

March 1, 2016

To the Creditors of:  
Simon Worldwide, Inc.  
a Delaware Corporation

RE: NOTICE OF COMMENCEMENT OF ASSIGNMENT  
FOR THE BENEFIT OF CREDITORS

Dear Sir/Madam:

Please be advised that Simon Worldwide, Inc. (the “Company”) executed an Assignment for the Benefit of Creditors (the “Assignment”) in favor of Development Specialists, Inc. (the “Assignee”). In accordance with the applicable Assignment for the Benefit of Creditors provisions under the laws of the State of Delaware, a petition commencing this matter was filed with the Court of Chancery for the State of Delaware on February 8, 2016. Attached as Exhibit A, please find a copy of the petition and the Trust Agreement that were filed with the Court. Attached as Exhibit B, please find a copy of the Order approving the Assignment.

History

The Company has been in business for in excess of 40 years, having initially operated as a promotional marketing company until approximately 2002, when it suddenly lost a significant majority of its business, had to dispose of its assets, settle its liabilities related to the promotion business and defend and pursue litigation with respect to the loss of the business.

The Company, which was a public corporation, was kept active as it explored various alternative courses of action, including possibly acquiring or combining with one or more operating businesses. Toward that end, the Company reviewed and analyzed a number of proposed transactions over the years and in March of 2013, reported that it had entered into a limited liability company agreement with several other members to form Three Lions Entertainment, LLC (“Three Lions”).

Three Lions was a branded entertainment production company that was attempting to revive television programming “Fashion Rocks” and “Movies Rock”, which had previously shown promise. The Company invested approximately \$8.5 million as an equity infusion into Three Lions as well as posting a letter of credit for approximately \$200,000, to guarantee the lease on the Three Lions office.

Due to a number of adverse factors, but in particular, a ratings performance well below expectations on the initial “Fashion Rocks” broadcast in September 2014, and the resultant decision to cancel further production on other projects, Three Lions sustained unanticipated losses. Soon thereafter, the Executive

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70 West Madison Street, Suite 2300 • Chicago, Illinois 60602-4250 • Telephone: 312.263.4141 • Fax: 312.263.1180 • [www.dsi.biz](http://www.dsi.biz)

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Board of Three Lions approved the liquidation of the assets and the dissolution of Three Lions in accordance with Delaware law. From this liquidation, no amounts were distributed to the Company or to the other members of Three Lions.

In late 2015, the Board of Directors of the Company decided to conduct a special meeting of the stockholders in late January 2016, to among other business approve the execution of the Assignment and to dissolve the Company.

### Assignment

As of the date the Assignment was filed with the Court of Chancery, February 8, 2016, the Company owned no real property or physical assets. Attached as Exhibit C is a schedule of "Assets & Liabilities" for the Company as of the date of the Assignment (information used to compile this schedule was taken from the books and records of the Company and is provided for informational purposes only). This schedule provides book values for the assets, which might not be what is actually recovered in the liquidation. Further, the possible recovery of the cash surrender value of the life insurance on a former employee of the Company may not be attainable. The Assignee is presently attempting to recover more information about this asset.

The Assignee is in the process of conducting a UCC search with the Secretary of State of Delaware to determine if any liens have been filed against the assets of the Company. At this time, we have "no liens outstanding on the Company's current assets."

This notice is being sent to all known creditors of Simon Worldwide, Inc. including all taxing authorities and all representatives of creditors that are known. Attached is an Affidavit of Claim form that must be completed and returned to the Assignee no later than **May 20, 2016**, along with any documents substantiating the claim. Creditors who fail to file their proofs of claim by that date will not be entitled to share in any distribution arising out of the liquidation of the Company's assets.

Please do not hesitate to contact Steven Victor ([svictor@dsi.biz](mailto:svictor@dsi.biz)) or John Wheeler ([jwheeler@dsi.biz](mailto:jwheeler@dsi.biz)) by e-mail or telephone at (312) 263-4141, if you have any questions regarding this matter.

Thank you for your cooperation in this matter.

Very truly yours,



Steven L. Victor  
For Development Specialists, Inc.,  
solely in its capacity as Assignee for the Benefit of Creditors of  
Simon Worldwide, Inc.