

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Weinstein Company Holdings LLC

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-2183837

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>99 Hudson Street</u> Number Street	_____ Number Street
	<u>4th Floor</u>	_____ P.O. Box
	<u>New York, New York 10013</u> City State Zip Code	_____ City State Zip Code
	<u>New York County</u> County	Location of principal assets, if different from principal place of business
		_____ Number Street
		_____ City State Zip Code

5. Debtor's website (URL) www.WeinsteinCo.com

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5121

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See Rider 1 Relationship _____
District _____ When _____
MM / DD / YYYY
- Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No See Rider 2
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion
- \$10,000,000,001-\$50 billion
- More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

X /s/ Robert Del Genio Robert Del Genio
 Signature of authorized representative of debtor Printed name
 Title Chief Restructuring Officer

18. Signature of attorney

X /s/ Mark D. Collins Date 03/19/2018
 Signature of attorney for debtor MM / DD / YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 651-7700 collins@rjf.com
Contact phone Email address

2981 DE
Bar number State

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

-----X
 :
In re: : **Chapter 11**
 :
The Weinstein Company Holdings LLC, : **Case No. 18-_____ (___)**
 :
Debtor. :
 -----X

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of The Weinstein Company Holdings LLC.

- Avenging Eagle SPV, LLC
- Branded Partners LLC
- Check Hook LLC
- CTHD 2 LLC
- Cues TWC (ASCAP), LLC
- Current War SPV, LLC
- DRT Films, LLC
- DRT Rights Management LLC
- FFPAD, LLC
- HRK Films, LLC
- InDirections LLC
- InteliPartners LLC
- ISED, LLC
- MarcoTwo, LLC
- One Chance LLC
- PA Entity 2017, LLC
- Paddington 2, LLC
- PS Post LLC
- Scream 2 TC Borrower, LLC
- Small Screen Productions LLC
- Small Screen Trades LLC
- Spy Kids TV Borrower, LLC
- Team Players LLC

- The Actors Group LLC
- The Giver SPV, LLC
- The Weinstein Company Holdings LLC
- The Weinstein Company LLC
- Tulip Fever LLC
- TWC Borrower 2016, LLC
- TWC Domestic LLC
- TWC Fearless Borrower, LLC
- TWC Library Songs (BMI), LLC
- TWC Loop LLC
- TWC Mist, LLC
- TWC Polaroid SPV, LLC
- TWC Production-Acquisition Borrower 2016, LLC
- TWC Production, LLC
- TWC Replenish Borrower, LLC
- TWC Short Films, LLC
- TWC Untouchable SPV, LLC
- TWC Waco SPV, LLC
- Twenty O Five Holdings, LLC
- W Acquisition Company LLC
- WC Film Completions, LLC
- Weinstein Books, LLC
- Weinstein Development LLC
- Weinstein Global Funding Corp.
- Weinstein Global Film Corp.
- Weinstein Productions LLC
- Weinstein Television LLC
- WTV Guantanamo SPV, LLC
- WTV JCP Borrower 2017, LLC
- WTV Kalief Browder Borrower, LLC
- WTV Scream 3 SPV, LLC
- WTV Yellowstone SPV, LLC

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

-----X
: **Chapter 11**
: **Case No. 18-_____ (___)**
: **Debtor.**
-----X

Rider 2

Real Property or Personal Property that Needs Immediate Attention

Question 12, among other things, asks the debtor to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

The above-captioned debtor (the “**Debtor**”) does not believe it owns or possesses any real or personal property that (i) poses a threat of imminent and identifiable hazard to public health or safety, (ii) needs to be physically secured or protected from the weather, or (iii) includes perishable goods or assets that could quickly deteriorate. The Debtor notes that it is not aware of the exact definition of “imminent and identifiable hazard” as used in this form.

**UNANIMOUS WRITTEN
CONSENT OF THE BOARD OF REPRESENTATIVES
OF THE WEINSTEIN COMPANY HOLDINGS LLC**

March 19, 2018

The undersigned, being all of the members of the Board of Representatives (the “**Board**”) of The Weinstein Company Holdings LLC, a Delaware limited liability company (the “**Company**”), hereby consent in writing, pursuant to the provisions of applicable law, based on the advice of the Company’s professionals and advisors, and after thorough discussions, to the following actions and hereby adopt the following resolutions:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company and by each of its direct and indirect wholly-owned subsidiaries listed on Schedule A hereto (the “**Subsidiaries**”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Chapter 11 Case**”);

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the law firm of Cravath, Swaine & Moore LLP (“**Cravath**”), as bankruptcy co-counsel for the Company, and the law firm of Richards, Layton & Finger, P.A. (“**RL&F**”), as bankruptcy co-counsel for the Company, each under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of FTI Consulting, Inc. (“**FTI**”), to provide the Company with restructuring and interim management services, subject to any requisite bankruptcy court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Moelis & Company LLC (“**Moelis**”), as investment banker for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval; and

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Epiq Bankruptcy Solutions, LLC (“**Epiq**”), as claims agent and administrative advisor for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

NOW THEREFORE BE IT RESOLVED, that the Company and each of the Subsidiaries shall be, and hereby is, authorized and directed to: (a) each file a voluntary petition (collectively, the “**Petition**”) for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and it be further

RESOLVED, that Robert Del Genio and Luke Schaeffer be, and hereby are, appointed as officers of the Company with the titles of Chief Restructuring Officer (the “**CRO**”) and Chief Strategy Officer (the “**CSO**”), respectively, and both the CRO and CSO and each of the other officers of the Company or members of the Board of the Company (each individually, an “**Authorized Person**” and collectively, the “**Authorized Persons**”) shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of and in the name of the Company and each of the subsidiaries to: (a) verify and execute the Petition, as well as all other ancillary documents, and file, or cause to be filed with the Bankruptcy Court, the Petition and make or cause to be made, prior to execution thereof, any modifications to the Petition or ancillary documents as any such Authorized Person, in such officer’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (the approval of which to be conclusively established by the execution thereof by such Authorized Person); (b) verify, execute and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including authorization to incur debtor-in-possession indebtedness and to enter into debtor-in-possession loan agreements and related documents) necessary or desirable in connection with the foregoing; and (c) verify and execute or cause to be executed any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Person may approve; and it be further

RESOLVED, that the Authorized Persons of the Company shall be, and each of them, acting alone, hereby is, authorized and empowered to retain, on behalf of the Company: (a) Cravath, as bankruptcy co-counsel for the Company; (b) RL&F, as bankruptcy co-counsel for the Company; (c) FTI, to provide the Company with restructuring and interim management services; (c) Moelis, as investment banker for the Company; (d) Epiq, as claims agent and administrative advisor for the Company; and (e) such additional professionals, including attorneys, accountants, consultants or brokers, in each case as in such officer’s or officers’ judgment may be necessary or desirable in connection with the Company’s Chapter 11 Case and other related matters, on such terms as such officer or officers shall approve; and it be further

RESOLVED, that the Company shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions (the “**Financing Transactions**”) with such lenders and other parties

and on such terms as may be approved by one or more of the Authorized Persons, as reasonably necessary for the continuing conduct of the business and affairs of the Company and (b) pay related fees and grant security interests in and liens upon, some, all or substantially all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Persons in connection with such Financing Transactions; and it be further

RESOLVED, that the Board hereby approves the form, terms and provisions of the Asset Purchase Agreement (the "**Stalking Horse Agreement**"), between the Company, its debtor affiliates and Buyer (as defined in the Stalking Horse Agreement), in substantially the form submitted to the Board, with such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable; and it be further

RESOLVED, that the Company shall be, and hereby is, and the Authorized Persons shall be, and each of them, acting alone, hereby is, in the name of and on behalf of the Company, authorized, directed and empowered to execute and deliver the Stalking Horse Agreement and any documents contemplated by or related to the Stalking Horse Agreement, each in the form or substantially in the form submitted to the Board, with such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable; and it be further

RESOLVED, that the Company shall be, and hereby is, and the Authorized Persons shall be, and each of them, acting alone, hereby is, in the name and on behalf of the Company, authorized, directed and empowered to file a motion with the Bankruptcy Court (i) seeking approval of bidding procedures to be used to facilitate a potential sale of all or substantially all of the Company's assets pursuant to section 363 of the Bankruptcy Code (the "**Potential Sale Transaction**"), (ii) seeking approval of Buyer as a stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction pursuant to the Stalking Horse Agreement and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Board, subject to such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable (the approval of which to be conclusively established by the execution thereof by an Authorized Person); and it be further

RESOLVED, that the Authorized Persons shall be, and each of them alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and it be further

RESOLVED, that the Authorized Persons shall be, and each of them alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to (a) take actions and negotiate, or cause to be prepared and negotiated, and, subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any other agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including the Potential Sale Transaction contemplated by the Stalking Horse Agreement) and for any related relief; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons of the Company, each of the Authorized Persons of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company and/or the subsidiaries, as applicable, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents, including, without limitation, (a) limited liability company agreements of certain subsidiaries or amendments and/or restatements thereof, in the Company's capacity as sole member of such subsidiaries, and (b) further resolutions authorizing or otherwise facilitating the matters described in these resolutions for any subsidiaries, in the Company's capacity as sole member of such subsidiaries, and to pay all expenses, including filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it be further

RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed for or on behalf of the Company and any subsidiaries by any Authorized Person prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.

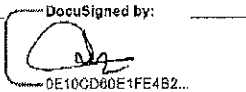
This Unanimous Written Consent may be executed in one or more counterparts.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative



Lance Maerov
Class A Representative

Robert Weinstein
Class W Representative

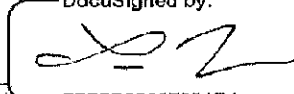
Frank Rainone
Class W Representative

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

DocuSigned by:



Lance E7F2D62337334DA...
Class A Representative

Robert Weinstein
Class W Representative

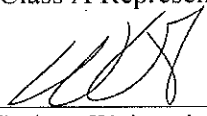
Frank Rainone
Class W Representative

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

Lance Maerov
Class A Representative



Robert Weinstein
Class W Representative

Frank Rainone
Class W Representative

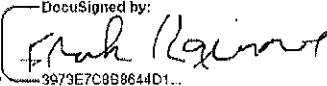
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

Lance Maerov
Class A Representative

Robert Weinstein
Class W Representative

DocuSigned by:

3979E7C9B8644D1...
Frank Rainone
Class W Representative

Schedule A

Avenging Eagle SPV, LLC
Branded Partners LLC
Check Hook LLC
CTHD 2 LLC
Cues TWC (ASCAP), LLC
Current War SPV, LLC
DRT Films, LLC
DRT Rights Management LLC
FFPAD, LLC
HRK Films, LLC
InDirections LLC
InteliPartners LLC
ISED, LLC
MarcoTwo, LLC
One Chance LLC
PA Entity 2017, LLC
Paddington 2, LLC
PS Post LLC
Scream 2 TC Borrower, LLC
Small Screen Productions LLC
Small Screen Trades LLC
Spy Kids TV Borrower, LLC
Team Players LLC
The Actors Group LLC
The Giver SPV, LLC
The Weinstein Company LLC
Tulip Fever LLC
TWC Borrower 2016, LLC
TWC Domestic LLC
TWC Fearless Borrower, LLC
TWC Library Songs (BMI), LLC
TWC Loop LLC
TWC Mist, LLC
TWC Polaroid SPV, LLC
TWC Production-Acquisition Borrower 2016, LLC
TWC Production, LLC
TWC Replenish Borrower, LLC
TWC Short Films, LLC
TWC Untouchable SPV, LLC
TWC Waco SPV, LLC
Twenty O Five Holdings, LLC
W Acquisition Company LLC
WC Film Completions, LLC
Weinstein Books, LLC

Weinstein Development LLC
Weinstein Global Funding Corp.
Weinstein Global Film Corp.
Weinstein Productions LLC
Weinstein Television LLC
WTV Guantanamo SPV, LLC
WTV JCP Borrower 2017, LLC
WTV Kalief Browder Borrower, LLC
WTV Scream 3 SPV, LLC
WTV Yellowstone SPV, LLC

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

-----X
:

In re: : **Chapter 11**
:

The Weinstein Company Holdings LLC, : **Case No. 18-_____ (___)**
:

Debtor. :
-----X

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “**Debtors**”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name <u>The Weinstein Company Holdings LLC</u>
United States Bankruptcy Court for the: <u>District of Delaware</u> (State)
Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SARTRACO, INC. C/O LETO BASSUK 777 Brickwell Ave., Ste 600 Miami, FL 33131	Justin Leto, Larry Bassuk 305-577-8448 JLeto@letobassuk.com; lbassuk@letobassuk.com	Judgement Creditor	D	\$17,367,331.00		\$17,367,331.00
2	WANDA PICTURES F18, BlockC, Century Square No. 352, Qingyang Rd. Lanzhou 730030 China	Tian Di 1-880-942-1670 Rhcnpcpa.com	Film Participant Vendor		\$14,407,220.54		\$14,407,220.54
3	PALISADES MEDIA GROUP INC 1620 26th St. Suite 200S Santa Monica, CA 90404	CONTACT: Russell Dean PHONE: 310-564-5465 FAX: 310-828-7852	Trade Vendor		\$13,731,757.06		\$13,731,757.06
4	BOIES, SCHILLER & FLEXNER (1999) LLC 2200 Corporate Blvd. N.W. Boca Raton, FL 33431	Sherri Venticinque-Presti 561-886-6000 FAX: 561-886-6006	Film Participant Vendor		\$5,697,646.05		\$5,697,646.05
5	VIACOM INTERNATIONAL 1515 Broadway New York, NY 10036	W. Keyes Hill-Edgar 212-846-6491 FAX: 201-422-6628	Trade Vendor		\$5,613,918.95		\$5,613,918.95
6	CROSS CITY FILMS LTD 74 Rivington Street London EC2A 3AY United Kingdom	Layla Zhang 61 2 9357 0700 lz@see-saw-films.com	Trade Vendor		\$5,610,000.00		\$5,610,000.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 BOIES, SCHILLER & FLEXNER LLP 2200 Corporate Blvd. N.W. Boca Raton, FL 33431	Sherri Venticinqu-Presti 561-886-6000 FAX: 561-886-6006	Professional Services		\$4,499,926.32		\$4,499,926.32
8 SONY PICTURES ENTERTAINMENT 10202 West Washington Blvd Culver City, CA 90232	David A. Steinberg 310-244-6070 FAX: 310-244-8103	Film Participant Vendor		\$3,720,566.00		\$3,720,566.00
9 FINTAGE COLLECTION ACCOUNT MGMT. BV Schipholweg 71 2316 ZL Leiden The Netherlands	Marcel Hoogenberk 31 71 565 9928 marcel.hoogenberk@fintagehouse.com	Trade Vendor		\$3,327,588.00		\$3,327,588.00
10 O'MELVENY & MYERS LLP 1999 Avenue of the Stars 8th Fl Los Angeles, CA 90067-6035	Matthew Erramouspe 310-553-6700 FAX: 310-246-6779	Professional Services		\$3,154,077.03		\$3,154,077.03
11 LIGHT CHASER ANIMATION Art base one Cuigezhuang Chaoyang District Beijing 100103 China	Zhou Yu Gary@lightchaseranimation.com	Trade Vendor		\$2,250,000.00		\$2,250,000.00
12 LAVELY AND SINGER'S CLIENT TRUST 2049 Century Park east, Suite 2400 Los Angeles, CA 90067	Martin S Singer 310-556-3501 FAX: 310-556-3615	Trade Vendor		\$2,000,000.00		\$2,000,000.00
13 KASIMA, LLC 100 Enterprise Drive, Suite 505 Rockaway, NJ 07866	Mark Kurtz 201-252-4141 FAX: 201-512-4215	Trade Vendor		\$1,936,625.00		\$1,936,625.00
14 ALLIED INTEGRATED MARKETING 233 Broadway, 13th fl New York, NY 10279	Adam Cinque 212-819-8144 ACinque@alliedim.com	Trade Vendor		\$1,931,607.82		\$1,931,607.82
15 GREENBERG GLUSKER FIELDS 1900 Avenue of the Stars, Suite 2100 Los Angeles, CA 90067-4590	Bert Fields 310-785-6842 bfields@greenbergglusker.co	Professional Services		\$1,820,078.15		\$1,820,078.15
16 BRB INTERNATIONAL, S.A. Autovia Fuencarral-Alcobendas, KM12220 Madrid 28049 Spain	Carlos Biern 31 475 560 300 FAX: 31 475 560 144 info@brbbv.com	Trade Vendor		\$1,750,000.00		\$1,750,000.00
17 CREATIVE ARTIST AGENCY 2000 Ave of the Stars, Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Trade Vendor		\$1,494,537.25		\$1,494,537.25

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	DEBEVOISE & PLIMPTON LLP 919 Third Avenue, New York, NY 10022	Helen V. Cantwell 212-909-6000 hcantwell@debevoise.com	Professional Services		\$1,438,254.89		\$1,438,254.89
19	Y THEATRICAL LLC 9130 West Sunset Blvd. Los Angeles, CA 90069	David Barnes 310-789-7200 david.barnes@yucaipaco.com	Film Participant Vendor		\$1,385,146.00		\$1,385,146.00
20	TECHNICOLOR Dept. no 7658 Los Angeles, CA 90088-7658	Hunter Simon 805-445-1122 Hunter.Simon@technicolor.com	Trade Vendor		\$1,364,802.87		\$1,364,802.87
21	ACACIA FILMED ENTERTAINMENT 150 Melacon Road, Marksville, LA 71351	Matthew George 609 330 3930 Matt@acaciafilmedentertainment.com	Trade Vendor		\$1,310,832.65		\$1,310,832.65
22	SPEEDEE DISTRIBUTION, LLC 150 W 22nd St. FL 9, New York, NY 10011-6556	Glen Basner 917-484-8918 FAX: 917-484-8901 gbasner@filmnation.com	Trade Vendor		\$1,250,000.00		\$1,250,000.00
23	AMERICAN EXPRESS CARD MEMBER WIRE DEPOSITORY 1 Chase Plaza, New York, NY 10081	Christina Nunez-Gonzalez 602-537-6385 Christina.E.Nunez-Gonzalez@aexp.com	Trade Vendor		\$1,243,350.14		\$1,243,350.14
24	WALT DISNEY PICTURES AND TELEVISION 500 S Buena Vista St. Burbank, CA 91521	Chris Arroyo 818-560-1000 Chris.Arroyo@disney.com	Film Participant Vendor		\$1,137,734.00		\$1,137,734.00
25	SEYFARTH SHAW LLP 233 South Wacker Drive Suite 8000 Chicago, IL 60606	Gerald L. Maatman, Jr. 312-460-7965 gmaatman@seyfarth.com	Professional Services		\$1,114,433.27		\$1,114,433.27
26	22ND AND INDIANA INCORPORATED C/O Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00
27	CANAL PRODUCTIONS C/O Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00
28	KANZEON CORP 4020 Mandeville Canyon Rd Los Angeles, CA 90049	David O. Russell 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	PHASE 2 DIGITAL CINEMA CORP. 902 Broadway 9th Fl New York, NY 10010	Frank Lupo 212-206-8600 flupo@cinedigm.com	Trade Vendor		\$902,806.50		\$902,806.50
30	BARNES & THORNBURG 2029 Century Park East, Suite 300 Los Angeles, CA 90067-2904	Leasa Anderson 310-284-3880 Leasa.Anderson@btlaw.com	Professional Services		\$858,994.84		\$858,994.84

Fill in this information to identify the case and this filing:

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and are Not Insiders*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

-----X
In re: : Chapter 11
The Weinstein Company Holdings LLC, : Case No. 18-____ (____)
Debtor. :
-----X

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor.

Woodland Asset Holdings LLC

Fill in this information to identify the case and this filing:

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Statement of Corporate Ownership*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

-----X
 :
In re: : **Chapter 11**
 :
The Weinstein Company Holdings LLC, : **Case No. 18-_____ (___)**
 :
Debtor. :
 -----X

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:¹

Class A-1	Ownership %	Shares
2929 Media LP 3030 McKinney Suite 2301 Dallas, TX 75204	0.910%	10,000
A-1 Internation Investments BV (Quinta Communications SA) Hertog Hendriksingel 28 UNIT B 5216 BB's-Hertogenbosch the Netherlands	3.032%	33,333
Ambac Private Holdings, LLC One State Street Plaza New York, NY 10004	0.910%	10,000
Direct Solutions, Inc. (Technicolor) 2255 N. Ontario Street, Suite 100 Burbank, CA 91504	1.092%	12,000
Direct Solutions, Inc. (Technicolor) 2255 N. Ontario Street, Suite 100 Burbank, CA 91504	5.000%	54,962

¹ The Company, through its counsel, has been contacted by various lawyers for Georgina Chapman claiming that at least some of Harvey Weinstein's shares have been transferred pursuant to the terms of the divorce agreement between Ms. Chapman and Mr. Weinstein. Such transfers are not reflected in the Company's records.

TWCH Investors, Inc. C/O William A. Newman, Esq. 420 Lexington Ave., 18th Floor New York, NY 10170	5.094%	56,000
BP-PE2 Inc. C/O The Baupost Group, LLC 10 St. James Avenue, Suite 1700 Boston, MA 02116	1.365%	15,000
Eton Park TWC Holding Corp. (Eton Park Capital Mgmt.) 825 3rd Ave., 8th Floor New York, NY 10022	4.094%	45,000
Group M Movie Entertainment Inc. (WPP) Worldwide Plaza 825 8th Avenue New York, NY 10019	2.274%	25,000
HWCH Corp (Highbridge Capital Management) Highbridge Capital Management, LLC 9 West 57th St., 27th Floor New York, NY 10019	0.910%	10,000
Launchdock & Co. Hartford Series Fund, Inc: Hartford Capital Appreciation HLS Fund Wellington Management Company, LLP 75 State Street Boston, MA 02109	2.711%	29,800
Luxurylines & Co. Hartford Series Fund, Inc: Hartford Capital Appreciation HLS Fund Wellington Management Company, LLP 75 State Street Boston, MA 02109	2.292%	25,200
MATWIN LLC (Marathon Asset Management) 461 5th Avenue, 11th Floor New York, NY 10017	0.455%	5,000
Maverick Holdings Ltd. C/O Maverick Capital, Ltd. 300 Crescent Court, 18th Floor Dallas, TX 75201	0.188%	2,062
Maverick II Holdings, Ltd. C/O Maverick Capital, Ltd. 300 Crescent Court, 18th Floor Dallas, TX 75201	0.171%	1,877
Maverick USA II C/O Maverick Capital, Ltd.	0.097%	1,061

300 Crescent Court, 18th Floor Dallas, TX 75201		
NAOF Inc. (GLG Partners) C/O GLG Partners Services Ltd The Waterfront Centre, North Church Street, PO Box 2427 George Town, Grand Cayman, Cayman Islands	0.910%	10,000
Nevo, Aviv 12250 Castlegate Drive Los Angeles, CA 90049	0.101%	1,111
Radical Investments LP 5424 Deloache Ave. Dallas, TX 75220	0.910%	10,000
RS Movie Holdings LLC Two Manhattanville Road Second Floor Purchase, NY 10577	0.091%	1,000
Salomon, David 345 North Maple Drive Suite 205 Beverly Hills, CA 90210	0.091%	1,000
Saul, Julian P.O. Box 2128 Dalton, GA 30722	1.365%	15,000
SB America 2 Inc. Softbank Corp. 1-9-1, Higashi-shimbashi Minato-ku, 105-7303 Tokyo, Japan	0.910%	10,000
Sofidiv, Inc. (LVMH) 1-9-1, Higashi-shimbashi Minato-ku, 105-7303 Tokyo, Japan	0.910%	10,000
Viola Brothers Productions LLC 19 East 57th St. New York, NY 10022	0.364%	4,000
WCH Holdco 2, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	1.046%	11,499
WCH Holdco 3, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	0.206%	2,267

WCH Holdco, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	3.751%	41,234
The Weinstein Company Holdings LLC 99 Hudson Street, 4th Floor New York, NY 10013	1.819%	20,000
Weinstein, Harvey C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	1.365%	15,000
Weinstein, Robert C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	1.365%	15,000
Woodland Asset Holdings LLC 350 Park Avenue, 11th Floor New York, NY 10022	10.000%	109,924

Class A-2	Ownership %	Shares
Goldman Sachs One New York Plaza New York, NY 10004	4.55%	50,000.00

Class B	Ownership %	Shares
Harvey Weinstein C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	17.32%	190,369.62
Harvey Weinstein 2005 GRAT C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	2.28%	25,077.08
Robert Weinstein C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	17.32%	190,369.62
Robert Weinstein 2005 GRAT C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	2.28%	25,077.08

Class W	Ownership %	Shares
Harvey Weinstein C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	0.23%	2,507.78
Robert Weinstein C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	0.23%	2,507.78

Fill in this information to identify the case and this filing:

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name The Weinstein Company Holdings LLC

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 20-2183837

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
------------------------------------	---

99 Hudson Street
Number Street

Number Street

4th Floor

P.O. Box

New York, New York 10013
City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

New York County
County

Number Street

City State Zip Code

5. Debtor's website (URL) www.WeinsteinCo.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5121

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

- Yes. District _____ When MM / DD / YYYY Case number _____
- District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

- Yes. Debtor See Rider 1 Relationship _____
- District _____ When MM / DD / YYYY
- Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No See Rider 2
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

X /s/ Robert Del Genio Robert Del Genio
Signature of authorized representative of debtor Printed name
Title Chief Restructuring Officer

18. Signature of attorney
- X** /s/ Mark D. Collins Date 03/19/2018
Signature of attorney for debtor MM / DD / YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 North King Street
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 651-7700 collins@rjf.com
Contact phone Email address

2981 DE
Bar number State

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

-----X
In re: : Chapter 11
The Weinstein Company Holdings LLC, : Case No. 18-____ (____)
Debtor. :
-----X

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of The Weinstein Company Holdings LLC.

- Avenging Eagle SPV, LLC
- Branded Partners LLC
- Check Hook LLC
- CTHD 2 LLC
- Cues TWC (ASCAP), LLC
- Current War SPV, LLC
- DRT Films, LLC
- DRT Rights Management LLC
- FFPAD, LLC
- HRK Films, LLC
- InDirections LLC
- InteliPartners LLC
- ISED, LLC
- MarcoTwo, LLC
- One Chance LLC
- PA Entity 2017, LLC
- Paddington 2, LLC
- PS Post LLC
- Scream 2 TC Borrower, LLC
- Small Screen Productions LLC
- Small Screen Trades LLC
- Spy Kids TV Borrower, LLC
- Team Players LLC

- The Actors Group LLC
- The Giver SPV, LLC
- The Weinstein Company Holdings LLC
- The Weinstein Company LLC
- Tulip Fever LLC
- TWC Borrower 2016, LLC
- TWC Domestic LLC
- TWC Fearless Borrower, LLC
- TWC Library Songs (BMI), LLC
- TWC Loop LLC
- TWC Mist, LLC
- TWC Polaroid SPV, LLC
- TWC Production-Acquisition Borrower 2016, LLC
- TWC Production, LLC
- TWC Replenish Borrower, LLC
- TWC Short Films, LLC
- TWC Untouchable SPV, LLC
- TWC Waco SPV, LLC
- Twenty O Five Holdings, LLC
- W Acquisition Company LLC
- WC Film Completions, LLC
- Weinstein Books, LLC
- Weinstein Development LLC
- Weinstein Global Funding Corp.
- Weinstein Global Film Corp.
- Weinstein Productions LLC
- Weinstein Television LLC
- WTV Guantanamo SPV, LLC
- WTV JCP Borrower 2017, LLC
- WTV Kalief Browder Borrower, LLC
- WTV Scream 3 SPV, LLC
- WTV Yellowstone SPV, LLC

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

-----X
In re: : Chapter 11
The Weinstein Company Holdings LLC, : Case No. 18-____ (____)
Debtor. :
-----X

Rider 2

Real Property or Personal Property that Needs Immediate Attention

Question 12, among other things, asks the debtor to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

The above-captioned debtor (the “**Debtor**”) does not believe it owns or possesses any real or personal property that (i) poses a threat of imminent and identifiable hazard to public health or safety, (ii) needs to be physically secured or protected from the weather, or (iii) includes perishable goods or assets that could quickly deteriorate. The Debtor notes that it is not aware of the exact definition of “imminent and identifiable hazard” as used in this form.

**UNANIMOUS WRITTEN
CONSENT OF THE BOARD OF REPRESENTATIVES
OF THE WEINSTEIN COMPANY HOLDINGS LLC**

March 19, 2018

The undersigned, being all of the members of the Board of Representatives (the “**Board**”) of The Weinstein Company Holdings LLC, a Delaware limited liability company (the “**Company**”), hereby consent in writing, pursuant to the provisions of applicable law, based on the advice of the Company’s professionals and advisors, and after thorough discussions, to the following actions and hereby adopt the following resolutions:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company and by each of its direct and indirect wholly-owned subsidiaries listed on Schedule A hereto (the “**Subsidiaries**”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Chapter 11 Case**”);

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the law firm of Cravath, Swaine & Moore LLP (“**Cravath**”), as bankruptcy co-counsel for the Company, and the law firm of Richards, Layton & Finger, P.A. (“**RL&F**”), as bankruptcy co-counsel for the Company, each under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of FTI Consulting, Inc. (“**FTI**”), to provide the Company with restructuring and interim management services, subject to any requisite bankruptcy court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Moelis & Company LLC (“**Moelis**”), as investment banker for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval; and

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Epiq Bankruptcy Solutions, LLC (“**Epiq**”), as claims agent and administrative advisor for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

NOW THEREFORE BE IT RESOLVED, that the Company and each of the Subsidiaries shall be, and hereby is, authorized and directed to: (a) each file a voluntary petition (collectively, the “**Petition**”) for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and it be further

RESOLVED, that Robert Del Genio and Luke Schaeffer be, and hereby are, appointed as officers of the Company with the titles of Chief Restructuring Officer (the “**CRO**”) and Chief Strategy Officer (the “**CSO**”), respectively, and both the CRO and CSO and each of the other officers of the Company or members of the Board of the Company (each individually, an “**Authorized Person**” and collectively, the “**Authorized Persons**”) shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of and in the name of the Company and each of the subsidiaries to: (a) verify and execute the Petition, as well as all other ancillary documents, and file, or cause to be filed with the Bankruptcy Court, the Petition and make or cause to be made, prior to execution thereof, any modifications to the Petition or ancillary documents as any such Authorized Person, in such officer’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (the approval of which to be conclusively established by the execution thereof by such Authorized Person); (b) verify, execute and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including authorization to incur debtor-in-possession indebtedness and to enter into debtor-in-possession loan agreements and related documents) necessary or desirable in connection with the foregoing; and (c) verify and execute or cause to be executed any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Person may approve; and it be further

RESOLVED, that the Authorized Persons of the Company shall be, and each of them, acting alone, hereby is, authorized and empowered to retain, on behalf of the Company: (a) Cravath, as bankruptcy co-counsel for the Company; (b) RL&F, as bankruptcy co-counsel for the Company; (c) FTI, to provide the Company with restructuring and interim management services; (c) Moelis, as investment banker for the Company; (d) Epiq, as claims agent and administrative advisor for the Company; and (e) such additional professionals, including attorneys, accountants, consultants or brokers, in each case as in such officer’s or officers’ judgment may be necessary or desirable in connection with the Company’s Chapter 11 Case and other related matters, on such terms as such officer or officers shall approve; and it be further

RESOLVED, that the Company shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions (the “**Financing Transactions**”) with such lenders and other parties

and on such terms as may be approved by one or more of the Authorized Persons, as reasonably necessary for the continuing conduct of the business and affairs of the Company and (b) pay related fees and grant security interests in and liens upon, some, all or substantially all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Persons in connection with such Financing Transactions; and it be further

RESOLVED, that the Board hereby approves the form, terms and provisions of the Asset Purchase Agreement (the "**Stalking Horse Agreement**"), between the Company, its debtor affiliates and Buyer (as defined in the Stalking Horse Agreement), in substantially the form submitted to the Board, with such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable; and it be further

RESOLVED, that the Company shall be, and hereby is, and the Authorized Persons shall be, and each of them, acting alone, hereby is, in the name of and on behalf of the Company, authorized, directed and empowered to execute and deliver the Stalking Horse Agreement and any documents contemplated by or related to the Stalking Horse Agreement, each in the form or substantially in the form submitted to the Board, with such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable; and it be further

RESOLVED, that the Company shall be, and hereby is, and the Authorized Persons shall be, and each of them, acting alone, hereby is, in the name and on behalf of the Company, authorized, directed and empowered to file a motion with the Bankruptcy Court (i) seeking approval of bidding procedures to be used to facilitate a potential sale of all or substantially all of the Company's assets pursuant to section 363 of the Bankruptcy Code (the "**Potential Sale Transaction**"), (ii) seeking approval of Buyer as a stalking horse purchaser (the "**Stalking Horse Bidder**") for the Potential Sale Transaction pursuant to the Stalking Horse Agreement and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Board, subject to such modifications thereto as the Authorized Persons and the Company's management may deem necessary or advisable (the approval of which to be conclusively established by the execution thereof by an Authorized Person); and it be further

RESOLVED, that the Authorized Persons shall be, and each of them alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court; and it be further

RESOLVED, that the Authorized Persons shall be, and each of them alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to (a) take actions and negotiate, or cause to be prepared and negotiated, and, subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any other agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including the Potential Sale Transaction contemplated by the Stalking Horse Agreement) and for any related relief; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons of the Company, each of the Authorized Persons of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company and/or the subsidiaries, as applicable, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents, including, without limitation, (a) limited liability company agreements of certain subsidiaries or amendments and/or restatements thereof, in the Company's capacity as sole member of such subsidiaries, and (b) further resolutions authorizing or otherwise facilitating the matters described in these resolutions for any subsidiaries, in the Company's capacity as sole member of such subsidiaries, and to pay all expenses, including filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it be further

RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed for or on behalf of the Company and any subsidiaries by any Authorized Person prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.

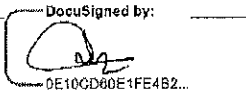
This Unanimous Written Consent may be executed in one or more counterparts.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative



Lance Maerov
Class A Representative

Robert Weinstein
Class W Representative

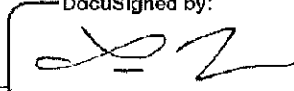
Frank Rainone
Class W Representative

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

DocuSigned by:



Lance E7F2D62337334DA...
Class A Representative

Robert Weinstein
Class W Representative

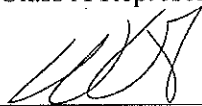
Frank Rainone
Class W Representative

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

Lance Maerov
Class A Representative



Robert Weinstein
Class W Representative

Frank Rainone
Class W Representative

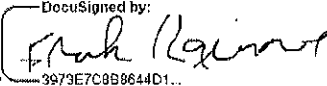
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, have executed this Unanimous Written Consent as of the date first set forth above.

BOARD OF REPRESENTATIVES

Tarak Ben Ammar
Class A Representative

Lance Maerov
Class A Representative

Robert Weinstein
Class W Representative

DocuSigned by:

3979E7C9B8644D1...
Frank Rainone
Class W Representative

Schedule A

Avenging Eagle SPV, LLC
Branded Partners LLC
Check Hook LLC
CTHD 2 LLC
Cues TWC (ASCAP), LLC
Current War SPV, LLC
DRT Films, LLC
DRT Rights Management LLC
FFPAD, LLC
HRK Films, LLC
InDirections LLC
InteliPartners LLC
ISED, LLC
MarcoTwo, LLC
One Chance LLC
PA Entity 2017, LLC
Paddington 2, LLC
PS Post LLC
Scream 2 TC Borrower, LLC
Small Screen Productions LLC
Small Screen Trades LLC
Spy Kids TV Borrower, LLC
Team Players LLC
The Actors Group LLC
The Giver SPV, LLC
The Weinstein Company LLC
Tulip Fever LLC
TWC Borrower 2016, LLC
TWC Domestic LLC
TWC Fearless Borrower, LLC
TWC Library Songs (BMI), LLC
TWC Loop LLC
TWC Mist, LLC
TWC Polaroid SPV, LLC
TWC Production-Acquisition Borrower 2016, LLC
TWC Production, LLC
TWC Replenish Borrower, LLC
TWC Short Films, LLC
TWC Untouchable SPV, LLC
TWC Waco SPV, LLC
Twenty O Five Holdings, LLC
W Acquisition Company LLC
WC Film Completions, LLC
Weinstein Books, LLC

Weinstein Development LLC
Weinstein Global Funding Corp.
Weinstein Global Film Corp.
Weinstein Productions LLC
Weinstein Television LLC
WTV Guantanamo SPV, LLC
WTV JCP Borrower 2017, LLC
WTV Kalief Browder Borrower, LLC
WTV Scream 3 SPV, LLC
WTV Yellowstone SPV, LLC

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

-----X
: **Chapter 11**
: **Case No. 18-_____ (___)**
: **Debtor.**
-----X

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
THIRTY (30) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “**Debtors**”) hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top thirty (30) unsecured creditors (the “**Top Thirty List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top Thirty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top Thirty List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information presented in the Top Thirty List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the thirty (30) largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the thirty (30) largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SARTRACO, INC. C/O LETO BASSUK 777 Brickwell Ave., Ste 600 Miami, FL 33131	Justin Leto, Larry Bassuk 305-577-8448 JLeto@letobassuk.com; lbassuk@letobassuk.com	Judgement Creditor	D	\$17,367,331.00		\$17,367,331.00
2	WANDA PICTURES F18, BlockC, Century Square No. 352, Qingyang Rd. Lanzhou 730030 China	Tian Di 1-880-942-1670 Rhcnpcpa.com	Film Participant Vendor		\$14,407,220.54		\$14,407,220.54
3	PALISADES MEDIA GROUP INC 1620 26th St. Suite 200S Santa Monica, CA 90404	CONTACT: Russell Dean PHONE: 310-564-5465 FAX: 310-828-7852	Trade Vendor		\$13,731,757.06		\$13,731,757.06
4	BOIES, SCHILLER & FLEXNER (1999) LLC 2200 Corporate Blvd. N.W. Boca Raton, FL 33431	Sherri Venticinque-Presti 561-886-6000 FAX: 561-886-6006	Film Participant Vendor		\$5,697,646.05		\$5,697,646.05
5	VIACOM INTERNATIONAL 1515 Broadway New York, NY 10036	W. Keyes Hill-Edgar 212-846-6491 FAX: 201-422-6628	Trade Vendor		\$5,613,918.95		\$5,613,918.95
6	CROSS CITY FILMS LTD 74 Rivington Street London EC2A 3AY United Kingdom	Layla Zhang 61 2 9357 0700 lz@see-saw-films.com	Trade Vendor		\$5,610,000.00		\$5,610,000.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 BOIES, SCHILLER & FLEXNER LLP 2200 Corporate Blvd. N.W. Boca Raton, FL 33431	Sherri Venticinque-Presti 561-886-6000 FAX: 561-886-6006	Professional Services		\$4,499,926.32		\$4,499,926.32
8 SONY PICTURES ENTERTAINMENT 10202 West Washington Blvd Culver City, CA 90232	David A. Steinberg 310-244-6070 FAX: 310-244-8103	Film Participant Vendor		\$3,720,566.00		\$3,720,566.00
9 FINTAGE COLLECTION ACCOUNT MGMT. BV Schipholweg 71 2316 ZL Leiden The Netherlands	Marcel Hoogenberk 31 71 565 9928 marcel.hoogenberk@fintagehouse.com	Trade Vendor		\$3,327,588.00		\$3,327,588.00
10 O'MELVENY & MYERS LLP 1999 Avenue of the Stars 8th Fl Los Angeles, CA 90067-6035	Matthew Erramouspe 310-553-6700 FAX: 310-246-6779	Professional Services		\$3,154,077.03		\$3,154,077.03
11 LIGHT CHASER ANIMATION Art base one Cuigezhuang Chaoyang District Beijing 100103 China	Zhou Yu Gary@lightchaseranimation.com	Trade Vendor		\$2,250,000.00		\$2,250,000.00
12 LAVELY AND SINGER'S CLIENT TRUST 2049 Century Park east, Suite 2400 Los Angeles, CA 90067	Martin S Singer 310-556-3501 FAX: 310-556-3615	Trade Vendor		\$2,000,000.00		\$2,000,000.00
13 KASIMA, LLC 100 Enterprise Drive, Suite 505 Rockaway, NJ 07866	Mark Kurtz 201-252-4141 FAX: 201-512-4215	Trade Vendor		\$1,936,625.00		\$1,936,625.00
14 ALLIED INTEGRATED MARKETING 233 Broadway, 13th fl New York, NY 10279	Adam Cinque 212-819-8144 ACinque@alliedim.com	Trade Vendor		\$1,931,607.82		\$1,931,607.82
15 GREENBERG GLUSKER FIELDS 1900 Avenue of the Stars, Suite 2100 Los Angeles, CA 90067-4590	Bert Fields 310-785-6842 bfields@greenbergglusker.co	Professional Services		\$1,820,078.15		\$1,820,078.15
16 BRB INTERNATIONAL, S.A. Autovia Fuencarral-Alcobendas, KM12220 Madrid 28049 Spain	Carlos Biern 31 475 560 300 FAX: 31 475 560 144 info@brbbv.com	Trade Vendor		\$1,750,000.00		\$1,750,000.00
17 CREATIVE ARTIST AGENCY 2000 Ave of the Stars, Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Trade Vendor		\$1,494,537.25		\$1,494,537.25

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	DEBEVOISE & PLIMPTON LLP 919 Third Avenue, New York, NY 10022	Helen V. Cantwell 212-909-6000 hcantwell@debevoise.com	Professional Services		\$1,438,254.89		\$1,438,254.89
19	Y THEATRICAL LLC 9130 West Sunset Blvd. Los Angeles, CA 90069	David Barnes 310-789-7200 david.barnes@yucaipaco.com	Film Participant Vendor		\$1,385,146.00		\$1,385,146.00
20	TECHNICOLOR Dept. no 7658 Los Angeles, CA 90088-7658	Hunter Simon 805-445-1122 Hunter.Simon@technicolor.com	Trade Vendor		\$1,364,802.87		\$1,364,802.87
21	ACACIA FILMED ENTERTAINMENT 150 Melacon Road, Marksville, LA 71351	Matthew George 609 330 3930 Matt@acaciafilmedentertainment.com	Trade Vendor		\$1,310,832.65		\$1,310,832.65
22	SPEEDEE DISTRIBUTION, LLC 150 W 22nd St. FL 9, New York, NY 10011-6556	Glen Basner 917-484-8918 FAX: 917-484-8901 gbasner@filmnation.com	Trade Vendor		\$1,250,000.00		\$1,250,000.00
23	AMERICAN EXPRESS CARD MEMBER WIRE DEPOSITORY 1 Chase Plaza, New York, NY 10081	Christina Nunez-Gonzalez 602-537-6385 Christina.E.Nunez-Gonzalez@aexp.com	Trade Vendor		\$1,243,350.14		\$1,243,350.14
24	WALT DISNEY PICTURES AND TELEVISION 500 S Buena Vista St. Burbank, CA 91521	Chris Arroyo 818-560-1000 Chris.Arroyo@disney.com	Film Participant Vendor		\$1,137,734.00		\$1,137,734.00
25	SEYFARTH SHAW LLP 233 South Wacker Drive Suite 8000 Chicago, IL 60606	Gerald L. Maatman, Jr. 312-460-7965 gmaatman@seyfarth.com	Professional Services		\$1,114,433.27		\$1,114,433.27
26	22ND AND INDIANA INCORPORATED C/O Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00
27	CANAL PRODUCTIONS C/O Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067	Marissa Hughes 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00
28	KANZEON CORP 4020 Mandeville Canyon Rd Los Angeles, CA 90049	David O. Russell 424-288-2000 Trustfollowuplz@caa.com	Film Participant Vendor		\$940,706.00		\$940,706.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	PHASE 2 DIGITAL CINEMA CORP. 902 Broadway 9th Fl New York, NY 10010	Frank Lupo 212-206-8600 flupo@cinedigm.com	Trade Vendor		\$902,806.50		\$902,806.50
30	BARNES & THORNBURG 2029 Century Park East, Suite 300 Los Angeles, CA 90067-2904	Leasa Anderson 310-284-3880 Leasa.Anderson@btlaw.com	Professional Services		\$858,994.84		\$858,994.84

Fill in this information to identify the case and this filing:

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and are Not Insiders*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

-----X
In re: : Chapter 11
The Weinstein Company Holdings LLC, : Case No. 18-____ (____)
Debtor. :
-----X

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the above-captioned debtor (the “**Debtor**”) certifies that the following corporate entities directly or indirectly own 10% or more of the Debtor.

Woodland Asset Holdings LLC

Fill in this information to identify the case and this filing:

Debtor Name The Weinstein Company Holdings LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

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Declaration and signature

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

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- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Statement of Corporate Ownership*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

-----X
In re: : **Chapter 11**
:
The Weinstein Company Holdings LLC, : **Case No. 18-_____ (___)**
:
Debtor. :
-----X

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following name and address of the holders of its limited liability company interests:¹

Class A-1	Ownership %	Shares
2929 Media LP 3030 McKinney Suite 2301 Dallas, TX 75204	0.910%	10,000
A-1 Internation Investments BV (Quinta Communications SA) Hertog Hendriksingel 28 UNIT B 5216 BB's-Hertogenbosch the Netherlands	3.032%	33,333
Ambac Private Holdings, LLC One State Street Plaza New York, NY 10004	0.910%	10,000
Direct Solutions, Inc. (Technicolor) 2255 N. Ontario Street, Suite 100 Burbank, CA 91504	1.092%	12,000
Direct Solutions, Inc. (Technicolor) 2255 N. Ontario Street, Suite 100 Burbank, CA 91504	5.000%	54,962

¹ The Company, through its counsel, has been contacted by various lawyers for Georgina Chapman claiming that at least some of Harvey Weinstein's shares have been transferred pursuant to the terms of the divorce agreement between Ms. Chapman and Mr. Weinstein. Such transfers are not reflected in the Company's records.

TWCH Investors, Inc. C/O William A. Newman, Esq. 420 Lexington Ave., 18th Floor New York, NY 10170	5.094%	56,000
BP-PE2 Inc. C/O The Baupost Group, LLC 10 St. James Avenue, Suite 1700 Boston, MA 02116	1.365%	15,000
Eton Park TWC Holding Corp. (Eton Park Capital Mgmt.) 825 3rd Ave., 8th Floor New York, NY 10022	4.094%	45,000
Group M Movie Entertainment Inc. (WPP) Worldwide Plaza 825 8th Avenue New York, NY 10019	2.274%	25,000
HWCH Corp (Highbridge Capital Management) Highbridge Capital Management, LLC 9 West 57th St., 27th Floor New York, NY 10019	0.910%	10,000
Launchdock & Co. Hartford Series Fund, Inc: Hartford Capital Appreciation HLS Fund Wellington Management Company, LLP 75 State Street Boston, MA 02109	2.711%	29,800
Luxurylines & Co. Hartford Series Fund, Inc: Hartford Capital Appreciation HLS Fund Wellington Management Company, LLP 75 State Street Boston, MA 02109	2.292%	25,200
MATWIN LLC (Marathon Asset Management) 461 5th Avenue, 11th Floor New York, NY 10017	0.455%	5,000
Maverick Holdings Ltd. C/O Maverick Capital, Ltd. 300 Crescent Court, 18th Floor Dallas, TX 75201	0.188%	2,062
Maverick II Holdings, Ltd. C/O Maverick Capital, Ltd. 300 Crescent Court, 18th Floor Dallas, TX 75201	0.171%	1,877
Maverick USA II C/O Maverick Capital, Ltd.	0.097%	1,061

300 Crescent Court, 18th Floor Dallas, TX 75201		
NAOF Inc. (GLG Partners) C/O GLG Partners Services Ltd The Waterfront Centre, North Church Street, PO Box 2427 George Town, Grand Cayman, Cayman Islands	0.910%	10,000
Nevo, Aviv 12250 Castlegate Drive Los Angeles, CA 90049	0.101%	1,111
Radical Investments LP 5424 Deloache Ave. Dallas, TX 75220	0.910%	10,000
RS Movie Holdings LLC Two Manhattanville Road Second Floor Purchase, NY 10577	0.091%	1,000
Salomon, David 345 North Maple Drive Suite 205 Beverly Hills, CA 90210	0.091%	1,000
Saul, Julian P.O. Box 2128 Dalton, GA 30722	1.365%	15,000
SB America 2 Inc. Softbank Corp. 1-9-1, Higashi-shimbashi Minato-ku, 105-7303 Tokyo, Japan	0.910%	10,000
Sofidiv, Inc. (LVMH) 1-9-1, Higashi-shimbashi Minato-ku, 105-7303 Tokyo, Japan	0.910%	10,000
Viola Brothers Productions LLC 19 East 57th St. New York, NY 10022	0.364%	4,000
WCH Holdco 2, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	1.046%	11,499
WCH Holdco 3, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	0.206%	2,267

WCH Holdco, Inc. (Fidelity) C/O Fidelity Investments E31C 82 Devonshire Street Boston, MA 02109-3614	3.751%	41,234
The Weinstein Company Holdings LLC 99 Hudson Street, 4th Floor New York, NY 10013	1.819%	20,000
Weinstein, Harvey C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	1.365%	15,000
Weinstein, Robert C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	1.365%	15,000
Woodland Asset Holdings LLC 350 Park Avenue, 11th Floor New York, NY 10022	10.000%	109,924

Class A-2	Ownership %	Shares
Goldman Sachs One New York Plaza New York, NY 10004	4.55%	50,000.00

Class B	Ownership %	Shares
Harvey Weinstein C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	17.32%	190,369.62
Harvey Weinstein 2005 GRAT C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	2.28%	25,077.08
Robert Weinstein C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	17.32%	190,369.62
Robert Weinstein 2005 GRAT C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	2.28%	25,077.08

Class W	Ownership %	Shares
Harvey Weinstein C/O Citrin Cooperman 529 5th Avenue New York, NY 10017	0.23%	2,507.78
Robert Weinstein C/O Spielman, Koenigsberg & Parker, LLP 1745 Broadway, Floor 18 New York, NY 10019	0.23%	2,507.78

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(State)

Case number (If known): _____

Official Form 202

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- Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/19/2018
MM / DD / YYYY

/s/ Robert Del Genio
Signature of individual signing on behalf of debtor

Robert Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor