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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RELATIVITY FASHION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 15-11989 (MEW)

(Jointly Administered)

**NOTICE OF FILING LIST OF OBLIGORS AND GUARANTORS UNDER
(I) CORTLAND TLA/TLB FACILITY AND (II) MANCHESTER CREDIT FACILITY**

PLEASE TAKE NOTICE that, in connection with the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Dk. 23], Relativity Fashion, LLC and its affiliated debtors and debtors-in-possession in these chapter 11 cases (collectively,

¹ The Debtors in these chapter 11 cases are as set forth on page (i).

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Relativity Fashion, LLC (4571); Relativity Holdings LLC (7052); Relativity Media, LLC (0844); Relativity REAL, LLC (1653); RML Distribution Domestic, LLC (6528); RML Distribution International, LLC (6749); RMLDD Financing, LLC (9114); 21 & Over Productions, LLC (7796); 3 Days to Kill Productions, LLC (5747); A Perfect Getaway P.R., LLC (9252); A Perfect Getaway, LLC (3939); Armored Car Productions, LLC (2750); Best of Me Productions, LLC (1490); Black Or White Films, LLC (6718); Blackbird Productions, LLC (8037); Brant Point Productions, LLC (9994); Brick Mansions Acquisitions, LLC (3910); Brilliant Films, LLC (0448); Brothers Productions, LLC (9930); Brothers Servicing, LLC (5849); Catfish Productions, LLC (7728); Cine Productions, LLC (8359); CinePost, LLC (8440); Cisco Beach Media, LLC (8621); Cliff Road Media, LLC (7065); Den of Thieves Films, LLC (3046); Don Jon Acquisitions, LLC (7951); DR Productions, LLC (7803); Einstein Rentals, LLC (5861); English Breakfast Media, LLC (2240); Furnace Films, LLC (3558); Gotti Acquisitions, LLC (6562); Great Point Productions, LLC (5813); Guido Contini Films, LLC (1031); Hooper Farm Music, LLC (3773); Hooper Farm Publishing, LLC (3762); Hummock Pond Properties, LLC (9862); Hunter Killer La Productions, LLC (1939); Hunter Killer Productions, LLC (3130); In The Hat Productions, LLC (3140); J & J Project, LLC (1832); JGAG Acquisitions, LLC (9221); Left Behind Acquisitions, LLC (1367); Long Pond Media, LLC (7197); Madaket Publishing, LLC (9356); Madaket Road Music, LLC (9352); Madvine RM, LLC (0646); Malavita Productions, LLC (8636); MB Productions, LLC (4477); Merchant of Shanghai Productions, LLC (7002); Miacomet Media LLC (7371); Miracle Shot Productions, LLC (0015); Most Wonderful Time Productions, LLC (0426); Movie Productions, LLC (9860); One Life Acquisitions, LLC (9061); Orange Street Media, LLC (3089); Out Of This World Productions, LLC (2322); Paranoia Acquisitions, LLC (8747); Phantom Acquisitions, LLC (6381); Pocomo Productions, LLC (1069); Relative Motion Music, LLC (8016); Relative Velocity Music, LLC (7169); Relativity Development, LLC (5296); Relativity Film Finance II, LLC (9082); Relativity Film Finance III, LLC (8893); Relativity Film Finance, LLC (2127); Relativity Films, LLC (5464); Relativity Foreign, LLC (8993); Relativity India Holdings, LLC (8921); Relativity Jackson, LLC (6116); Relativity Media Distribution, LLC (0264); Relativity Media Films, LLC (1574); Relativity Music Group, LLC (9540); Relativity Production LLC (7891); Relativity Rogue, LLC (3333); Relativity Senator, LLC (9044); Relativity Sky Land Asia Holdings, LLC (9582); Relativity TV, LLC (0227); Reveler Productions, LLC (2191); RML Acquisitions I, LLC (9406); RML Acquisitions II, LLC (9810); RML Acquisitions III, LLC (9116); RML Acquisitions IV, LLC (4997); RML Acquisitions IX, LLC (4410); RML Acquisitions V, LLC (9532); RML Acquisitions VI, LLC (9640); RML Acquisitions VII, LLC (7747); RML Acquisitions VIII, LLC (7459); RML Acquisitions X, LLC (1009); RML Acquisitions XI, LLC (2651); RML Acquisitions XII, LLC (4226); RML Acquisitions XIII, LLC (9614); RML Acquisitions XIV, LLC (1910); RML Acquisitions XV, LLC (5518); RML Bronze Films, LLC (8636); RML Damascus Films, LLC (6024); RML Desert Films, LLC (4564); RML Documentaries, LLC (7991); RML DR Films, LLC (0022); RML Echo Films, LLC (4656); RML Escobar Films LLC (0123); RML Film Development, LLC (3567); RML Films PR, LLC (1662); RML Hector Films, LLC (6054); RML Hillsong Films, LLC (3539); RML IFWT Films, LLC (1255); RML International Assets, LLC (1910); RML Jackson, LLC (1081); RML Kidnap Films, LLC (2708); RML Lazarus Films, LLC (0107); RML Nina Films, LLC (0495); RML November Films, LLC (9701); RML Oculus Films, LLC (2596); RML Our Father Films, LLC (6485); RML Romeo and Juliet Films, LLC (9509); RML Scripture Films, LLC (7845); RML Solace Films, LLC (5125); RML Somnia Films, LLC (7195); RML Timeless Productions, LLC (1996); RML Turkeys Films, LLC (8898); RML Very Good Girls Films, LLC (3685); RML WIB Films, LLC (0102); Rogue Digital, LLC (5578); Rogue Games, LLC (4812); Roguelife LLC (3442); Safe Haven Productions, LLC (6550); Sanctum Films, LLC (7736); Santa Claus Productions, LLC (7398); Smith Point Productions, LLC (9118); Snow White Productions, LLC (3175); Spy Next Door, LLC (3043); Story Development, LLC (0677); Straight Wharf Productions, LLC (5858); Strangers II, LLC (6152); Stretch Armstrong Productions, LLC (0213); Studio Merchandise, LLC (5738); Summer Forever Productions, LLC (9211); The Crow Productions, LLC (6707); Totally Interns, LLC (9980); Tribes of Palos Verdes Production, LLC (6638); Tuckernuck Music, LLC (8713); Tuckernuck Publishing, LLC (3960); Wright Girls Films, LLC (9639); Yuma, Inc. (1669); Zero Point Enterprises, LLC (9558). The location of the Debtors' corporate headquarters is: 9242 Beverly Blvd., Suite 300, Beverly Hills, CA 90210.

the “**Debtors**”) file the attached list of borrowers and guarantors under (i) the Financing Agreement, dated May 30, 2012, by and between Relativity Media, LLC and certain of its subsidiaries, the lenders that are a party thereto, Cortland Capital Market Services LLC, as collateral and administrative agent, and CB Agency Services, LLC, as origination agent, as amended by Amendment No. 1 thereto, dated July 16, 2015 (the “**Cortland TLA/TLB Facility**”); and (ii) the Second Amended and Restated Credit Agreement, dated May 30, 2012, by and between Relativity Media, LLC and certain of its subsidiaries, the lenders that are a party thereto, and Manchester Securities Corporation, as amended by Amendment No. 1 thereto, dated September 30, 2014 (the “**Manchester Credit Facility**”).

Dated: August 21, 2015
New York, New York

SHEPPARD MULLIN RICHTER & HAMPTON LLP

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*Proposed Co-Counsel to the Debtors and Debtors
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Exhibit 1

List of Borrowers and Guarantors

Guarantor under Cortland TLA/TLB Facility and Manchester Credit Facility:

1. RELATIVITY HOLDINGS LLC

Borrowers under Cortland TLA/TLB Facility and Manchester Credit Facility:

1. 21 & OVER PRODUCTIONS, LLC
2. 3 DAYS TO KILL PRODUCTIONS, LLC
3. A PERFECT GETAWAY P.R., LLC
4. A PERFECT GETAWAY, LLC
5. ARMORED CAR PRODUCTIONS, LLC
6. BEST OF ME PRODUCTIONS, LLC
7. BLACK OR WHITE FILMS, LLC
8. BLACKBIRD PRODUCTIONS, LLC
9. BRANT POINT PRODUCTIONS, LLC
10. BRICK MANSIONS ACQUISITIONS, LLC
11. BRILLIANT FILMS, LLC
12. BROTHERS PRODUCTIONS, LLC
13. BROTHERS SERVICING, LLC
14. CATFISH PRODUCTIONS, LLC
15. CINE PRODUCTIONS, LLC
16. CINEPOST, LLC
17. CISCO BEACH MEDIA, LLC
18. CLIFF ROAD MEDIA, LLC
19. DEN OF THIEVES FILMS, LLC

20. DON JON ACQUISITIONS, LLC
21. DR PRODUCTIONS, LLC
22. EINSTEIN RENTALS, LLC
23. ENGLISH BREAKFAST MEDIA, LLC
24. FURNACE FILMS, LLC
25. GOTTI ACQUISITIONS, LLC
26. GREAT POINT PRODUCTIONS, LLC
27. GUIDO CONTINI FILMS, LLC
28. HOOPER FARM MUSIC, LLC
29. HOOPER FARM PUBLISHING, LLC
30. HUMMOCK POND PROPERTIES, LLC
31. HUNTER KILLER LA PRODUCTIONS, LLC
32. HUNTER KILLER PRODUCTIONS, LLC
33. IN THE HAT PRODUCTIONS, LLC
34. JGAG ACQUISITIONS, LLC
35. LEFT BEHIND ACQUISITIONS, LLC
36. LONG POND MEDIA, LLC
37. MADAKET PUBLISHING, LLC
38. MADAKET ROAD MUSIC, LLC
39. MADVINE RM, LLC
40. MALAVITA PRODUCTIONS, LLC
41. MB PRODUCTIONS, LLC
42. MERCHANT OF SHANGHAI PRODUCTIONS, LLC
43. MIACOMET MEDIA LLC
44. MIRACLE SHOT PRODUCTIONS, LLC

45. MOST WONDERFUL TIME PRODUCTIONS, LLC
46. MOVIE PRODUCTIONS, LLC
47. ONE LIFE ACQUISITIONS, LLC
48. ORANGE STREET MEDIA, LLC
49. OUT OF THIS WORLD PRODUCTIONS, LLC
50. PARANOIA ACQUISITIONS, LLC
51. PHANTOM ACQUISITIONS, LLC
52. POCOMO PRODUCTIONS, LLC
53. RELATIVE MOTION MUSIC, LLC
54. RELATIVE VELOCITY MUSIC, LLC
55. RELATIVITY DEVELOPMENT, LLC
56. RELATIVITY FILM FINANCE II, LLC
57. RELATIVITY FILM FINANCE III, LLC
58. RELATIVITY FILM FINANCE, LLC
59. RELATIVITY FILMS, LLC
60. RELATIVITY FOREIGN, LLC
61. RELATIVITY INDIA HOLDINGS, LLC
62. RELATIVITY JACKSON, LLC
63. RELATIVITY MEDIA DISTRIBUTION, LLC
64. RELATIVITY MEDIA FILMS, LLC
65. RELATIVITY MEDIA, LLC
66. RELATIVITY MUSIC GROUP, LLC
67. RELATIVITY PRODUCTION LLC
68. RELATIVITY REAL, LLC
69. RELATIVITY ROGUE, LLC

70. RELATIVITY SENATOR, LLC
71. RELATIVITY SKY LAND ASIA HOLDINGS, LLC
72. RELATIVITY TV, LLC
73. REVELER PRODUCTIONS, LLC
74. RML ACQUISITIONS I, LLC
75. RML ACQUISITIONS II, LLC
76. RML ACQUISITIONS III, LLC
77. RML ACQUISITIONS IV, LLC
78. RML ACQUISITIONS IX, LLC
79. RML ACQUISITIONS V, LLC
80. RML ACQUISITIONS VI, LLC
81. RML ACQUISITIONS VII, LLC
82. RML ACQUISITIONS VIII, LLC
83. RML ACQUISITIONS X, LLC
84. RML ACQUISITIONS XI, LLC
85. RML ACQUISITIONS XII, LLC
86. RML ACQUISITIONS XIII, LLC
87. RML ACQUISITIONS XIV, LLC
88. RML ACQUISITIONS XV, LLC
89. RML BRONZE FILMS, LLC
90. RML DAMACUS FILMS, LLC
91. RML DESERT FILMS, LLC
92. RML DISTRIBUTION DOMESTIC, LLC
93. RML DISTRIBUTION INTERNATIONAL, LLC
94. RML DOCUMENTARIES, LLC

95. RML DR FILMS, LLC
96. RML ECHO FILMS, LLC
97. RML ESCOBAR FILMS, LLC
98. RML FILM DEVELOPMENT, LLC
99. RML FILMS PR, LLC
100. RML HECTOR FILMS, LLC
101. RML HILLSONG FILMS, LLC
102. RML IFWT FILMS, LLC
103. RML INTERNATIONAL ASSETS, LLC
104. RML JACKSON, LLC
105. RML KIDNAP FILMS, LLC
106. RML LAZARUS FILMS, LLC
107. RML NINA FILMS, LLC
108. RML NOVEMBER FILMS, LLC
109. RML OCULUS FILMS, LLC
110. RML OUR FATHER FILMS, LLC
111. RML ROMEO AND JULIET FILMS, LLC
112. RML SCRIPTURE FILMS, LLC
113. RML SOLACE FILMS, LLC
114. RML SOMNIA FILMS, LLC
115. RML TIMELESS PRODUCTIONS, LLC
116. RML TURKEYS FILMS, LLC
117. RML VERY GOOD GIRLS FILMS, LLC
118. RML WIB FILMS, LLC
119. RMLDD FINANCING, LLC

120. ROGUE DIGITAL, LLC
121. ROGUE GAMES, LLC
122. ROGUELIFE LLC
123. SAFE HAVEN PRODUCTIONS, LLC
124. SANCTUM FILMS, LLC
125. SANTA CLAUS PRODUCTIONS, LLC
126. SMITH POINT PRODUCTIONS, LLC
127. SNOW WHITE PRODUCTIONS, LLC
128. SPY NEXT DOOR, LLC
129. STORY DEVELOPMENT, LLC
130. STRAIGHT WHARF PRODUCTIONS, LLC
131. STRANGERS II, LLC
132. STRETCH ARMSTRONG PRODUCTIONS, LLC
133. STUDIO MERCHANDISE, LLC
134. SUMMER FOREVER PRODUCTIONS, LLC
135. THE CROW PRODUCTIONS, LLC
136. TOTALLY INTERNS, LLC
137. TRIBES OF PALOS VERDES PRODUCTION, LLC
138. TUCKERNUCK MUSIC, LLC
139. TUCKERNUCK PUBLISHING, LLC
140. WRIGHT GIRLS FILMS, LLC
141. ZERO POINT ENTERPRISES, LLC