00)
			<u>\$ (3,099.13)</u>

DDMG Estate (f/k/a Digital Domain Media Group, Inc)
Bank Reconciliation
June 30, 2014

Bank:	Regions Bank
Account Number:	0160021667
Account Description / Type:	Sales Proceeds
General Ledger Account :	10072
Ending Balance - Bank:	\$ 5,025,663.42
Plus:	
Deposits in Transit	-
Less:	
Outstanding Checks	-
Ending Balance - General Ledger:	\$ 5,025,663.42

Outstanding Checks

Vendor / Payee	Check Number	Check Date	Amount
NA	NA	NA	NA

DDPI Estate (f/k/a Digital Domain Productions, Inc)
Bank Reconciliation
June 30, 2014 (1)

Bank:	Wells Fargo
Account Number:	4187516190
Account Description / Type:	Operating
General Ledger Account :	11014
Ending Balance - Bank (Sweep)	\$ -
Ending Balance - Bank (Operating)	<u>-</u>
Ending Balance - Bank:	\$ -
Plus:	
Deposits in Transit	-
Less:	
Outstanding Checks	<u>(154.21)</u>
Ending Balance - General Ledger:	\$ (154.21)

Outstanding Checks

Vendor / Payee	Check Number	Check Date	Amount
Takemura, Kimberly - Exp Rpt	114750	9/26/2012	(119.22)
Rotman, Megan - Exp Rpt	114804	9/26/2012	(22.99)
Frick, Robert - Exp Rpt	114837	9/27/2012	<u>(12.00)</u>
Total Outstanding Checks			\$ (154.21)

(1) Bank account closed prior to April 30, 2013.

ATTACHMENT B

Cash Receipt and Disbursement Journals

DDMG Estate (f/k/a Digital Domain Media Group, Inc.)
 Case No. 12-12568
 Cash Receipts and Disbursements Detail
 6/01/14 - 6/30/14

Customer / Vendor	MOR Category	Receipt / (Disbursement) Description	Receipt Amount	Disbursement Amount	Type	Check / Wire Number	Date	Amount	Bank: Bank Account No.: GL Account No.: Description:	Regions 014566929 10070 Operating	Regions 0160021667 10072 Sales Proceeds
Beginning Balance - General Ledger										134,988.49	5,025,073.79
Receipts (1)											
Regions Bank	Other Receipts	Regions Money Market Account Interest 6/01/14 - 6/30/14 (Sales Proceeds Acc	614.63	-	Direct Credit	NA	6/30/2014	614.63		-	614.63
Disbursements (1)											
Regions Bank	Administrative	Account Maintenance Fees, Wire Transfer, and Other Service Charges (May 2014	-	(710.73)	Direct Debit	NA	6/9/2014	(710.73)		(710.73)	-
Regions Bank	Administrative	Account Maintenance Fees, Wire Transfer, and Other Service Charges (May 2014	-	(25.00)	Direct Debit	NA	6/9/2014	(25.00)		-	(25.00)
Pachulski Stang Ziehl and Jones	Professional Fees	Bankruptcy Counsel - Budgeted Fees for June 2014	-	(25,000.00)	Wire	2014-26	6/27/2014	(25,000.00)		(25,000.00)	-
FTI Consulting	Professional Fees	Turnaround Manager Fees and Expenses - June 2014	-	(20,000.00)	Wire	2014-27	6/27/2014	(20,000.00)		(20,000.00)	-
Wilmer Hale	Professional Fees	DIP Lender Legal Counsel Fees for the Period 5/19/14 - 6/15/14	-	(2,105.50)	Wire	2014-28	6/27/2014	(2,105.50)		(2,105.50)	-
Kurtzman Carson Consultants	Professional Fees	Claims Agent - Fees for May 2014	-	(1,327.38)	Wire	2014-29	6/27/2014	(1,327.38)		(1,327.38)	-
Iron Mountain	Administrative	Records Retrieval and Storage - May 2014 and June 2014	-	(295.36)	ACH	NA	6/30/2014	(295.36)		(295.36)	-
Ending Balance - General Ledger										85,549.52	5,025,663.42

(1) During June 2014, DDMG Estate's DIP Lenders paid legal fees directly to Schulte Roth & Zabel LLP (DIP Lender Legal Counsel) on behalf of DDMG Estate totaling \$13,380, representing a partial payment of April 2014 invoiced amounts. This amount of \$13,380 was recorded as an expense of DDMG Estate, with a corresponding increase to the DIP Credit Facility (Post-Petition Secured Debt) liability balance. Though not included in the listing of cash receipts and disbursements above, this aggregate amount of \$13,380 is included on MOR-1 (Schedule of Cash Receipts and Disbursements) as an additional disbursement (component of "Estate Disbursements Made by Outside Sources") during the month of June 2014.

DDPI Estate (f/k/a Digital Domain Productions, Inc.)
 Case No. 12-12569
 Cash Receipts and Disbursements Detail
 6/01/14 - 6/30/14

Entity Location:	California	California
Bank:	Wells Fargo	Wells Fargo
Bank Account No.:	4187516190	4496804394
GL Account No.:	11014	11040
Description:	Operating	Mothership

Customer / Vendor	Receipt / (Disbursement) Description	Receipt Amount	Disbursement Amount	Type	Check / Wire Number	Date	Amount			
Beginning Balance - General Ledger							5/31/2014	(154.21)	(154.21)	-
Receipts	N/A	-	-	NA	NA	NA	-	-	-	
Internal Transfers	N/A	-	-	NA	NA	NA	-	-	-	
Disbursements	N/A	-	-	NA	NA	NA	-	-	-	
Ending Balance - General Ledger							6/30/2014	(154.21)	(154.21)	-

All Other Cases '
Cash Receipts and Disbursements Journal
6/01/14 - 6/30/14

Entity Location:	N/A
Bank:	N/A
Bank Account No.:	N/A
GL Account No.:	N/A
Description:	N/A

Customer / Vendor	Receipt / (Disbursement) Description	Receipt Amount	Disbursement Amount	Type	Check / Wire Number	Date	Amount		
Beginning Balance - General Ledger							5/31/2014	-	-
Receipts	N/A	-	-	NA	NA	NA	-	-	
Internal Transfers	N/A	-	-	NA	NA	NA	-	-	
Disbursements	N/A	-	-	NA	NA	NA	-	-	
Ending Balance - General Ledger							6/30/2014	-	-

'All Other Cases Comprised Of:

Case No.	Case Name:
12-12567	DD Estate (f/k/a Digital Domain)
12-12570	DDMMI Estate (f/k/a Mothership Media, Inc.)
12-12571	DDInt Estate (f/k/a Digital Domain International, Inc.)
12-12572	Tradition Studios, Inc.
12-12573	D2 Software, Inc.
12-12574	DDSGI Estate (f/k/a Digital Domain Stereo Group, Inc.)
12-12575	Tembo Productions, Inc.
12-12576	DDT Estate (f/k/a Digital Domain Tactical, Inc.)
12-12577	DDH Land Holdings, LLC
12-12578	DDPVC Estate (f/k/a Digital Domain Productions Vancouver Ltd.)
12-12579	DDI Estate (f/k/a Digital Domain Institute, Inc.)
12-12580	DDH Land Holdings II, LLC

ATTACHMENT C

Accounts Payable Aging Details

DDMG Estate

A/P Aging Summary
As of June 30, 2014

	Current	1 - 30	31 - 60	61 - 90	> 90	TOTAL
Broad and Cassel	0.00	0.00	0.00	0.00	7,444.50	7,444.50
CityPlace Office II, LLC {DDI Rent}	0.00	0.00	0.00	0.00	10,918.00	10,918.00
Hooper, Lundy & Bookman, P.C.	0.00	0.00	0.00	0.00	8,793.00	8,793.00
Landis Rath & Cobb LLP	223.50	223.50	0.00	0.00	0.00	447.00
Lydian Bank & Trust	0.00	0.00	0.00	0.00	0.00	0.00
Mitchell Silberberg & Knupp, LLP	0.00	0.00	0.00	0.00	330.00	330.00
Mitel Leasing	0.00	0.00	0.00	0.00	24,485.96	24,485.96
Perkins Coie	0.00	0.00	0.00	0.00	4,658.39	4,658.39
Regions Bank	0.00	0.00	0.00	0.00	0.00	0.00
Schulte Roth & Zabel, LLP	40,820.25	18,915.95	0.00	0.00	0.00	59,736.20
Tradition Commercial Association, Inc.	0.00	0.00	0.00	0.00	3,721.39	3,721.39
Tradition Irrigation Company, LLC	0.00	0.00	0.00	0.00	1,626.68	1,626.68
TOTAL	41,043.75	19,139.45	0.00	0.00	61,977.92	122,161.12

ATTACHMENT D

Bank Statements



Regions Bank
 Gardens Mall
 3501 Kyoto Gardens Drive
 West Palm Beach, FL 33410

00052406 01 AT 0.406 001
 DDMG ESTATE
 OPERATING
 DEBTOR IN POSSESSION
 STE 201
 10521 SW VILLAGE CENTER DR
 PORT SAINT LUCIE FL 34987-1930

ACCOUNT # **0145669929**

Cycle 092
 Enclosures 26
 Page 2
 1 of 3

COMMERCIAL ANALYZED CHECKING
 May 31, 2014 through June 30, 2014

SUMMARY

Beginning Balance	\$145,001.06	Minimum Balance	\$88,648
Deposits & Credits	\$0.00 +		
Withdrawals	\$48,728.24 -		
Fees	\$710.73 -		
Automatic Transfers	\$0.00 +		
Checks	\$6,913.44 -		
Ending Balance	\$88,648.65		

WITHDRAWALS

06/27	Wire Transfer Pachulski Stan	25,000.00
06/27	Wire Transfer Fti Consulting	20,000.00
06/27	Wire Transfer Wilmer Cutler	2,105.50
06/27	Wire Transfer Kurtzman Carso	1,327.38
06/30	Iron Mountain Bt0627 Ddmg Estate 000000011120896	295.36
	Total Withdrawals	\$48,728.24

FEES

06/09	Analysis Charge	05-14	710.73
-------	-----------------	-------	--------

CHECKS

<u>Date</u>	<u>Check No.</u>	<u>Amount</u>	<u>Date</u>	<u>Check No.</u>	<u>Amount</u>
06/02	4573	3,625.56	06/02	4574	3,287.88
			Total Checks		\$6,913.44

* Break In Check Number Sequence.

DAILY BALANCE SUMMARY

<u>Date</u>	<u>Balance</u>	<u>Date</u>	<u>Balance</u>
06/02	138,087.62	06/27	88,944.01
06/09	137,376.89	06/30	88,648.65

Regions Bank
Gardens Mall
3501 Kyoto Gardens Drive
West Palm Beach, FL 33410

DDMG ESTATE
OPERATING
DEBTOR IN POSSESSION
STE 201
10521 SW VILLAGE CENTER DR
PORT SAINT LUCIE FL 34987-1930

ACCOUNT #

0145669929

Cycle 092
Enclosures 26
Page 2 of 3

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Regions Bank
Gardens Mall
3501 Kyoto Gardens Drive
West Palm Beach, FL 33410



DDMG ESTATE
OPERATING
DEBTOR IN POSSESSION
STE 201
10521 SW VILLAGE CENTER DR
PORT SAINT LUCIE FL 34987-1930

ACCOUNT #

0145669929

Page

3 of 3

# 4573 06/02/2014 69878104 DIGITAL DOMAIN MEDIA GROUP, INC. 12110 W. HUNTERS TRAIL SUITE 201 WEST PALM BEACH, FL 33411 (561) 995-2244		REGIONS 63-466-631 5/2/2014	4573
PAY TO THE ORDER OF Franchise Tax Board		\$ 3,625.56	
Three Thousand Six Hundred Twenty-Five and 56/100		DOLLARS	
Franchise Tax Board Business Entity Registration MS A-345 PO Box 2852 Sacramento, CA 95812-2852		VOID AFTER 6 MONTHS	
MEMO			
@004573@ 00631046660 0145669929			

Check# 4573 06/02/2014 \$3625.56

# 4574 06/02/2014 69878103 DIGITAL DOMAIN MEDIA GROUP, INC. 12110 W. HUNTERS TRAIL SUITE 201 WEST PALM BEACH, FL 33411 (561) 995-2244		REGIONS 63-466-631 5/2/2014	4574
PAY TO THE ORDER OF Franchise Tax Board		\$ 3,287.88	
Three Thousand Two Hundred Eighty-Seven and 88/100		DOLLARS	
Franchise Tax Board Business Entity Registration MS A-345 PO Box 2852 Sacramento, CA 95812-2852		VOID AFTER 6 MONTHS	
MEMO			
@004574@ 00631046660 0145669929			

Check# 4574 06/02/2014 \$3287.88



Regions Bank
 Okeechobee
 305 East North Park Street
 Okeechobee, FL 34972

DDMG ESTATE SALE
 PROCEEDS
 DEBTOR IN POSSESSION
 STE 1100
 1001 17TH ST
 DENVER CO 80202-2056

ACCOUNT # 0160021667

Cycle 092
 Enclosures 26
 Page 0
 1 of 1

COMMERCIAL MONEY MARKET
 May 31, 2014 through June 30, 2014

SUMMARY

Beginning Balance	\$5,025,073.79	Minimum Balance	\$5,025,048
Deposits & Credits	\$0.00 +	Average Balance	\$5,025,056
Net Interest Earned	\$614.63 +	Annual Percentage Yield Earned	0.20%
Withdrawals	\$0.00 -	Interest This Period	\$853.64
Fees	\$25.00 -	Average Collected Balance	\$5,025,056.05
Automatic Transfers	\$0.00 +	2014 YTD Interest	\$4,982.75
Checks	\$0.00 -	2014 YTD Federal Withholding Tax	\$1,395.14
Ending Balance	\$5,025,663.42		

INTEREST

06/30	Interest Payment	853.64
06/30	Federal Withholding Interest	239.01-
	Total Net Interest	\$614.63

FEES

06/09	Analysis Charge	05-14	25.00
-------	-----------------	-------	-------

DAILY BALANCE SUMMARY

<u>Date</u>	<u>Balance</u>	<u>Date</u>	<u>Balance</u>	<u>Date</u>	<u>Balance</u>
06/09	5,025,048.79	06/30	5,025,663.42		

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