

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

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In re: X  
: :  
THE WEINSTEIN COMPANY HOLDINGS LLC : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 20-2183837 :  
: :  
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In re: X  
: :  
AVENGING EAGLE SPV, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 90-1005301 :  
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In re: X  
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BRANDED PARTNERS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 37-1755273 :  
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In re: X  
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CHECK HOOK LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 30-0818682 :  
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In re: X  
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CTHD 2 LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 36-4781963 :  
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X  
In re: X  
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CUES TWC (ASCAP), LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 35-2563372 :  
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CURRENT WAR SPV, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 30-0951862 :  
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DRT FILMS, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 26-2034184 :  
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DRT RIGHTS MANAGEMENT LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 26-2097672 :  
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 In re: X  
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 FFPAD, LLC, : Chapter 11  
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 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-2458846 :  
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 In re: X  
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 HRK FILMS, LLC, : Chapter 11  
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 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-2296902 :  
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 INDIRECTIONS LLC, : Chapter 11  
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 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-2681196 :  
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 In re: X  
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 ISED, LLC, : Chapter 11  
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 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-2458807 :  
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In re: X  
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MARCOTWO, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 61-1748823 : :  
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In re: X  
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ONE CHANCE LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 32-0382300 : :  
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In re: X  
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PA ENTITY 2017, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 35-2602654 : :  
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In re: X  
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PADDINGTON 2, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 36-4841924 : :  
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In re: X  
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PS POST LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 61-1789935 : :  
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In re: X  
: SCREAM 2 TC BORROWER, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 38-4005429 :  
: :  
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X  
In re: X  
: SMALL SCREEN PRODUCTIONS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 38-3980103 :  
: :  
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X  
In re: X  
: SMALL SCREEN TRADES LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 32-0468004 :  
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X  
In re: X  
: SPY KIDS TV BORROWER, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 35-2536426 :  
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X  
In re: X  
: TEAM PLAYERS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 20-2681152 :  
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In re: X  
: THE ACTORS GROUP LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-2847607 :  
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X  
In re: X  
: THE GIVER SPV, LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 90-0997518 :  
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X  
In re: X  
: THE WEINSTEIN COMPANY LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-2652523 :  
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X  
In re: X  
: TULIP FEVER LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 35-2508512 :  
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X  
In re: X  
: TWC BORROWER 2016, LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 37-1835284 :  
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In re: X  
: :  
TWC DOMESTIC LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 45-2525846 : :  
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X  
In re: X  
: :  
TWC FEARLESS BORROWER, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 35-2540069 : :  
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X  
In re: X  
: :  
TWC LIBRARY SONGS (BMI), LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 30-0941804 : :  
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X  
In re: X  
: :  
TWC LOOP LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 30-0477919 : :  
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X  
In re: X  
: :  
TWC MIST, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 30-0879820 : :  
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In re:	:
TWC POLAROID SPV, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-____ ( )
	:
Tax I.D. No. 36-4855440	:
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In re:	X
	:
TWC PRODUCTION-ACQUISITION	: Chapter 11
BORROWER 2016, LLC,	:
	: Case No. 18-____ ( )
	:
Debtor.	:
	:
Tax I.D. No. 61-1807940	:
-----	X
In re:	X
	:
TWC PRODUCTION, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-____ ( )
	:
Tax I.D. No. 35-2510008	:
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In re:	X
	:
TWC REPLENISH BORROWER, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-____ ( )
	:
Tax I.D. No. 30-0958741	:
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In re:	X
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TWC SHORT FILMS, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-____ ( )
	:
Tax I.D. No. 35-2597345	:
	:
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 In re: X  
 :  
 TWC UNTOUCHABLE SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 61-1805815 :  
 :  
 ----- X

In re: X  
 :  
 TWC WACO SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0848853 :  
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 ----- X

In re: X  
 :  
 TWENTY O FIVE HOLDINGS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2183748 :  
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 ----- X

In re: X  
 :  
 W ACQUISITION COMPANY LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2183837 :  
 :  
 ----- X

In re: X  
 :  
 WC FILM COMPLETIONS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 84-1705962 :  
 :  
 ----- X

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 In re: X  
 :  
 WEINSTEIN BOOKS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 32-0206597 :  
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X  
 In re: X  
 :  
 WEINSTEIN DEVELOPMENT LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-3382998 :  
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X  
 In re: X  
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 WEINSTEIN GLOBAL FUNDING CORP., : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 84-1705967 :  
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X  
 In re: X  
 :  
 WEINSTEIN GLOBAL FILM CORP., : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-3903711 :  
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X  
 In re: X  
 :  
 WEINSTEIN PRODUCTIONS LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 20-3383045 :  
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 In re: X  
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 WEINSTEIN TELEVISION LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 36-4810983 :  
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X  
 In re: X  
 :  
 WTV GUANTANAMO SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 No Tax I.D. No. :  
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X  
 In re: X  
 :  
 WTV JCP BORROWER 2017, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0986034 :  
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X  
 In re: X  
 :  
 WTV KALIEF BROWDER BORROWER, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 37-1829363 :  
 :  
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X  
 In re: X  
 :  
 WTV SCREAM 3 SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 37-1869288 :  
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In re:	X
	:
WTV YELLOWSTONE SPV, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-_____ ( )
	:
Tax I.D. No. 30-0994451	:
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	X

**DEBTORS’ MOTION FOR ENTRY OF AN ORDER  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

The Weinstein Company Holdings LLC (“**TWCH**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**” or the “**Company**”) respectfully request entry of an order directing joint administration of their chapter 11 cases for procedural purposes only and granting related relief. In support of this Motion, the Debtors rely on and incorporate by reference the *Declaration of Robert Del Genio in Support of First Day Relief* (the “**First Day Declaration**”), filed concurrently with this Motion.<sup>1</sup> In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final order by the Court in connection with this matter to the extent that it is later determined that the Court, absent consent of the parties, cannot

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<sup>1</sup> Capitalized terms not otherwise defined in this Motion have the meanings used in the First Day Declaration.

enter final orders or judgments consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

2. On March 19, 2018 (the “**Petition Date**”), each of the Debtors filed a voluntary petition with this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. § 1101 *et seq.* The Debtors continue to manage and operate their businesses as debtors in possession under Bankruptcy Code sections 1107 and 1108. As of this date, no trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

3. Founded in 2005 by Robert and Harvey Weinstein, the Company is a “mini-major” film and television production studio that creates, produces, and distributes feature films and premium television content for the U.S. and international markets. The Company’s assets consist primarily of intellectual property, distribution rights, and cash flows related to its film library, television productions, and portfolio of unreleased films. The Company has produced numerous critically acclaimed and commercially successful films, receiving 23 Academy Awards, including Academy Awards for Best Picture for *The Artist* and *The King’s Speech*, and 113 Academy Award nominations.

4. Additional information on the Debtors’ business and capital structure, as well as a description of the events precipitating the filing of these cases, is set forth in the First Day Declaration.

### **RELIEF REQUESTED**

5. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Local Rule 1015-1, the Debtors request entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”), directing procedural consolidation and joint administration of these chapter 11 cases.

**BASIS FOR RELIEF REQUESTED**

6. Federal Rule of Bankruptcy Procedure 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” of each other as that term is defined in Bankruptcy Code section 101(2), as The Weinstein Company Holdings LLC directly or indirectly owns 100% of its subsidiary Debtors. 11 U.S.C. § 101(2). Therefore, this Court is authorized to consolidate the Debtors’ chapter 11 cases for procedural purposes.

7. In addition, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration, or verification, which establishes that the joint administration of two or more cases pending in the Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Rule is for procedural purposes only and shall not cause a “substantive” consolidation of the respective debtors’ estates.

Del. Bankr. L.R. 1015-1.

8. Joint administration of the Debtors’ cases is warranted because it will ease the administrative burden on the Court and the parties. Joint administration of the Debtors’ cases will eliminate the need for duplicate pleadings, notices, and orders in each of the respective dockets and will save the Court, the Debtors, and other parties in interest substantial time and expense when preparing and filing such documents. Further, joint administration will protect parties in interest by ensuring that they will be apprised of the various motions filed with the

Court with respect to each of the Debtors' cases. Therefore, joint administration of the Debtors' chapter 11 cases is appropriate under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

9. Moreover, joint administration will not adversely affect the Debtors' respective creditor constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

10. In addition, the Debtors request that the caption of their chapter 11 cases in all pleadings and notices in the jointly administered cases be as follows:

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

	X
In re:	:
	: Chapter 11
THE WEINSTEIN COMPANY HOLDINGS LLC, <i>et al.</i> ,	:
Debtors. <sup>[Fn]</sup>	: Case No. 18-_____ ( )
	:
	: (Jointly Administered)
	:
	X

11. The Debtors also propose to include the following footnote to each pleading filed and notice mailed by the Debtors, listing the last four digits of TWCH's tax identification number, along with its mailing address, and directing parties in interest to the website of the Debtors' claims and noticing agent where the last four digits of the remaining Debtors' tax identification numbers can be located:

The last four digits of The Weinstein Company Holdings LLC's federal tax identification number are (3837). The mailing address for The Weinstein Company Holdings LLC is 99 Hudson Street, 4th Floor, New York, New York 10013. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided

herein. A complete list of this information may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/twc>.

12. The Debtors also request that the Court make separate docket entries in each of the Debtors' chapter 11 cases (except that of The Weinstein Company Holdings LLC), substantially similar to the following:

An order has been entered in this case consolidating this case with the case of The Weinstein Company Holdings LLC (Case No. 18-\_\_\_\_ (\_\_\_\_)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 18-\_\_\_\_ (\_\_\_\_) should be consulted for all matters affecting this case.

#### **NOTICE**

13. The Debtors will provide notice of this Motion to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) counsel to the DIP Agent and the Pre-Petition Agent; (iv) counsel to the Stalking Horse Bidder; (v) the New York Attorney General and the California Attorney General; (vi) the Office of the United States Attorney for the District of Delaware; and (vii) all parties entitled to notice pursuant to Local Rule 9013-1(m). A copy of the Motion is also available on the Debtors' case website at <http://dm.epiq11.com/twc>.

14. Due to the urgency of the relief requested, the Debtors submit that no other or further notice is necessary.

#### **NO PRIOR REQUEST**

15. The Debtors have not made any prior request for the relief sought herein to this Court or to any other court.



WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: March 19, 2018  
Wilmington, Delaware

*/s/ Mark D. Collins*

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**RICHARDS, LAYTON & FINGER, P.A.**

Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Zachary I. Shapiro (No. 5103)  
Brett M. Haywood (No. 6166)  
David T. Queroli (No. 6318)  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

- and -

**CRAVATH, SWAINE & MOORE LLP**

Paul H. Zumbro  
(*pro hac vice* application pending)  
George E. Zobitz  
(*pro hac vice* application pending)  
Karin A. DeMasi  
(*pro hac vice* application pending)  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
Telephone: (212) 474-1000  
Facsimile: (212) 474-3700

*Proposed Attorneys for the  
Debtors and Debtors in Possession*

**Exhibit A**

**Proposed Order**

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

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In re: X  
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THE WEINSTEIN COMPANY HOLDINGS LLC : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 20-2183837 :  
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In re: X  
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AVENGING EAGLE SPV, LLC, : Chapter 11  
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Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 90-1005301 :  
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In re: X  
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BRANDED PARTNERS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
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Tax I.D. No. 37-1755273 :  
: :  
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In re: X  
: :  
CHECK HOOK LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 30-0818682 :  
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----- X

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 In re: X  
 :  
 CTHD 2 LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 36-4781963 :  
 :  
 ----- X

In re: X  
 :  
 CUES TWC (ASCAP), LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 35-2563372 :  
 :  
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In re: X  
 :  
 CURRENT WAR SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 30-0951862 :  
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In re: X  
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 DRT FILMS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
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 Tax I.D. No. 26-2034184 :  
 :  
 ----- X

In re: X  
 :  
 DRT RIGHTS MANAGEMENT LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 26-2097672 :  
 :  
 ----- X

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 In re: X  
 :  
 FFPAD, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2458846 :  
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X  
 In re: X  
 :  
 HRK FILMS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2296902 :  
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X  
 In re: X  
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 INDIRECTIONS LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2847713 :  
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X  
 In re: X  
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 INTELIPARTNERS LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2681196 :  
 :  
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X  
 In re: X  
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 ISED, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2458807 :  
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In re: X  
: Chapter 11  
MARCOTWO, LLC, :  
: Case No. 18-\_\_\_\_ ( )  
Debtor. :  
: Tax I.D. No. 61-1748823 :  
: :  
----- X

In re: X  
: Chapter 11  
ONE CHANCE LLC, :  
: Case No. 18-\_\_\_\_ ( )  
Debtor. :  
: Tax I.D. No. 32-0382300 :  
: :  
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In re: X  
: Chapter 11  
PA ENTITY 2017, LLC, :  
: Case No. 18-\_\_\_\_ ( )  
Debtor. :  
: Tax I.D. No. 35-2602654 :  
: :  
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In re: X  
: Chapter 11  
PADDINGTON 2, LLC, :  
: Case No. 18-\_\_\_\_ ( )  
Debtor. :  
: Tax I.D. No. 36-4841924 :  
: :  
----- X

In re: X  
: Chapter 11  
PS POST LLC, :  
: Case No. 18-\_\_\_\_ ( )  
Debtor. :  
: Tax I.D. No. 61-1789935 :  
: :  
----- X

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In re: X  
: SCREAM 2 TC BORROWER, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 38-4005429 :  
: :  
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X  
In re: X  
: SMALL SCREEN PRODUCTIONS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 38-3980103 :  
: :  
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X  
In re: X  
: SMALL SCREEN TRADES LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 32-0468004 :  
: :  
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X  
In re: X  
: SPY KIDS TV BORROWER, LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 35-2536426 :  
: :  
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X  
In re: X  
: TEAM PLAYERS LLC, : Chapter 11  
: :  
Debtor. : Case No. 18-\_\_\_\_ ( )  
: :  
Tax I.D. No. 20-2681152 :  
: :  
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In re: X  
: THE ACTORS GROUP LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-2847607 :  
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X  
In re: X  
: THE GIVER SPV, LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 90-0997518 :  
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X  
In re: X  
: THE WEINSTEIN COMPANY LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-2652523 :  
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X  
In re: X  
: TULIP FEVER LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 35-2508512 :  
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X  
In re: X  
: TWC BORROWER 2016, LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 37-1835284 :  
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 In re: X  
 :  
 TWC DOMESTIC LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 45-2525846 :  
 :  
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X  
 In re: X  
 :  
 TWC FEARLESS BORROWER, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 35-2540069 :  
 :  
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X  
 In re: X  
 :  
 TWC LIBRARY SONGS (BMI), LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0941804 :  
 :  
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X  
 In re: X  
 :  
 TWC LOOP LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0477919 :  
 :  
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X  
 In re: X  
 :  
 TWC MIST, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0879820 :  
 :  
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 In re: X  
 :  
 TWC POLAROID SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 36-4855440 :  
 :  
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X  
 In re: X  
 :  
 TWC PRODUCTION-ACQUISITION : Chapter 11  
 BORROWER 2016, LLC, :  
 : Case No. 18-\_\_\_\_ ( )  
 :  
 Debtor. :  
 :  
 Tax I.D. No. 61-1807940 :  
 :  
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X  
 In re: X  
 :  
 TWC PRODUCTION, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 35-2510008 :  
 :  
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X  
 In re: X  
 :  
 TWC REPLENISH BORROWER, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0958741 :  
 :  
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X  
 In re: X  
 :  
 TWC SHORT FILMS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 35-2597345 :  
 :  
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 In re: X  
 :  
 TWC UNTOUCHABLE SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 61-1805815 :  
 :  
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X  
 In re: X  
 :  
 TWC WACO SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0848853 :  
 :  
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X  
 In re: X  
 :  
 TWENTY O FIVE HOLDINGS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2183748 :  
 :  
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X  
 In re: X  
 :  
 W ACQUISITION COMPANY LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 20-2183837 :  
 :  
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X  
 In re: X  
 :  
 WC FILM COMPLETIONS, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 84-1705962 :  
 :  
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In re: X  
: WEINSTEIN BOOKS, LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 32-0206597 :  
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X  
In re: X  
: WEINSTEIN DEVELOPMENT LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-3382998 :  
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X  
In re: X  
: WEINSTEIN GLOBAL FUNDING CORP., : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 84-1705967 :  
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X  
In re: X  
: WEINSTEIN GLOBAL FILM CORP., : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-3903711 :  
-----

X  
In re: X  
: WEINSTEIN PRODUCTIONS LLC, : Chapter 11  
: Debtor. : Case No. 18-\_\_\_\_ ( )  
: Tax I.D. No. 20-3383045 :  
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 In re: X  
 :  
 WEINSTEIN TELEVISION LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 36-4810983 :  
 :  
 ----- X

In re: X  
 :  
 WTV GUANTANAMO SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 No Tax I.D. No. :  
 :  
 ----- X

In re: X  
 :  
 WTV JCP BORROWER 2017, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 30-0986034 :  
 :  
 ----- X

In re: X  
 :  
 WTV KALIEF BROWDER BORROWER, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 37-1829363 :  
 :  
 ----- X

In re: X  
 :  
 WTV SCREAM 3 SPV, LLC, : Chapter 11  
 :  
 Debtor. : Case No. 18-\_\_\_\_ ( )  
 :  
 Tax I.D. No. 37-1869288 :  
 :  
 ----- X

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In re:	X
	:
WTV YELLOWSTONE SPV, LLC,	: Chapter 11
	:
Debtor.	: Case No. 18-____ ( )
	:
Tax I.D. No. 30-0994451	: Re: Docket No. __
	:
-----	X

**ORDER DIRECTING JOINT  
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)<sup>1</sup> of the Debtors for entry of an order (this “**Order**”) directing the Debtors’ chapter 11 cases to be jointly administered for procedural purposes only and granting related relief, as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the First Day Declaration, the record of the Hearing; and the Court having found and determined such relief is in the best interests of the Debtors, their estate and creditors, and any parties in interest; and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; and after due deliberation thereon and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.

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<sup>1</sup> Capitalized terms used but not defined in this Order have the meanings used in the Motion.

2. Each of the above-captioned chapter 11 cases of the Debtors are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 18-\_\_\_\_\_ ( ).

3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases.

4. The caption of the jointly administered cases shall read as follows:

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

In re:	x	
	:	
THE WEINSTEIN COMPANY HOLDINGS LLC, <i>et al.</i>	:	Chapter 11
	:	
Debtors. <sup>[Fn]</sup>	:	Case No. 18-_____ ( )
	:	
	:	
	:	
	x	

5. All pleadings and notices shall be captioned as indicated in the preceding paragraph, and all original docket entries shall be made in the case of The Weinstein Company Holdings LLC, Case No. 18-\_\_\_\_\_ ( ).

6. A docket entry shall be made in each of the Debtors' cases (except that of The Weinstein Company Holdings LLC) substantially similar to the following:

An order has been entered in this case consolidating this case with the case of The Weinstein Company Holdings LLC (Case No. 18-\_\_\_\_\_ ( )) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 18-\_\_\_\_\_ ( ) should be consulted for all matters affecting this case.

7. The Debtors are directed to include the following footnote to each pleading they file and notice they mail in these cases, listing the last four digits of The Weinstein Company Holdings LLC's tax identification number, along with its mailing address, and directing parties in interest to the website of the Debtors claims and noticing agent where the last four digits of the remaining Debtors' tax identification numbers and mailing addresses can be located:

The last four digits of The Weinstein Company Holdings LLC's federal tax identification number are (3837). The mailing address for The Weinstein Company Holdings LLC is 99 Hudson Street, 4th Floor, New York, New York 10013. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of this information may be obtained on the website of the Debtors claims and noticing agent at <http://dm.epiq11.com/twc>.

8. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

9. This Court shall retain jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE