

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number DAVID L. NEALE (SBN 141225) JULIET Y. OH (SBN 211414) LEVENE, NEALE, BENDER, RANKIN & BRILL L.L.P. 10250 Constellation Blvd., Suite 1700 Los Angeles, CA 90067 Telephone: (213) 229-1234, Fax: (213) 229-1244	FOR COURT USE ONLY <div style="border: 1px solid black; padding: 5px; text-align: center;"> FILED JUN 14 2006 <small>CLERK, U.S. BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA Deputy Clerk</small> </div>
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Franchise Pictures LLC, et al. (Affects All Debtors) <div style="text-align: right;">Debtor(s).</div>	CASE NO.: SV 05-13855-MT Chapter 11 (Jointly Administered)
In Re: SPE HOLDING CORP., et al., (Affects all Debtors) <div style="text-align: right;">Debtor(s).</div>	CASE NO: SV 05-50077-MT Chapter 11 (Jointly Administered)

NOTICE OF SALE OF ESTATE PROPERTY

Sale Date: 8/24/06	Time: 8:30 a.m.
Location: Courtroom "302", 21041 Burbank Blvd., Woodland Hills, CA 91367	

Type of Sale: Public Private Last date to file objections: 6/30/06

Description of Property to be Sold: Please see attached Exhibit "A."

Terms and Conditions of Sale: Please see attached Exhibit "A."

Proposed Sale Price: Please see attached Exhibit "A."

Overbid Procedure (If Any): Please see attached Exhibit "A."

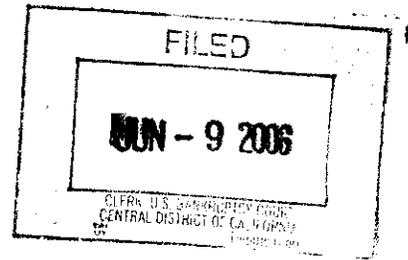
If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:
 Hearing to consider objections to sale: July 26, 2006 at 8:30 a.m.
 Sale hearing to consider overbids and permit further bidding: August 24, 2006 at 8:30 a.m.
 Contact Person for Potential Bidders (include name, address, telephone, fax and/or e:mail address):

John P. Brincko, Chief Restructuring Officer
 12100 Wilshire Blvd., Suite 1030
 Los Angeles, CA 90025
 Telephone: (310) 553-4523
 Facsimile: (310) 553-6782
 Email: jpb@brincko.com

Date: _____

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

DAVID L. NEALE (SBN 141225)
JULIET Y. OH (SBN 211414)
LEVENE, NEALE, BENDER, RANKIN & BRILL L.L.P.
10250 Constellation Blvd., Suite 1700
Los Angeles, California 90067
Telephone: (310) 229-1234
Facsimile: (310) 229-1244
Attorneys for Franchise Pictures LLC, *et al.*



STUART I. KOENIG (SBN 102764)
CREIM, MACIAS, KOENIG & FREY LLP
633 West Fifth Street, 51st Floor
Los Angeles, California 90071
Telephone: (213) 614-1944
Facsimile: (213) 615-1961
Attorneys for SPE Holding Corp., *et al.*

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION

In re) Case No. SV 05-13855-MT
) Chapter 11
FRANCHISE PICTURES LLC, *et al.*) (Jointly Administered)
)
Debtors.)

Affects All Debtors
 Affects Only

In re) Case No. SV 05-50077-MT
) Chapter 11
SPE HOLDING CORP., *et al.*,) (Jointly Administered)
)
Debtors.)

Affects All Debtors
 Affects Only

NOTICE OF HEARING ON DEBTORS'
MOTION TO APPROVE: (1) SALE OF ASSETS
FREE AND CLEAR OF LIENS AND
INTERESTS; (2) ASSUMPTION AND
ASSIGNMENT OF DESIGNATED
EXECUTORY CONTRACTS; AND (3)
REJECTION OF DESIGNATED EXECUTORY
CONTRACTS; AND **OPPORTUNITY TO
OVERBID**

Date: August 24, 2006
Time: 8:30 a.m.
Place: Courtroom "302"
21041 Burbank Blvd.
Woodland Hills, CA

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

PLEASE TAKE NOTICE THAT a hearing (the "Sale Hearing") will be held on August 24, 2006, at 8:30 a.m., in Courtroom "302" located at 21041 Burbank Boulevard, Woodland Hills, California, before the Honorable Maureen A. Tighe, United States Bankruptcy Judge, for the Court to consider the motion (the "Sale Motion") filed by Franchise Pictures LLC, Franchise Pictures, Inc., Franchise Films LLC, Franchise Entertainment LLC, 3000 Miles Productions, Inc., Alex and Emma Productions, Inc., Auggie Rose Productions, Inc., Battlefield Productions, LLC, Carter Productions, LLC, Champs Productions Inc., Conprod, Inc., Heightened Productions Inc., Nine Yards Productions, LLC, Phoenician Entertainment LLC, Pledge Productions, Inc., Rangers Productions, Inc., Seraph Productions, Inc., Split Card Films, Inc., Suite Productions LLC, Valentine Productions, Inc., VLN Productions, Inc., TGD Productions, Inc., Phoenician Entertainment, Inc., Nordhoff Rentals, Inc., Franchise Classics Pictures, Inc., Franchise Creative Corp. and Franchise Television LLC, debtors and debtors in possession in the chapter 11 cases being jointly administered under Case No. SV 05-13855-MT (collectively, the "Debtors") and Animal Productions, LLC, Captured Productions, Inc., Cinema Holdings, Inc., Desperate, Inc., Disorder Productions, Inc., Lost Angels Distributions, Inc., Merciless Movies, Inc., Nine Yards Two Productions, Inc., Rabbitprod, Inc., Restrained Films, Inc., Ripped Films, Inc., Rumbling Productions, Inc., Saint Mortimer Films, Inc., Seabreeze Productions, Inc., Sever Productions, Inc., Silent Productions, Inc., Snake Eyes Productions, Inc., South Boondock Productions, Inc., Spartan Distribution, Inc., SPE Holding Corp., Stormy Productions, Inc., Twin Pictures Acquisition Corp., Unbelievable Productions, Inc., VS Productions, Inc., Zig Zag Productions, Inc. and Franchise Studios LLC, debtors and debtors in possession in the chapter 11 cases being jointly administered under Case No. SV 05-50077-MT (collectively, the "SPE Debtors," and, together with the Debtors, the "Sellers"), requesting the Court to:

- 1
- 2 (i) approve the sale of substantially all of the Sellers' assets to FPLAC LLC¹
- 3 or its designee (the "Purchaser") in accordance with the terms of that
- 4 certain Asset Purchase Agreement executed by the parties on or about
- 5 April 28, 2006 (the "APA"), a true and correct copy of which is attached
- 6 as Exhibit "A" to the Declaration of John P. Brincko filed in support of the
- 7 Sale Motion, or to a party tendering a higher and better offer for such
- 8 assets at the hearing on the Sale Motion;
- 9 (ii) authorizing the assumption by the Sellers and assignment to the Purchaser
- 10 of certain executory contracts as identified in Schedule 6.1 to the APA (the
- 11 "Assumed Contracts");
- 12 (iii) authorizing the rejection by the Sellers of certain executory contracts as
- 13 identified in Schedule 6.2 to the APA (the "Rejected Contracts"); and
- 14 (iv) authorizing and approving a back up sale on or before September 20, 2006
- 15 to an alternate bidder (including the Purchaser) that is the second highest
- 16 and best offer, and a back up sale on or before October 4, 2006 to the
- 17 Purchaser under Section 8.2 of the APA.

18 As set forth more fully in the Sale Motion, the Sellers are seeking Court approval of,

19 among other things, the proposed sale (the "Sale") of substantially all of the Sellers' motion

20 picture-related assets, as identified in Schedule 3.1 to the APA (collectively, the "Purchased

21 Assets"), free and clear of all liens, pledges, mortgages, hypothecations and other

22 encumbrances, except those liabilities that are expressly being assumed, to the Purchaser, or to

23 any successful alternative bidder, for the aggregate purchase price of at least \$27,250,000 (the

24 "Purchase Price"). The Sellers and their professionals have conducted exhaustive due diligence

25 in connection with the Sale of the Purchased Assets and have determined, based upon such due

26

27 _____

28 ¹ The Sellers are advised that FPLAC, LLC is an affiliate of R2D2, LLC, which asserts secured claims against the Sellers' estates and is a member of the Official Committee of Unsecured Creditors in the Debtors' cases. Further, the Sellers are advised that David Bergstein, who holds interests in R2D2, LLC, Mobius International, Inc. and E Group Services, Inc., all of which assert secured and unsecured claims against the Sellers' estates, is a member of or otherwise has an interest in FPLAC, LLC.

1
2 diligence and the exercise of sound business judgment, that the proposed purchase price is
3 reasonable and fair. Moreover, the Sellers have exposed, and continue to expose, the Purchased
4 Assets to the appropriate markets and have provided and will continue to provide, for a period
5 of approximately 75 days, detailed information regarding the Purchased Assets to all interested
6 bidders in order to obtain the highest price for the Purchased Assets. The proposed Purchase
7 Price is allocated \$14 million to the Debtors and \$12.5 million to the SPE Debtors. The
8 remainder of the Purchase Price (\$750,000) is to be used by the Debtors to address outstanding
9 issues with Warner Bros. and its related entities (collectively, "WB"). The Sellers contend that
10 the aforementioned allocation of the sale proceeds has been extensively negotiated, at arms'
11 length, by and among the Sellers, the Purchaser, certain Guilds and the Debtors' Official
12 Committee of Unsecured Creditors (the "Committee") and reflects the respective values of the
13 Purchased Assets attributable to the Debtors' estates and the SPE Debtors' estates.

14 At the closing of the Sale, in the event the Purchaser is the successful bidder, the
15 Purchaser shall be entitled to certain adjustments to the Purchase Price, as described more fully
16 in Section 4.4 of the APA. Among other adjustments, the Purchaser (or any alternate bidder)
17 shall be entitled to a \$4 million credit against the cash portion of the Purchase Price in
18 exchange for the satisfaction by the Purchaser (or any alternate bidder) of the Guilds' pre-
19 closing claims against the Sellers' estates (the "Guild Credit Bid"). \$750,000 of the Guild
20 Credit Bid shall be allocated to the Debtors' assets and \$3,250,000 of the Guild Credit Bid shall
21 be allocated to the SPE Debtors' assets. In addition, and among other adjustments, the
22 Purchaser (but not an alternate bidder) shall be entitled to a credit against the cash portion of the
23 Purchase Price in the amount of the R2D2 Claim (as that term is defined in the APA) (the
24 "R2D2 Credit Bid").² In the event the Purchaser is the successful bidder at the Sale Hearing,
25

26
27 ² On June 5, 2006, the Court entered an order approving, subject to the clarifications and representations made by
28 the Court, the Sellers, the Committee and others, the Settlement and Release Agreement (the "Settlement
Agreement") which was negotiated between the Sellers, on the one hand, and R2D2, Mobius, E-Group and their
respective officers, directors, shareholders, members, managers, employees and agents who are signatories
(collectively, the "Settling Parties"), on the other hand, in conjunction with the proposed Sale. The Settlement
Agreement contains a comprehensive resolution of millions of dollars of disputed secured and unsecured claims

1
2 the R2D2 Credit Bid shall be in the amount of \$10,000,000. \$750,000 of the R2D2 Credit Bid
3 shall be applied to that portion of the Purchase Price allocated to the Debtors' assets and
4 \$9,250,000 of the R2D2 Credit Bid shall be applied to that portion of the Purchase Price
5 allocated to the SPE Debtors' assets. In the event an alternate bidder is the successful bidder at
6 the Sale Hearing, the R2D2 Credit Bid shall be in the amount of \$8,000,000, which shall be
7 applied entirely to that portion of the Purchase Price allocated to the SPE Debtors' assets.

8 In addition, and as set forth more fully in the Sale Motion and the APA, the Purchaser
9 has designated certain executory contracts that are to be assumed by the Sellers and assigned to
10 the Purchaser pursuant to 11 U.S.C. § 365 (previously defined as the "Assumed Contracts"),
11 which are specifically identified in Schedule 6.1 to the APA. The Sellers do not believe that
12 there has been any monetary default under any of the Assumed Contracts. However, under the
13 APA, the Purchaser shall be responsible, separate and apart from the payment of the purchase
14 price, for performing and discharging any and all liabilities (including cure or other payments)
15 which may be required to allow the Sellers to assume and assign the Assumed Contracts and for
16 providing adequate assurance of future performance and otherwise satisfying the obligations
17 under § 365(b)(1) of the Bankruptcy Code. The Purchaser has also designated certain
18 executory contracts that it desires for the Sellers to reject pursuant to 11 U.S.C. § 365
19 (previously defined as the "Rejected Contracts"), which are specifically identified in Schedule
20 6.2 to the APA. The Sellers have determined, in the reasonable exercise of their business
21 judgment, that the assumption and assignment of the Assumed Contracts and the rejection of
22 the Rejected Contracts, conditioned on and effective as of the closing date of the Sale, are in the
23 best interests of the Sellers' estates.

24 PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion and the
25 Declarations of John P. Brincko, Philip Fier and Hans Turner filed in support of the Sale
26 Motion may be requested prior to the Sale Hearing by submitting a written request to Juliet Y.
27

28 _____
asserted by the Settling Parties against the Sellers. Under the Settlement Agreement, the Purchaser is expressly
empowered by R2D2 to apply the R2D2 Credit Bid towards the purchase of the Purchased Assets.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Oh, Esq. of Levene, Neale, Bender, Rankin & Brill L.L.P., 10250 Constellation Blvd., Suite 1700, Los Angeles, California 90067, facsimile number: (310) 229-1244, email: JYO@LNBRB.com.

PLEASE TAKE FURTHER NOTICE that any opposition to the relief requested in the Sale Motion must be filed with the Clerk of the Bankruptcy Court and be served upon counsel for the Debtors, the SPE Debtors and the Committee by June 30, 2006. With respect to any Assumed Contract, any disputes with respect to any alleged default or the amount of a cure payment or other obligation under such Assumed Contract must be set forth in an opposition to the Sale Motion filed and served in the manner described herein, and shall be considered at the Preliminary Hearing (as defined below) or at any other time prior to the Sale Hearing. The failure to file or serve a timely opposition to the Sale Motion may be deemed by the Bankruptcy Court to constitute consent to the relief requested in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that the hearing for the Court to consider any opposition to the Sale Motion shall be held on July 26, 2006 at 8:30 a.m., and if necessary, resumed on August 14, 2006 at 8:30 a.m. (together, the "Preliminary Hearing"). Unless the Court finds at the conclusion of the Preliminary Hearing that the bidding contemplated by the Sale Motion should not proceed, the Sale Hearing to consider any overbids and permit further bidding shall be held on August 24, 2006, at 8:30 a.m.

PLEASE TAKE FURTHER NOTICE THAT THERE EXISTS THE OPPORTUNITY FOR ANY PARTY WHO DESIRES TO SUBMIT AN OVERBID TO THE TERMS OF THE APA BETWEEN THE SELLERS AND THE PURCHASER TO DO SO PURSUANT TO THE FOLLOWING BIDDING PROCEURES:

1. An auction of the Purchased Rights will be conducted on August 24, 2006, at 8:30 a.m., in Courtroom "302" located at 21041 Burbank Boulevard, Woodland Hills, California, before the Honorable Maureen A. Tighe, United States Bankruptcy Judge.

2. The initial bid at the Sale Hearing will be the Purchase Price of \$27,250,000 submitted by the Purchaser pursuant to the APA.

1
2 3. Any party who wishes to submit an alternative bid (an "Alternative Bid") to the
3 initial bid submitted by the Purchaser must attend the Sale Hearing and participate in the
4 auction.

5 4. The initial Alternative Bid at the Sale Hearing must be in the amount of at least
6 \$750,000 more than the Purchase Price (i.e., \$28,000,000), and all subsequent Alternative Bids
7 must be in increments of not less than \$250,000, with each determination of incremental value
8 to be in the sole discretion of the Sellers, subject to Court approval. Any Sale of the Purchased
9 Assets to a bidder other than the Purchaser (an "Alternate Bidder") must be on the same or
10 better material terms and conditions than as set forth in the APA either as determined by the
11 Sellers or by the Bankruptcy Court at the Sale Hearing. However, the APA specifically
12 contemplates the consideration and Court approval of an Alternative Bid upon terms that may
13 be materially different from the terms and conditions set forth in the APA.

14 5. Only "Qualified Bidders" may tender an Alternative Bid. For purposes of the
15 Sale, a Qualified Bidder shall be any party that, within ten (10) business days prior to the Sale
16 Hearing, delivers to counsel for the Debtors (i) a deposit in the amount of \$2,000,000 in cash;
17 (ii) written evidence from a third party reasonably satisfactory to the Committee and the Sellers
18 of its financial ability to perform, on or before September 20, 2006 (the "Alternate Closing
19 Date"), the obligations under the APA or such other terms and conditions as may be applicable
20 to the alternative bid; (iii) a form of a proposed purchase and sale agreement for such Qualified
21 Bidder's Alternative Bid (solely in the event that the Alternative Bid is based upon terms and
22 conditions that are materially different from the terms and conditions of this Agreement) that is
23 acceptable in form and substance to the Sellers and the Committee; and (iv) absent an
24 Alternative Bid premised upon different terms and conditions, a written statement signed by the
25 Alternate Bidder agreeing that such Alternate Bidder, if successful at the Sale Hearing, shall be
26 bound by the terms of the APA, including, without limitation, the obligations of the Purchaser
27 set forth in Section 3.4(c) of the APA (regarding certain Guild obligations). No Alternative
28 Bids that are contingent as to financing shall be considered.

1
2 6. Documents and materials relating to the Purchased Assets, which have been
3 organized into numerous binders on a film-by-film basis, have been placed into a “due
4 diligence” room located at the offices of counsel for the Debtors for viewing by potential
5 bidders. Any party who wishes to view the materials in the due diligence room must sign a
6 confidentiality agreement and deliver a deposit in the amount of \$25,000, by cashier’s check or
7 wire transfer, to a segregated, interest-bearing account maintained by Debtors’ counsel. The
8 deposit and any interest accrued thereon shall be fully refundable in the event that the party
9 elects not to tender an offer to acquire the Purchased Assets.

10 7. In the event an Alternate Bidder is the successful bidder at the Sale Hearing and
11 acquires the Purchased Assets at the Closing, the Purchaser shall be entitled to receive a
12 breakup fee in the amount of \$500,000 (the “Breakup Fee”), paid directly to Purchaser at the
13 closing of the Sale (a “Closing”) from the proceeds of the Sale to the successful Alternate
14 Bidder. All liability for the Breakup Fee shall be allocated between the Debtors and the SPE
15 Debtors according to the allocation formula set forth in the APA. See APA, Section 4.3(x) and
16 (y). The second highest and best Alternative Bid, or any Alternative Bid that is designated by
17 the Bankruptcy Court as a “backup” bid at the Sale Hearing on the Sale Motion, shall remain
18 binding upon the offeror as an Alternative Bid, and in the event the successful bidder fails to
19 close as required under the APA, such Alternative Bid shall be deemed accepted by the Sellers
20 and approved by the Bankruptcy Court. In the event the Sellers intend to proceed with a
21 Closing with respect to any bid designated by the Bankruptcy Court as a “backup” bid at the
22 Sale Hearing, the Sellers shall provide to the party whose bid was designated as a “backup” bid
23 not less than ten (10) days’ prior written notice of the date set for the Closing with respect to
24 such “backup” bid, unless such time is shortened by the Court’s order approving the Sale or
25 otherwise.

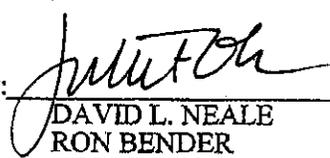
26 8. The Purchaser shall be entitled to a credit for the full amount of the Breakup Fee
27 in any Alternative Bid it may elect to tender at the Sale Hearing.
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

9. Unless an alternate date is agreed to by the parties, the order approving the Sale Motion shall be entered by no later than September 8, 2006 with the Closing being no later than the Alternate Closing Date (of September 20, 2006) or, in the event the Purchaser is the successful bidder, or is acting as the back up bid under Section 8.2 of the APA, October 4, 2006.

Dated: June 9, 2006

FRANCHISE PICTURES LLC, *et al.*

By: 
DAVID L. NEALE
RON BENDER
JULIET Y. OH
LEVENE, NEALE, BENDER, RANKIN
& BRILL L.L.P.
Attorneys for Chapter 11 Debtors and
Debtors in Possession

Dated: June 9, 2006

SPE Holding Corp., *et al.*

By: 
STUART I. KOENIG
CREIM, MACIAS, KOENIG &
FREY LLP
Proposed Attorneys for Chapter
11 Debtors and Debtors in
Possession

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am an employee in the County of Los Angeles, State of California. I am over the age of 18 and am not a party to the within action; my business address is: 10250 Constellation Blvd., Suite 1700, Los Angeles, California 90067-5805.

On June 9, 2006 I served the foregoing document(s) described as:

NOTICE OF HEARING ON DEBTORS' MOTION TO APPROVE: (1) SALE OF ASSETS FREE AND CLEAR OF LIENS AND INTERESTS; (2) ASSUMPTION AND ASSIGNMENT OF DESIGNATED EXECUTORY CONTRACTS; AND (3) REJECTION OF DESIGNATED EXECUTORY CONTRACTS; AND OPPORTUNITY TO OVERBID

on the interested parties in this action by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid in the United States mail at Los Angeles, California, addressed as follows:

see attached service list

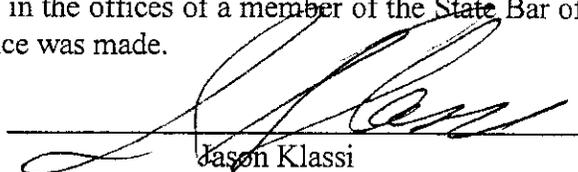
(By Mail) I caused such envelope with postage thereon, fully prepaid to be placed in the United States mail. Executed on June 9, 2006, at Los Angeles, California.

(By Facsimile) I caused said document to be sent via facsimile. Executed on September __, 2005, at Los Angeles, California.

(By Federal Express **and** Express Mail) I caused said document to be sent via Federal Express **or** for next business morning delivery. Executed on June __, 2005, at Los Angeles, California.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

(Federal) I declare that I am an employee in the offices of a member of the State Bar of this Court at whose direction the service was made.


Jason Klassi

*In re Franchise Pictures, LLC, et al.
Consolidated Master Mailing List
Case Nos. SV 05-13855-MT, et al.*

Debtors

Franchise Pictures LLC et al.(2)
c/o John Brincko
12100 Wilshire Blvd., Suite 1030
Los Angeles, CA 90025

Marjorie L. Erickson, Esq.
OFFICE OF THE U.S. TRUSTEE
21051 Warner Center Lane, Suite 115
Woodland Hills, CA 91367

U.S. Trustee
Ernst & Young Plaza
725 S. Figueroa Street, 26th Floor
Los Angeles, CA 90017

Action Messenger Services
P.O. Box 69763
Los Angeles, CA 90069

Advanced Business Systems
19736 Dearborn Street
Chatsworth, CA 91311

Aft, Robert H.
10573 West Pico Blvd., #214
Los Angeles, CA 90064

Akin Gump Strauss Hauer & Feld LLP
2029 Century Park East
Suite 2400
Los Angeles, CA 90067

Alberta Capital Trust Corporation
10665 Jasper Avenue, Suite 1300
Edmonton, Alberta T5J 3S9
Canada

Alschuler Grossman Stein & Kahane
1620 26th Street, Third Floor North
Santa Monica, CA 90404

AMC Office Services, Inc.
3205 Ocean Park Blvd., Suite 125
Santa Monica, CA 90405

American Federation of Musicians
1501 Broadway
Suite 600
New York, NY 10036

Anderson, Erik
1354 N. Harper Avenue, Apt. 111
Los Angeles, CA 90046

Anderson, Matthew R.
c/o Screen Actors Guild
5757 Wilshire Blvd., 7th Floor
Los Angeles, CA 90036

Apex Translation Service, Inc.
10802 Willowbrae Avenue
Chatsworth, CA 91311

~~Aquatic Services
4943 McConnell Avenue, Unit K
Los Angeles, CA 90066
Chg address; see below~~

Arri Film & TV Services GmbH
Turkenstrasse 89
D-80799 Munchen
Germany

Arrowhead Mountain Spring Water
P.O. Box 52237
Phoenix, AZ 85072

Ascent Media
1135 North Mansfield Avenue
Los Angeles, CA 90038

AT&T
P.O. Box 78522
Phoenix, AZ 85062-8522

Author Services, Inc.
Attn: Barbara Ruiz
7051 Hollywood Boulevard
Los Angeles, CA 90028

~~BAM! Entertainment, Inc.
333 West Santa Clara Blvd.
Suite 716
San Jose, CA 95113
Chg address; see below~~

BDO Seidman, LLP
1900 Avenue of the Stars
11th Floor
Los Angeles, CA 90067

Beausoliel Productions
c/o Hohman Maybank & Lieb
9229 Sunset Blvd., Suite 700
West Hollywood, CA 90069

BLS-USA, Inc.
18-20 Steinway Street
Astoria, NY 11105

Borden Ladner Gervais LLP
Scotia Plaza, 40 King Street West
Toronto, Ontario M5H 3Y4
CANADA

Bryan Cave LLP
120 Broadway, Third Floor
Santa Monica, CA 90401

Button Eventures Inc.
c/o D&B Receivable Mgmt. Svcs.
4836 Brecksville Rd, P.O. Box 509
Richfield, OH 44286

C-2 Pictures LLC
2308 Broadway
Attn: Samuel Falconello, Jr.
Santa Monica, CA 90404

C Air International, Inc.
11222 S. La Cienega Blvd.
Suite 100
Inglewood, CA 90304

California Copier Service
5699 Kanan Road
PMB 205
Agoura Hills, CA 91301

Canton, Mark
Bloom Hergott Diemer & Cook
150 South Rodeo Drive
Beverly Hills, CA 90212

Cart, Inc.
Keith Allo
755 West Big Beaver Road
Troy, MI 48084

Casarotto Ramsay & Associates
National House
60-66 Wardour Street
London W1V 4ND, England

Castle Rock Pictures, Inc.
335 North Maple Drive, Ste. 135
Attn: Jess Wittenberg
Beverly Hills, CA 90210

Caviezel, Jim
c/o Pamela Cole/UTA
9560 Wilshire Blvd., Ste. 500
Beverly Hills, CA 90212

CB Productions, Inc.
14275 Dickens Street
Unit #1
Sherman Oaks, CA 91423

Her Majesty the Queen In Re of Canada
Claims and Civil Litigation
305 Rideau Street, Ottawa
Ontario K1A 0K2, Canada

Cine Postproduction KG
Bavaria Bild & Ton
Bavaria Filmplatz 7
82031 Geiseltal, Germany

Cingular Wireless
P.O. Box 60017
Los Angeles, CA 90060-0017

Citicorp Vendor Finance, Inc.
P.O. Box 7247-0322
Philadelphia, PA 19170-0322

Citigate Sard Verbinnen, Inc.
P.O. Box 26781
New York, NY 10087-6781

City of Los Angeles
City Clerk's Office/Tax & Permit
201 N. Main Street, Room 101
P.O. Box 53235
Los Angeles, CA 90053-0235

City of West Hollywood
Attn: Cashier
8300 Santa Monica Blvd.
West Hollywood, CA 90069-6216

Columbia Pictures
10202 West Washington Blvd.
Attn: Mark Horowitz
Culver City, CA 90232

Conference Management Group
P.O. Box 494
Barrington, IL 60011

Connecticut Surety Group
185 Asylum Street
Hartford, CT 06103-3403

Continental Recovery and Filing
P.O. Box 1389
Simi Valley, CA 93062

Corporation Service Company
c/o CST Co.
P.O. Box 33127
Louisville, KY 40232-3127

Costner, Kevin
c/o Keith McCay
Alvarez & Shelley, P.C.
14156 Magnolia Blvd., Suite 102
Sherman Oaks, CA 91423

Coudert Brothers LLC
333 S. Hope Street, 23rd Floor
Los Angeles, CA 90071

County of Los Angeles
Dept. of Treasurer & Tax Collector
P.O. Box 54027
Los Angeles, CA 90054-0027

Credit Management Services
6355 Topanga Canyon Blvd., #250
Woodland Hills, CA 91367

Crusader Entertainment, LLC
132B Laskey Drive
Beverly Hills, CA 90212

CSC
P.O. Box 13397
Philadelphia, PA 19101-3397

Davenport Lyons
1 Old Burlington Street
London W1S 3NL
England

De Lage Landen
P.O. Box 41601
Philadelphia, PA 19101-1601

Delaware Division of Revenue
P.O. Box 2340
Wilmington, DE 19899-2340

Dell Financial Services
P.O. Box 5292
Carol Stream, IL 60197-5292

Deluxe Laboratories, Inc.
Attn: Paula Thorpe
1377 N. Serrano Avenue
Los Angeles, CA 90027

Dennis Dreith, Administrator,
Film Musicians Secondary Mkt Fund
C/o Brian Cella - Cella, Lange & Cella
1600 S. Main Plaza, Suite 180
Walnut Creek, CA 94596

Denton Wilde Sapte
Five Chancery Lane
Cliffords Inn
London EC4A 1BU, England

Devito, Danny
c/o Michael Gruber
Creative Artists Agency
9830 Wilshire Blvd.
Beverly Hills, CA 90212

Devito, Danny
c/o Joel Behr, Behr Abramson Kaller
2049 Century Park East, Ste. 2690
Los Angeles, CA 90067

DHL Express (USA) Inc.
P.O. Box 4723
Houston, TX 77210-4723

DiPego, Gerard
c/o Hanako Shapiro
Broder Webb Chevin Silberman
9242 Beverly Blvd., Ste. 200
Beverly Hills, CA 90210

Directors Guild of America, Inc.
7920 Sunset Blvd.
Los Angeles, CA 90046

Directors Guild of America, Inc.
c/o Joseph A. Kohanski
Geffner & Bush
3500 W. Olive Avenue, Suite 1100
Burbank, CA 91505

Divine Motion, LLC
8369 Beverly Blvd.
Los Angeles, CA 90048

Emap Media Ltd - Sales Ledger Dept.
Wentworth House
Wentworth Street
Peretborough PE1 1DS
United Kingdom

Employment Development Dept.
Special Procedures Section
P.O. Box 826880, MIC 92E
Sacramento, CA 94280

Escape Artists
10202 West Washington Blvd.
Astaire Building, 3rd Floor
Attn: David Alper
Culver City, CA 90232

Eventures
5120 West Goldleaf Circle
Suite 150
Los Angeles, CA 90056

Federal Express Corporation
P.O. Box 7221
Pasadena, CA 91109-7321

Film Finances, Inc. 9000 Sunset Blvd., Suite 1400 West Hollywood, CA 90069	Film Finances, Inc. c/o Gary E. Gans, Esq. Richards, Watson & Gershon 355 S. Grand Avenue, 40th Floor Los Angeles, CA 90071	Filmbond Services, Inc. 907 Flower Street Glendale, CA 91201
Financial Credit Network, Inc. P.O. Box 3084 Visalia, CA 93278	Financiere de Development des Entreprises Culturelles 215 St-Jacques Street West, #800 Montreal, Quebec H2Y 1M6 Canada	First Choice Services P.O. Box 2211 Downey, CA 90242
Fleischer, Jan Casarotto Ramsay & Company National House, 60-66 Wardour Stree London W1V 4ND England	Fotokem 2800 W. Olive Avenue Burbank, CA 91505	FPS Payroll Services, Inc. 500 S. Sepulveda Blvd. 4th Floor Los Angeles, CA 90049
Franchise Tax Board Special Procedures P.O. Box 2952 Sacramento, CA 95812	Gershon, Gina c/o Nikki Pfeffer International Creative Management 8942 Wilshire Blvd. Beverly Hills, CA 90211	Global Entertainment Partners 15301 Ventura Blvd. Suite 200 Sherman Oaks, CA 91403
Golden Productions, LLC 4834 Gamling Ln Orlando, FL 32821	Greenberg Traurig, LLP 2450 Colorado Avenue Suite 400E Santa Monica, CA 90404	Guber, Peter Mandalay Music, LLC 4751 Wilshire Blvd, 3rd Floor Attn: Darrell E. Walker Los Angeles, CA 90010
Hackman, Gene c/o Fred Spector/Lawrence Kopeikin Creative Artists Agency 9830 Wilshire Blvd. Beverly Hills, CA 90212	Hackman, Gene c/o Edgar Gross International Business Management 9696 Culver Blvd., Ste. 203 Culver City, CA 90232	Hammer Creative Advertising 6311 Romaine Street Suite 7316 Los Angeles, CA 90038-2617
Harlin, Renny c/o David Wirtschafter William Morris Agency 151 El Camino Drive Beverly Hills, CA 90210	Heenan Blaikie LLP 200 Bay Street, Suite 2600 South Tower, Royal Bank Plaza Toronto, Ontario M5J 2J4 Canada	Hogan & Hartson Raue LLP 2049 Century Park East Suite 700 Los Angeles, CA 90067
Hollywood Film & Video, Inc. 6060 Sunset Blvd. Los Angeles, CA 90028	HSBC Bank Canada 1981 McGill College Avenue Montreal, Quebec H3A 3A9 Canada	Hudson, Kate Creative Artists Agency 9830 Wilshire Blvd. Attn: Lawrence Kopeikin Beverly Hills, CA 90212
IATSE 1430 Broadway 20th Floor New York, NY 10018	Imperial Bank, as Agent 9777 Wilshire Blvd., 4th Floor Beverly Hills, CA 90212	

Internal Revenue Service
SPF - Insolvency
300 N. Los Angeles St., #4062
Stop 5022
Los Angeles, CA 90012

Intertainment AG/Intertainment Licensing GmbH
Frauenplatz 7
80331 Munchen Germany

Intertainment AG
c/o Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, CA 90071

Intertainment Licensing GmbH
c/o Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, CA 90071

John Glenn Associates
P.O. Box 547
Mineola, NY 11501-0547

Kachina Grill
8948 Santa Monica Blvd.
West Hollywood, CA 90069

Kapner, Mitchell
c/o Bayard Maybank
Hohman, Maybank & Lieb
9229 Sunset Blvd., Ste 700
West Hollywood, CA 90069

Kaufman, Allan
c/o Adam Keller
Behr & Abramson
2049 Century Park East, Ste. 2690
Los Angeles, CA 90067

Kelli Norden and Associates
11726 San Vicente Blvd.
Suite 2
Los Angeles, CA 90049

Kinko's Inc.
P.O. Box 530257
Atlanta, GA 30353-0257

Kirsch, Kohn & Bridge
15910 Ventura Blvd.
Suite 1100
Encino, CA 91436

Kohanski, Joseph A.
Geffner & Bush
3500 West Olive Avenue, Suite 1100
Burbank, CA 91505-4657

Krane, Jonathan
The Krane Group
9255 Sunset Blvd., Ste. 1111
West Hollywood, CA 90069

~~Kulikowski, Christopher
18108 Erik Court, #583
Canyon Country, CA 91387~~
New address; see below

Kushner-Locke Company
8671 Wilshire Blvd.
Suite 714
Beverly Hills, CA 90211

La Financiere des Entreprises Cult.
C/o Ben D. Whitwell
Whitwell Jacoby Emhoff
202 N. Canon Drive, 2nd Floor
Beverly Hills, CA 90210

Law Offices of H. Jason Cohen
6303 Wilshire Blvd.
Suite 207
Los Angeles, CA 90048-5001

LDC Collection Systems
P.O. Box 51852
Los Angeles, CA 90051-6152

Levin, Jeremy
William Morris Agency
151 El Camino Drive
Attn: David Wirschafter
Beverly Hills, CA 90212

Levy Diamond Bello & Associates
P.O. Box 352
Milford, CT 06460-0352

The Lewis Horwitz Organization,
a division of Imperial Capital Bank
1840 Century Park East, Suite 1000
Los Angeles, CA 90067

Lewis, Nancy and Salley
c/o Theatrical Legal Department
Warner Bros.
4000 Warner Blvd.
Burbank, CA 91522

Lindo, Delroy
c/o Steve Dontanville
William Morris Agency
151 El Camino Drive
Beverly Hills, CA 90212

Linson, Art
c/o Joe Rosenberg/Fred Spector
Creative Artists Agency
9830 Wilshire Boulevard
Beverly Hills, CA 90212

Locations Michel Trudel Inc.
1777 Carrie-Derick
Montreal H3C 6G2
Quebec, Canada

Lopez, Jennifer
c/o Robert Wallerstein
Armstrong Hirsch Jackoway et al
1888 Century Park East, 18th Fl.
Los Angeles, CA 90067

Los Angeles County Tax Collector
500 West Temple Street
Room 225
Los Angeles, CA 90012

Mamet, David
c/o Howard Rosenstone
Rosenstone & Wender
38 East 29th Street, 10th Floor
New York, NY 10016

Mamet, David
c/o Stan Coleman/Todd Stern
Weissmann Wolff Bergman, et al.
9655 Wilshire Blvd., Suite 900
Beverly Hills, CA 90209

Mandell, Corey
International Creative Management
Attn: Todd Feldman
8942 Wilshire Blvd.
Beverly Hills, CA 90211

Mandoki, Luis
c/o Mike Simpson
The William Morris Agency
151 El Camino Drive
Beverly Hills, CA 90210

Mandoki, Luis
c/o Alan Wertheimer
Armstrong Hirsch Jackway et al.
1888 Century Park East, 18th Fl.
Los Angeles, CA 90067

Manes, Eric
c/o Emile Gladstone
Broder Kurland Webb Uffner Agency
9242 Beverly Blvd., Suite 200
Beverly Hills, CA 90210

Manes, Eric
c/o James Feldman
Lichtner Grossman Nichols & Alder
9200 Sunset Blvd., Suite 1200
West Hollywood, CA 90069

Martin Barab & Assoc.
9606 Santa Monica Blvd.
Third Floor
Beverly Hills, CA 90212

MCI
P.O. Box 4649
Iowa City, IA 52240-4649

McKenna, David
c/o David Styne
Creative Artists Agency
9830 Wilshire Boulevard
Beverly Hills, CA 90212

McKenna, David
c/o Mark Stankevich
Stankevich Gotchman LLP
9777 Wilshire Blvd., Ste. 550
Beverly Hills, CA 90212

Metropolis Motion Pictures, Inc.
20700 Ventura Blvd., Suite 350
Woodland Hills, CA 91364

Midnite Express Courier
P.O. Box 92836
Los Angeles, CA 90009-9998

Ministry of Provincial Revenue
P.O. Box 9444
Stn Prov Govt
Victoria V8W 9W8
Canada

Money Control, Inc.
7891 Mission Grove Parkway South
Riverside, CA 92508

Moreton Smith International Limited
80 Clerkenwell Road
London, EC1M 5RJ
United Kingdom

Morgan Creek Productions, Inc.
c/o Howard Kaplan
4000 Warner Blvd., Bldg. 76
Burbank, CA 91522

Morgan Creek Productions, Inc.
Kirkland & Ellis
777 S. Figueroa Street
Los Angeles, CA 90017

MPL Communications, Inc.
41 West 54th Street
New York, NY 10019

MPL Communications, Inc.
c/o Eastman & Eastman
39 West 54th Street
New York, NY 10019

NAC Reinsurance Corporation
One Greenwich Plaza
P.O. Box 2568
Greenwich, CT 06836-2568

National Bank of Canada
600 De la Gauchetiere Street
Montreal, Quebec H3B 4L2
Canada

N.T. Audio Video Film Labs
P.O. Box 1766
Santa Monica, CA 90406

NCO Financial Systems
P.O. Box 41457
Philadelphia, PA 19101-1457

NCO Financial Systems Inc.
P.O. Box 6489
Baltimore, MD 21230

Nicholson, Jack
c/o Kenneth Kleinberg
Kleinberg Lopez Lange et al.
2049 Century Park East, Ste. 3180
Los Angeles, CA 90067

Nicholson, Jack
c/o Sandy Bresler
Bresler-Kelly & Associates
11500 West Olympic Blvd., Ste. 510
Los Angeles, CA 90064

Nicholson, Jack
c/o Robert Colbert CPA
Guild Management Corp.
9911 West Pico Blvd., Penthouse A
Los Angeles, CA 90035

Nomad Transportation
7701 Woodley Avenue
Van Nuys, CA 91406

Olson-Kromolowski, Jerzy & Mary
c/o Mark Stankevich
Stankevich - Gochman LLP
9777 Wilshire Blvd., Ste. 550
Beverly Hills, CA 90212

O'Neill, Lysaught & Sun LLP
100 Wilshire Boulevard
Suite 700
Santa Monica, CA 90401

OSI Collection Services, Inc.
P.O. Box 965
Brookfield, WI 53008-0965

Pacific Title
6350 Santa Monica Blvd.
Los Angeles, CA 90038-1620

Packair Airfreight, Inc.
5510 West 104th Street
Los Angeles, CA 90045

Paracorp
Nationwide Registered Agents
P.O. Box 160568
Sacramento, CA 95816-0568

Paribas
2029 Century Park East, Suite 3900
Los Angeles, CA 90067

Pasadena Advertising
51 West Dayton Street
Suite 100
Pasadena, CA 91105

PC Mall Business Solutions
File 55327
Los Angeles, CA 90074-5327

Penn, Robin Wright
c/o Hylda Queally
William Morris Agency
151 El Camino Drive
Beverly Hills, CA 90212

Penn, Sean
c/o Roy D. Kaufmann
Kaufman Bernstein Oberman et al.
2049 Century Park East, Ste. 2500
Los Angeles, CA 90067

Penn, Sean
c/o Geoffrey Oblath
Armstrong Hirsch Jackoway et al
1888 Century Park East, 18th Fl.
Los Angeles, CA 90067

Perry, Matthew
c/o Doug Chapin
Doug Chapin Management
912 West Knoll Drive
West Hollywood, CA 90069

Perry, Matthew
c/o Paul Mayerson, Esq.
Surpin Mayersohn & Edelstone
1880 Century Park East, Suite 618
Los Angeles, CA 90067

Pettey and Associates
9488 Union Square
Sandy, UT 84070

Phillips, Mark, CPA
12754 Ventura Blvd., Suite E
Studio City, CA 91604

Phoenician Films
8228 Sunset Blvd.
Los Angeles, CA 90046

Phoenix Pictures, Inc.
c/o Christopher Trunkey
10202 W. Washington Blvd., Ste. 106
Culver City, CA 90232

Pick & Boydston, LLP
523 West Sixth Street
Suite 1134
Los Angeles, CA 90014

Pitney Bowes Inc.
P.O. Box 856390
Louisville, KY 40285-6390

Plan B Productions
c/o New Moon Productions
1700 Broadway
17th Floor
New York, NY 10019

Quinn Emanuel Urquhart et al.
865 S. Figueroa Street
10th Floor
Los Angeles, CA 90017

R2D2, LLC
c/o David Bergstein
5890 W. Jefferson Blvd.
Los Angeles, CA 90016

R2D2, LLC
c/o Martin S. Zohn, Esq.
Proskauer Rose LLP
2049 Century Park East, 32nd Floor
Los Angeles, CA 90067

Reed Business Information
P.O. Box 7247-7026
Philadelphia, PA 19170

Reiner, Rob
c/o William Morris Agency
150 El Camino Drive
Attn: Jim Wiatt & Jeffrey Robin
Beverly Hills, CA 90212

Reliable Building Maintenance
4801 Wilshire Blvd.
Suite 280
Los Angeles, CA 90010

Reynolds, Burt
c/o Andrea Eastman
International Creative Management
40 West 57th Street
New York, NY 10019

Reynolds, Burt
c/o Thomas Patrick Rowan, Esq.
11601 Wilshire Blvd., #2200
Los Angeles, CA 90025-1758

Roadshow Entertainment
Customer Accounts Office
P.O. Box 2275
Pahran, VIC 3181
Australia

Roche Business Management
Caroline Leigh Roche, CPA
P.O. Box 2355
Beverly Hills, CA 90213

Rockwell, Sam
c/o Andrew Freedman
20 Ironsides, #18
Marina Del Rey, CA 90292

Royal Bank of Canada
1025 West Georgia Street
Vancouver, British Columbia
Canada V6E 3N9

Russell, Kurt
c/o Rick Nicita (Lawrence Kopeiken)
Creative Artists Agency
9830 Wilshire Blvd.
Beverly Hills, CA 90212

Samaha Productions Inc.
8455 Beverly Blvd.
4th Floor
Los Angeles, CA 90046

Saturn Home Entertainment, LLC
202 N. Canon Drive
Beverly Hills, CA 90212

SBC
P.O. Box 989029
West Sacramento, CA 95798-9029

Schaefer, Martin (Schaefer Prod. Inc.)
c/o Jake Bloom, Esq.
Bloom Hergott & Diemer LLP
150 South Rodeo Drive
Beverly Hills, CA 90212

Scheinman, Andrew
c/o Jake Bloom, Esq.
Bloom Hergott & Diemer LLP
150 South Rodeo Drive
Beverly Hills, CA 90212

Schweiger, Til
c/o Evan Tripoli
8942 Wilshire Blvd.
Beverly Hills, CA 90210

Screen Actors Guild
5757 Wilshire Blvd.
Los Angeles, CA 90036-3600

Screen Actors Guild
c/o Joseph A. Kohanski
Geffner & Bush
3500 W. Olive Avenue, Suite 1100
Burbank, CA 91505

Sony Electronics, Inc.
P.O. Box 100175
Pasadena, CA 91189-0175

Southwest Connection, Inc.
12616 Yukon Avenue
Hawthorne, CA 90250

Spartan Home Entertainment, LLC
190 N. Canon Drive, Suite 210
Beverly Hills, CA 90210

Spero, Richard
c/o Zeke Lopez
Greenburg Traurig
2450 Colorado Avenue, Suite 400 E
Santa Monica, CA 90404

Spherion Corporation
P.O. Box 100186
Atlanta, GA 30384-0186

Sprint PCS
c/o NCO Financial Systems
P.O. Box 41593
Philadelphia, PA 19101-1593

Stallone, Sylvester
c/o Michael Schenkman
Bloom Hergott & Diemer LLP
150 S. Rodeo Drive
Beverly Hills, CA 90212

State Board of Equalization
P.O. Box 942879
Sacramento, CA 94279

Stein & Flugge LLP
6100 Wilshire Blvd.
Suite 1250
Los Angeles, CA 90048

Technicolor Film Services
2255 N. Ontario Street, Suite 100
Burbank, CA 91504

Tenon Limited
66 Chiltern Street
London W1U 4JT
England

Thomson & Thomson
P.O. Box 71892
Chicago, IL 60694-1892

Threshold Technologies, Inc.
1150 S. Vineyard Avenue
Ontario, CA 91761

Tiny Pink Pig Productions LLC
c/o Matt Nix
555 N. Rossmore, #207
Los Angeles, CA 90004

Travolta, John
c/o Phillip Davis
Mitchell Silberbert & Knupp
11377 West Olympic Boulevard
Los Angeles, CA 90064

Travolta, John
JTP Films
15821 Ventura Boulevard, Ste. 460
Encino, CA 91436

United Airlines Air Travel Plan
Attn: Marilyn Novak
Dept. WHQIR
1501 Mittel Blvd.
Wood Dale, IL 60191

UPS
P.O. Box 894820
Los Angeles, CA 90189-4820

Valentine & Kebartas, Inc.
P.O. Box 325
Lawrence, MA 01842

~~Variety~~
Subscription Department
~~P.O. Box 16507~~
~~North Hollywood, CA 91615-9681~~
Chg address; see below

Variety - The Children's Charity
WB Distribution
15821 Ventura Blvd., #575
Encino, CA 91436

Walt Disney Pictures
c/o Bank of America
File #57258
Los Angeles, CA 90074-7258

Warner Bros. Entertainment Inc.
4000 Warner Blvd.
Burbank, CA 91522

Attorneys for Warner Bros (15)
L. Peitzman/H. Weg/ D. Shemano
Peitzman, Weg & Kempinsky
10100 Santa Monica Blvd., Suite 1450
Los Angeles, CA 90067

Warner Bros. Pictures/Idea Place
3500 W. Olive Avenue
Fourth Floor
Burbank, CA 91505

Warner Bros. Post Production
P.O. Box 100579
Pasadena, CA 91189-0579

Warner Bros. Studio Facilities
P.O. Box 100579
Pasadena, CA 91189-0579

Warner Home Video Inc.
4000 Warner Blvd.
Burbank, CA 91522

West Hollywood Picture Framing
8912 Sunset Blvd.
West Hollywood, CA 90069

Westdeutsche Landesbank Girozentrale
1211 Avenue of the Americas
23rd Floor
New York, NY 10036

David Willis
8455 Beverly Blvd., Suite 303
Los Angeles, CA 90048

Willis, Bruce
c/o Bryan Wolf
1801 Century Park West
Los Angeles, CA 90067

Wilson, Laura
P.O. Box 950477
Mission Hills, CA 91395

Wilson, Luke/ ICM
8942 Wilshire Boulevard
Attn: Nick Stein
Beverly Hills, CA 90211

Worldwide Film Completion, Inc.
2901 28th Street, Suite 290
Santa Monica, CA 90405

Writers Guild of America, West, Inc
7000 West Third Street
Los Angeles, CA 90048

Writers Guild of America, West, Inc
c/o Joseph A. Kohanski
3500 W. Olive Avenue, Suite 1100
Burbank, CA 91505

Wynorski Collections Corp.
Attn: James Wynorski
6934 Langdon Street
Van Nuys, CA 91406

Xerox Corporation
P.O. Box 7413
Pasadena, CA 91109-7413

Yellow Pages, Inc.
P.O. Box 60006
Anaheim, CA 92812-6006

Phoenician Films
c/o John Brincko
12100 Wilshire Blvd., Suite 1030
Los Angeles, CA 90025

Film Musicians Secondary Markets Fund
Christopher Cella
23120 Alicia Parkway, Suite 200
Mission Viejo, CA 92692

Mercantile National Bank
1880 Century Park East
Ste 800
Los Angeles, CA 90067

Diane Jackson
ICB (So.Pacific Bank)
1910 Pacific Avenue
Dallas, TX 75201

Christopher Kulikowski
17941 Lost Canyon Rd., Unit 6
Fair Oaks Ranch, CA 91387

Antonio Banderas
c/o CAA
9830 Wilshire blvd
Beverly Hills, CA 90046

EuroAsset Partners GmbH
10 Quaistrasse
6401 Kussnacht am Rigi
SWITZERLAND

Mark Mingelgreen
Peyser & Alexander
500 Fifth Ave
#2700
New York, NY 10110

Armin Mueller-Stahl
1108 Tellem Dr
Pacific Palisades, CA 90272

Aquatic Services, Inc.
2421 W. 205th St., Ste D-104
Torrance, CA 90501-1462

BAM Entertainment
PO Box 90456
San Jose, CA 95109-3456

Variety
PO Box 5674
Harlan, IA 51593-1174

In re Franchise Pictures LLC et al
USBC Case No. SV 05-13855-MT
Service list for Sale Motion

Counsel for Shockhiko Co. Ltd. (44)
Klee, Tuchin, Bogdanoff & Stern LLP
Attn: David Fidler
2121 Avenue of the Stars, 33rd Floor
Los Angeles, CA 90067

Attorneys for Warner Bros (15)
L. Peitzman/H. Weg/ D. Shemano
Peitzman, Weg & Kempinsky
10100 Santa Monica Blvd., Suite 1450
Los Angeles, CA 90067

Counsel for Comerica Bank (16)
Randy B. Soref and Alex Rhim
Buchalter Nemer, A Professional Corp.
1000 Wilshire Blvd., Suite 15th Floor
Los Angeles, CA 90017

Counsel for Castle Rock Pictures (18)
Wayne M. Smith / Warner Bros.
4000 Warner Blvd.
Building 156 So. Room 5158
Burbank, CA 91522

Counsel to Committee (48)
Richard Havel, Sally Neely, Esq.
Sidley Austin LLP
555 W. 5th Street, Suite 4000
Los Angeles, CA 90013

Morgan Creek Productions (50)
John Graham, Esq.
Jeffer, Mangels, Butler & Marmaro
1900 Avenue of the Stars, 7th Floor
Los Angeles, CA 90067

Counsel for XL Reinsurance America (22)
G Valeriano, J Hernandez, M Krone
Anderson, McPharlin & Connors LLP
444 S. Flower Street, 31st Floor
Los Angeles, CA 90071-2901

Counsel for Epsilon Motion Pictures GmbH
Greenberg Traurig, LLP(54)
P Glassman, A Starr, M Bartmettler
2450 Colorado Avenue, Suite 400E
Santa Monica, CA 90404

Debtors
Franchise Pictures LLC et al.(2)
c/o John Brincko
12100 Wilshire Blvd., Suite 1030
Los Angeles, CA 90025

Skip Koenig, Esq.
Creim Macias & Koenig
633 W 5th St., 51st Floor
Los Angeles, CA 90071

Counsel for Film Finances, Inc(45)
Gary E. Gans, Esq., Ezra J. Reinstein, Esq.
Richards, Watson & Gershon
355 S. Grand Avenue, 40th Floor
Los Angeles, CA 90071-3101

Counsel for R2D2, LLC and Mobius Int'l (17)
~~Martin S. Zohn, Esq. Proskauer Rose LLP~~
~~2049 Century Park East, 32nd Floor~~
~~Los Angeles, CA 90067-3206~~
Chg of counsel ; see below

Counsel for Film Finances, Inc. (19)
Lawrence A. Diamant, Esq.
Robinson, Diamant & Wolkowitz
1888 Century Park East, Suite 1500
Los Angeles, CA 90067

Screen Actors Guild-Acting Committee Chair (49)
c/o Vicki G. Shapiro, Esq.
Assistant General Counsel
5757 Wilshire Boulevard
Los Angeles, CA 90036

Counsel for Andrew Vania (21)
Rutter Hobbs & Davidoff, Inc.
Brian Davidoff
1901 Avenue of the Stars, Suite 1700
Los Angeles, CA 90067

Matt Salinger (52)
Plan B Productions
c/o New Moon Productions
1700 Broadway, 17th Floor
New York, NY 10019

The Film Musicians Secondary Mkt Fund
Brian Celia (55)
Celia, Lange & Cella
1600 South Main Plaza, Suite 180
Walnut Creek, CA 94596

Marjorie L. Erickson, Esq.
OFFICE OF THE U.S. TRUSTEE
21051 Warner Center Lane, #115
Woodland Hills, CA 91367

Co-Counsel for FilmMusiciansFund
Mark Sharf, Esq.
Sharf Law Firm
15821 Ventura Blvd., Ste 275
Encino, CA 91436

Attorneys for Sony Pictures Entertainment
Sara L. Chenetz, Jennifer Nassiri (14)
Piper Rudnick LLP
1999 Avenue of the Stars, 4th Floor
Los Angeles, CA 90067-6022

Counsel for Entertainment AG(46)
Gibson, Dunn & Crutcher LLP
B. Silverman / S. Newman / S. Edelman
333 South Grand Avenue, 49th Flr.
Los Angeles, CA 90071-3197

David Bergstein (47)
Mobius International
5890 West Jefferson Boulevard
Los Angeles, CA 90016

Counsel for Morgan Creek (20)
Bennett L. Spiegel/Lori Sinanyan
Kirkland & Ellis
777 S. Figueroa Street
Los Angeles, Ca 90017

Gene Hackman
c/o Fred Specktor
Creative Artists Agency
9830 Wilshire Boulevard
Beverly Hills, CA 90212

The Film Musicians Secondary Markets F
Christopher Cella (53)
Celia Lange & Cella
23120 Alicia Parkway, Suite 200
Mission Viejo, CA 92692

Attorneys for La Fianciere Des Entreprises Culturuelles

Dana M. Periman (56)
Perlman & Associates
280 S. Beverly Drive, Suite 504
Beverly Hills, CA 90212

Counsel for MHF Zweite Academy, et al

Jonathan S. Shenson (59)
Klee, Tuchin, Bogdanoff & Stern LLP
2121 Avenue of the Stars, 33rd Floor
Los Angeles, CA 90067-5061

Counsel for Elie Samaha

Brian A. Sun, Esq. /Katherine E. Hertel, Esq.
Jones Day
555 South Flower St., 50th Floor
Los Angeles, CA 90071

Counsel for Elie Samaha

Richard A. Chesley, Esq.,
Jones Day
77 West Wacker
Chicago, IL 60601-1692

Attorneys for SAG, WGA, DGA & Pension Plans, (13)

Joseph A. Kohanski, Kathleen Erskine
Geffner & Bush
3500 West Olive Avenue, Suite 1100
Burbank, CA 91505

Financial Advisor for Debtors

Philip Fier
Focus Advisory Services
874 Fiske Street
Pacific Palisades, CA 90272

Golden Productions
4834 Gamling Ln.
Orlando, FL 32821

RSN – HOME BOX OFFICE, INC.

Stephen Sapienza, Esq. VP/Sr Counsel
Home Box Office Inc
1100 Avenue of the Americas
New York, NY 10036

Counsel for Intertainment AG

Gibson, Dunn & Crutcher LLP (57)
Samuel Newman
333 South Grand Avenue, 4th Aflor
Los Angeles, CA 90071-3197

Counsel for MHF Zweite Academy, et al

Ernst-August Schnieder Geschäftsführer
Academy Film GmbH
Luis-Ullrich-Strasse 8
D-82031 Grunwald, Germany

Elie Samaha (62)

~~Tristan Distribution Inc.~~
~~Franchise Studios LLC~~
~~8228 Sunset Blvd.~~
~~Los Angeles, CA 90046~~

Counsel for Airmovies, Inc.

Jeffrey F. Gersh/Rochelle A Herzog
Zimmerman, Rosenfeld, Gersh, Leeds
9107 Wilshire Blvd., Ste 300
Beverly Hills, CA 90210-5528

Lance N. Jurich, Esq. (12)

Loeb & Loeb
10100 Santa Monica Blvd.,
Suite 2200
Los Angeles, CA 90067-4164

Susan H. Tregub, Esq.

17554 Weddington Street
Encino, CA 91316-2565

Poser Investments, Inc.

Attn: Richard Hudson Share, Esq.
150 N. Santa Anita Avenue, Suite 530
Arcadia, CA 91006

RSN – Attyvs for New City Releasing

Eric P. Israel, Esq.
Danning, Gill, Diamond & Kollitz
2029 Century Park East, 3rd Floor
Los Angeles, CA 90067

Phoenix Pictures, Inc.(58)

c/o Christopher Trunkey
10202 W. Washington Blvd., Ste. 106
Culver City, CA 90232

Gary Klausner (60)

Stutman, Treister & Glatt
1901 Avenue of the Stars
12th Floor
Los Angeles, CA 90067

Martin S. Zohn, Esq.

Proskauer Rose LLP (63)
2049 Century Park East
Suite 3200
Los Angeles, CA 90067-3206

Counsel for Wolf Films, etc

Michael D. Holz, Esq.
Lavelly & Singer
2049 Century Park East, Suite 2400
Los Angeles, CA 90067-2906

Counsel for Filmline Int'l

Corrine Rebhun
Kaye Scholer LLP
1999 Avenue of the Stars, #1700
Los Angeles, CA 90067

Counsel for Terence L. Young

Carlos R. Perez, Esq.
Reich, Adell, Crost & Cvitan
3550 Wilshire Blvd., Suite 2000
Los Angeles, CA 90010

Counsel for CB Productions, et al

Michael A. Brewer, Esq.
Hornberger & Brewer
444 South Flower Street, Suite 3010
Los Angeles, CA 90071-1255

Proposed Motion Picture Accounting
And Auditing Consultant

Sills & Adelmann
Attn: Steven D. Sills
1801 Century Park East, Suite 1450
Los Angeles, CA 90067

RSN

David Gould, Esq.
McDermott, Will & Emery
2049 Century Pk East, 34th Fir
Los Angeles, CA 90067-3208

RSN (Apollo Media)

Marina Fineman, Esq.
Stutman, Treister & Glatt PC
1900 Ave. of the Stars, 12th Floor
Los Angeles, CA 90067-3208

Andrew Stevens
Focal Point Releasing, Inc.
9916 South Santa Monica Blvd.
Beverly Hills, CA 90212

Mr. Hans Turner
5890 West Jefferson Boulevard
Los Angeles, CA 90016

Creditors Committee

Screen Actors Guild-Acting Committee Chair
c/o Vicki G. Shapiro, Esq. (4)
Assistant General Counsel
5757 Wilshire Boulevard
Los Angeles, CA 90036

Creditors Committee

Phoenix Pictures (12)
c/o Christopher Trunkey
Scott Sebasto
10202 W. Washington Blvd., Ste 106
Culver City, CA 90232

Creditors Committee

Gene Hackman
c/o Fred Specktor
Creative Artists Agency
9830 Wilshire Boulevard
Beverly Hills, CA 90212

Creditors Committee

Intertainment Licensing GmbH
c/o Bennett L. Silverman, Esq.
Gibson, Dunn & Crutcher
333 S. Grand Avenue
Los Angeles, CA 90071

Creditors Committee

Matt Salinger (10)
Plan B Productions
c/o New Moon Productions
1700 Broadway, 17th Floor
New York, NY 10019

Creditors Committee

Attorneys for SAG, WGA, DGA & Pensio
Joseph A. Kohanski, Kathleen Erskine
Geffner & Bush
3500 West Olive Avenue, Suite 1100
Burbank, CA 91505

Spartan Home Entertainment, LLC

Attn: Robert Fyvolent, Esq.
c/o Newmarket Capitol Group-
202 N. Canon Drive
Beverly Hills, CA 90210

Saturn Home Entertainment, LLC

Attn: Robert Fyvolent, Esq.
c/o Newmarket Capitol Group
202 N. Canon Drive
Beverly Hills, CA 90210

New City Releasing

Attn: Alan Bursteen
20700 Ventura Blvd.
Suite 350
Woodland Hills, CA 91364

Warner Bros.

Attn: David Sagal, Senior VP & General Counsel
4000 Warner Blvd.
Burbank, CA 91522

Argo Home Entertainment, LLC

Attn: Robert Fyvolent, Esq.
c/o Newmarket Capitol Group-
202 N. Canon Drive
Beverly Hills, CA 90210

Metropolis Motion Pictures, Inc.

Attn: Alan Bursteen
20700 Ventura Blvd.
Suite 350
Woodland Hills, CA 91364

Abry Partners
Doug Stone
111 Huntington Ave,
Boston, MA 02199

Entertainment
Richard Seet
750 Old Hickory Blvd.,
Bldg 1, #220,
Brentwood, TN 37027

Apax Partners
Stephen Grabiner
445 Park Ave
New York, NY 10022

Artist View Entertainment
Scott J. Jones
4425 Irvine Ave
Studio City, CA 91602

Bain Capital
Mike Goss
111 Huntington Ave
Boston, MA 02199

Bauer Martinez
Philippe Martinez
10250 Constellation Blvd., 3rd Fl.,
LA, CA 90067

Beacon Pictures
Arnyan Bernstein
120 Broadway, #200
Santa Monica, CA 90401

Canyon Capital
Joshua Friedman
9665 Wilshire Blvd.
#200, Beverly Hills, CA 90212

Cerberus Capital Management
Mark A. Neporent
299 Park Ave
New York, NY 10071

Cerberus Capital Management
Bart Nichols
136 Heber Ave, #206
Park City, UT 84060

Cinema Management Group
Edward J. Noeltner
9056 Santa Monica Blvd., #204,
West Hollywood, CA 90069

ContentFilm
Jamie Carmichael
19 Heddon St,
W1B 4BG London, UK

DDJ Productions
Jeff Sagansky
500 S. Buena Vista St., Stage 7,
Burbank, CA 91521

DND Capital Partners
Phillippe Dauman
450 Park Ave, #2100,
New York, NY 10022

Echo Bridge Entertainment
Michael Rosenblatt; Tom Hammond
75 Second Ave, #500,
Needham, MA 02494

Element Films
John Fremes
7966 Beverly Blvd., 3rd Fl.,
LA, CA 90048

Emmett Furla
Randall Emmett, George Furla
8530 Wilshire Blvd., #420,
Beverly Hills, CA 90211

Endgame Entertainment
Doug Hanson
1041 N. Formosa Ave, Admin. Bldg, Ste.
195,
LA, CA 90046

Eros Entertainment
Kishore Lulla
550 County Ave,
Secaucus, NJ 07094

Film Mates Entertainment
Jeanette Buerling
11965 Venice Blvd., #305,
LA, CA 90066

Filmox
Carlos Fernandez
81-87 Distrito Economico de L'Hospitalet,
Barcelona 08908, Spain

First Look Media
William Lischak
8000 Sunset Blvd., E. Penthouse,
LA, CA 90046

Focus Features
Jason Resnick
100 Universal City Plaza,
Universal City, CA 91608

Fortissimo Films
Michael J. Werner
4/F, 1 Hoi Ping Rd.,
Causeway Bay, Hong Kong, S.A.R.

Fortress Investment Group
Issac Palmer
10880 Wilshire Blvd., #1101
LA, CA 90024

Fries Film Group
Charles M. Fries
22817 Ventura Blvd., #909,
Woodland Hills, CA 91364

GE Commercial Finance
Eitan Milstein
100 California St., 10th Fl.,
San Francisco, CA 94111

Genesis Capital Advisors
Ron Andrikian
15760 Ventura Blvd., #1550,
Van Nuys, CA 91436

GoldCrest Films International
John Quested
65-66 Dean St., W1D 4PL,
London, UK

Golden Touch Ventures
Stan Golden
12721 Chalon Rd.,
LA, CA 90049

Granada
Milada Rybarova
Rankestr. 3 - 10789
Berlin, Germany

G. Street Films
John Penotti, Cedric Jeanson
9 Desbrosses St., 2nd Fl.,
New York, NY 10013

Grovesnor Park
Yadin Shemmer
53-54 Grovesnor St.,
London, UK, W1K 3HU

Hachette Filipacchi Fims
Fabrice A. Plaquevent
149 rue Anatole Levallois Perret Cedex
92538 France

Icon Entertainment
Bruce Davey
915 High Road North Finchley,
London, N12 8QJ

IDT
Rick Mischel
12020 Chandler Blvd., #300,
N. Hollywood, CA 91607

Inferno Distribution, Inc.
Bill Johnson
9595 Wilshire Blvd., #900,
Beverly Hills, CA 90212

Intel/Clickstar
Roger Vakharia
1551 N. Tustin Ave, #800,
Santa Ana, CA 92705

Intermedia Film Equities
Moritz Borman
9350 Civic Center Dr., #100,
Beverly Hills, CA 90210

Lakeshore International
Peter Rogers
9268 W. 3rd St.,
Beverly Hills, CA 90210

Lionsgate Entertainment
Eda Kowan, Christopher Yan
2700 Colorado Ave, #2000,
Santa Monica, CA 90404

Magnolia (Cuban)
Eamonn Bowles
115 W. 27th St., 8th Fl.,
New York, NY 10001

Mandate
Joe Drake
3666 Wilshire Blvd.,
Beverly Hills, CA 90211

Media 8 Entertainment
Sammy Lee
1875 Century Park East, #2000,
LA, CA 90067

Media & Entertainment Advisors
Chris Borde
19-20 Romilly St.,
London, UK, W1D 5AE

Modern Entertainment
Ken DuBow
16255 Ventura Blvd., #1100,
Encino, CA 91436

Morgan Creek
James G. Robinson
10351 Santa Monica Blvd., #200,
LA, CA 90025

MovieHouse Entertainment
Mark Vennis
9 Grafton Mews,
London, W1T 5HZ

Netflix
Bahman Naraghi
970 University Ave,
Los Gatos, CA 95302

New Line Cinema
Robert Shaye, Michael Lynne
116 N. Robertson Blvd.,
LA, CA 90048

NewMarket Capital Group
Chris Ball, Rene Cogan
202 N. Canon Dr.,
Beverly Hills, CA 90210

Odd Lot Entertainment
Laura Ivey
368 N. La Cienega Blvd.,
LA, CA 90048

Park Entertainment Limited
Simon Barnes
50-51 Conduit St., 4th Fl.,
London, W1S 2YT, UK

Participant Productions
Jeff Skoll
335 N. Maple Dr., #245,
Beverly Hills, CA 90210

Pathe Entertainment
Ian George, Bernice Fugard
14-17 Market Pl,
London, W1W 8AR, UK

Perseus Group
Clark Collander; John F. Lambros
60 S. Sixth St.,
Minneapolis, MN 55402

PFG Entertainment
Ted Rosenblatt
429 Santa Monica Blvd., #600,
Santa Monica, CA 90401

Providence Equity Partners
Jonathon M. Nelson
50 Kennedy Plaza, 18th Fl.,
Providence, RI 02903

Quadrangle Group
Steven Rattner
325 Park Ave,
New York, NY 10152

Qualia Capital
Amir Malin; Ken Schapiro
11845 W. Olympic Blvd., #1270,
LA, CA 90064

Quinta Communications
Paul Mitchell Rosenblum
3000 Olympic Blvd.,
Santa Monica, CA 90404

Regency Enterprises
David Matalon; Craig Ginsberg
10201 W. Pico Blvd., Bldg. 12,
LA, CA 90035

Regent Entertainment
Judy Scott
10990 Wilshire Blvd., 18th Fl.,
Los Angeles, CA 90024

RTL
Sophie Domken
1 Ave Ariane,
Brussels 1201, Belgium

Saban
Colin McCafferty
10100 Santa Monica Blvd.,
LA, CA 90025

Samuel Goldwyn Films
Peter Goldwyn
9570 W. Pico Blvd., #400,
LA, CA 90035

Screen Media
Joseph E. Kovacs
757 Third Ave,
New York, NY 10017

Senator GmbH
Christopher Borgman
Rankestr. 3 - 10789
Berlin, Germany

Sidney Kimmel Entertainment
Jim Tauber
9460 Wilshire Blvd.,
Beverly Hills, CA 90212

Spyglass
Gary Barber, Roger Birnbaum
10900 Wilshire Blvd., 10th Fl.,
LA, CA 90024

Stratus Film Company
Bob Yari
10850 Wilshire Blvd., 6th Fl.,
LA, CA 90024

Studio Canal
Muriel Sauzay
1 Place du Spectacle,
Issy Les Moulineaux
Cedex 92863, France

Summit Entertainment
Patrick Wachsberger
1630 Stewart St., #120,
Santa Monica, CA 90404

Tango Entertainment Inc.
Warren Goldberg; Victor Elizalde
1531 14th St.,
Santa Monica, CA 90404;

Telepool GmbH
Markus Aldenhoven
Sonnenstrasse 21,
Munich 80331, Germany

Texas Pacific Group
David Bonderman
345 California St., #3300,
San Francisco, CA 94104

The Weinstein Company
Michael Schaefer
735 Greenwich St.,
New York, NY 10013

UBS
Jeff Sine
1 Curzon St.,
London, W1J 5UB, UK

Village Roadshow
Reid Sullivan
3400 Riverside Dr., #900,
Burbank, CA 91505

Waterview Partners
Frank J. Biondi Jr.
152 W. 57th St., 46th Fl.,
New York, NY 10019

Wild Bunch
Rosa Attab
99 rue de la Verrerie,
75004 Paris, France

Zelnick Media
Strauss Zelnick & Steven Rales
9595 Wilshire Blvd., #200,
Beverly Hills, CA 90212