

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Ref. Docket Nos. 407 and '66:

**ORDER (I) ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM,
ADMINISTRATIVE EXPENSES INCURRED ON OR BEFORE DECEMBER 20, 2018,
AND SECTION 503(B)(9) CLAIMS AND (II) APPROVING THE FORM AND MANNER
OF NOTICE THEREOF**

Upon consideration of the motion [Docket No. 407] (the “Motion”)² of Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Cases”) for entry of an order, pursuant to sections 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) establishing deadlines for filing proofs of claim, administrative expenses incurred on or before December 20, 2018, and section 503(b)(9) claims in the Cases, and (ii) approving the form, timing and manner of notice of such deadlines; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors’ address is 1800 Century Park East, Suite 600, Los Angeles, California 90067.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein:

(i) 5:00 p.m. (prevailing Eastern Time) on **January 25, 2019** is established as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a "Proof of Claim") based on claims against the Debtors that arose prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code (the "General Bar Date");

(ii) 5:00 p.m. (prevailing Eastern Time) on **January 25, 2019** is established as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that holds or wishes to assert an administrative expense pursuant to section 503(b) of the Bankruptcy Code (except for section 503(b)(9) claims, which are subject to the General Bar Date) (each, an "Initial Administrative Expense") must file a request for payment of such Initial Administrative

Expense (each, a “Request for Initial Administrative Expense”) based on administrative expenses that arose during the period from the Petition Date through and including December 20, 2018 (the “Initial Administrative Expense Period”) (such bar date, the “Initial Administrative Expense Bar Date”); and

(iii) 5:00 p.m. (prevailing Eastern Time) on **March 5, 2019** is established as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file a Proof of Claim against the Debtors based on claims against the Debtors that arose prior to the Petition Date (the “Government Bar Date”).

3. If the Debtors file an amendment to or supplement their Schedules subsequent to the mailing of the Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against a Debtor, or to add a new claim, they will provide notice of any such amendment or supplement to the holders of the claims affected thereby within five (5) days of such filing. Holders of the claims affected by any such amendments must file Proofs of Claim with respect to such claims on or before the later of (i) the applicable General Bar Date or Government Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the date on which notice is served (the “Supplemental Bar Date”); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors file an amendment or supplement to their Schedules shall not be required to file another Proof of Claim if the Claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

4. Any counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time)

on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease, and (ii) the General Bar Date (the “Rejection Bar Date”). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, unless such party is expressly excluded from filing a Proof of Claim, must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable; and (b) an Initial Administrative Expense on account of such executory contract or unexpired lease, unless such party is expressly excluded from filing a Request for Initial Administrative Expense, must file a Request for Initial Administrative Expense for such Initial Administrative Expense on or before the Initial Administrative Expense Bar Date.

5. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any claim (as defined in section 101(5) of the Bankruptcy Code) against a Debtor that arose prior to the Petition Date, must file an original, written proof of such claim that substantially conforms to the proof of claim form (the “Proof of Claim Form”), annexed hereto as **Exhibit 2**, so as to be received on or before the applicable Bar Date by the Claims Agent.

6. The following persons or entities are *not* required to file a Proof of Claim on or before the General Bar Date or the Government Bar Date, as applicable:

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated”; (ii) who does not dispute the amount, priority, or nature of the claim as set forth in the Schedules; and (iii) who does not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. any person or entity whose claim has been paid in full;

- c. any person or entity that holds a direct or indirect interest in any of the Debtors, which interest is based exclusively upon the ownership of membership interests or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;
- d. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date (provided that holders of claims allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code are required, unless specifically excepted hereunder, to file a Request for Initial Administrative Expense for administrative expenses arising on or before December 20, 2018);
- e. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- f. any holder of a claim for which a separate deadline is fixed by this Court;
- g. any holder of a claim against the Debtors that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- h. any Debtor holding a claim against another Debtor;
- i. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j. the Agent on account of any claims allowed pursuant to that certain *Final Order, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Related Relief* [Docket No. 135].

7. Any person or entity that relies on the Schedules has the responsibility to determine that the Claim is accurately listed in the Schedules.

8. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts an Initial

Administrative Expense, must file an original, written request for payment of such expense that substantially conforms to the form of Request for Initial Administrative Expense (the “Request for Initial Administrative Expense Form”) annexed hereto as **Exhibit 3**, so as to be received on or before the Initial Administrative Expense Bar Date by the Claims Agent.

9. The following Initial Administrative Claims are ***not required*** to be filed pursuant to a Request for Initial Administrative Expense on or before the Initial Administrative Expense Bar Date:

- a. any Initial Administrative Expenses that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- b. Initial Administrative Expenses previously filed with the Claims Agent or the Court;
- c. Initial Administrative Expenses of FTI Consulting or of any professionals retained by the Debtors or the Committee, pursuant to orders of the Court, who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- d. any Initial Administrative Expense by any member of the Committee for reimbursement of expenses (including attorneys’ fees) incurred in connection with the member’s service on the Committee;
- e. any Initial Administrative Expense by any current officer or director of the Debtors;
- f. any Initial Administrative Expense for fees payable to the Clerk of this Court;
- g. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- h. any Initial Administrative Expense by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code, or for any other postpetition tax;
- i. any Initial Administrative Expense held by the Agent on account of any claims allowed pursuant to that certain *Final Order, Pursuant to Sections*

105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Related Relief [Docket No. 135];

- j. any Initial Administrative Expense held by one Debtor against another Debtor;
- k. ordinary course Initial Administrative Expenses (a) for postpetition payroll and employee benefits or (b) for any payments in respect of any key employee retention or incentive plans approved by the Court; and
- l. Administrative Expenses arising after December 20, 2018 (which may be fixed at a later time).

10. The Debtors' Claims Agent shall mail the Bar Date Package within seven (7) days of the entry of this Order (such mailing date, the "Bar Date Notice Mailing Date"). Each person or entity entitled to receive notice hereunder will receive (i) the Bar Date Notice; (ii) a Proof of Claim Form, substantially in the form attached hereto as **Exhibit 2**, *provided, however*, that such Proof of Claim Form may be customized for each creditor whose claim is listed on the Schedules with the creditor's name, address, and information regarding the nature, amount, and status of its claim(s) as reflected in the Schedules, and (iii) a Request for Initial Administrative Expense Form.

11. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of parties in interest (e.g. banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (iii) additional potential claimants become known as a result of the Bar Date mailing process. The Debtors shall be permitted to make supplemental mailings of the Bar Date Package in these and similar circumstances. If the Debtors determine after the Bar Date Notice Mailing Date that additional parties should receive the Bar Date Package, then the

date by which a Proof of Claim or Request for Initial Administrative Expense must be filed by any such parties shall be the later of (i) the General Bar Date, Initial Administrative Expense Bar Date, or the Government Bar Date, as applicable, or (ii) thirty (30) days from the mailing of the Bar Date Package to such additional parties. Notwithstanding anything to the contrary herein, if notices are returned as “return to sender” without a forwarding address, the Debtors shall not be required to mail additional notices to such creditors.

12. The Claims Agent shall prominently display the Bar Dates and post the Proof of Claim Form, Request for Initial Administrative Expense Form, and Bar Date Notice on its website at <https://www.donlinrecano.com/openroad>.

13. All *original* Proofs of Claim or Requests for Initial Administrative Expenses must be received by the Claims Agent on or before the applicable Bar Date either (i) electronically through the Claims Agent’s website at <https://www.donlinrecano.com/Clients/orf/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

If sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Overnight Delivery or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

14. Proofs of Claim and Requests for Initial Administrative Expenses will be deemed timely filed only if *actually received* by the Claims Agent on or before the applicable Bar Date.

15. Each Proof of Claim or Request for Initial Administrative Expense must:

- a. be written in the English language;
- b. denominate the claim in lawful currency of the United States as of the applicable Petition Date;
- c. conform substantially with the Proof of Claim Form or Request for Initial Administrative Expense, as applicable;
- d. be signed by the claimant or by an authorized agent of the claimant;
- e. indicate the particular Debtor against which the claim is asserted;
- f. include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available;
- g. set forth the legal and factual basis for the alleged claim; and
- h. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (ii) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (iii) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

16. Parties who wish to receive from the Claims Agent a proof of receipt of their submission must also include with their original Proof of Claim or Request for Initial Administrative Expense a copy of such claim and a self-addressed and pre-stamped envelope.

17. All entities asserting claims against more than one Debtor be required to file a separate Proof of Claim or Request for Initial Administrative Expense with respect to each such Debtor.

18. All holders of claims under section 503(b)(9) of the Bankruptcy Code shall be required to file a Proof of Claim prior to the General Bar Date.

19. Unless otherwise ordered by the Court, any holder of a claim against any of the Debtors who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order

on or before the applicable Bar Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in these Cases.

20. Unless otherwise ordered by the Court, any holder of an Initial Administrative Expense against any of the Debtors who is required, but fails, to file a Request for Initial Administrative Expense in accordance with the Bar Date Order on or before the Initial Administrative Expense Bar Date shall not be permitted to participate in any distribution in these chapter 11 Cases on account of such Initial Administrative Expense.

21. Notice of the Bar Date Package shall be deemed good, adequate, and sufficient notice if it is served as provided for herein upon the following Bar Date Notice Parties:

- a. the U.S. Trustee;
- b. the Committee;
- c. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- d. all parties known to the Debtors as having potential claims against any of the Debtors' estates;
- e. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- f. all parties to litigation with any of the Debtors (as of the date of the entry of the Bar Date Order);
- g. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- h. the Internal Revenue Service;
- i. all regulatory agencies that have jurisdiction over the Debtors;
- j. all applicable state and local tax authorities and all environmental authorities listed in the Debtors' statement of financial affairs, as required by Local Rule 2002-1(e);
- k. the Debtors' and non-Debtor affiliates' current officers, members, managers, and employees;

- l. the Debtors' former officers, members, managers, and employees and non-Debtor affiliates' former employees (to the extent that contact information for such former officers, members, managers, and employees is available in the Debtors' records) for the two years prior to the Petition Date;
- m. all known persons who have entered into a transaction with the Debtors on or after the Petition Date or that are known to hold a right to payment under section 503(b)(1) of the Bankruptcy Code; and
- n. all holders of equity interests in the Debtors.

22. The Bar Date Notice, the Proof of Claim Form, and the Request for Initial Administrative Expense Form, each substantially in the forms annexed hereto as **Exhibit 1**, **Exhibit 2**, and **Exhibit 3**, respectively, are approved in all respects.

23. Pursuant to Bankruptcy Rule 2002(1), the Court finds that notice by mail to all potential creditors is impracticable and therefore the Debtors shall publish the Bar Date Notice, with such changes as may be required for publication, (a) once in the national edition of *USA Today* within five (5) business days of the Bar Date Notice Mailing Date and (b) once in *Variety* or such other trade journal as the Debtors deem appropriate as soon as reasonably practicable after the Bar Date Notice Mailing Date.

24. Prior to mailing the Bar Date Package and publishing the Bar Date Notice, the Debtors may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes to the Bar Date Notice and the Proof of Claim Form and the Request for Initial Administrative Expense Form as the Debtors deem necessary or appropriate.

25. All rights of the Debtors to (i) object to any Proof of Claim or Request for Initial Administrative Expense on any grounds, (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or

otherwise, and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined are reserved.

26. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors in connection with claims they may have against any of the Debtors in these Cases.

27. Entry of this Order is without prejudice to the rights of the Debtors and their estates to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtors.

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

29. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: December 13th, 2018
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bar Date Notice

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

OPEN ROAD FILMS, LLC, a Delaware
limited liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Ref. Docket No. _____

**NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM AND
REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Open Road Films, LLC, Open Road Releasing, LLC, OR Productions LLC, Briarcliff LLC, Open Road International LLC, and Empire Productions LLC (collectively, the “Debtors”) has entered an order [Docket No. *] (the “Bar Date Order”)² establishing (i) **5:00 p.m. (prevailing Eastern Time) on January 25, 2019** as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a “Proof of Claim”) based on claims against the Debtors that arose prior to September 6, 2018 (the “Petition Date”), *including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code* (the “General Bar Date”), (ii) **5:00 p.m. (prevailing Eastern Time) on January 25, 2019** as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, that holds or wishes to assert an administrative expense pursuant to section 503(b) of the Bankruptcy Code (except for section 503(b)(9) claims, which are subject to the General Bar Date) (each, an “Initial Administrative Expense”) must file a request for payment of such Initial Administrative Expense (each, a “Request for Initial Administrative Expense”) based on administrative expenses that arose during the period from the Petition Date through and including December 20, 2018 (the “Initial Administrative Expense Period”) (such date, the “Initial Administrative Expense Bar Date”); and (iii) **5:00 p.m. (prevailing Eastern Time) on March 5, 2019** as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file a Proof of Claim against the Debtors (the “Government Bar Date” and together with the General Bar Date, Initial Administrative Expense

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors’ address is 1800 Century Park East, Suite 600, Los Angeles, California 90067.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

Bar Date, the Rejection Bar Date, and the Supplemental Bar Date (each as defined below), the “Bar Dates”). The Bar Date Order, the Bar Dates, as applicable, and the procedures set forth below for the filing of Proofs of Claim and Requests for Initial Administrative Expenses, apply to all claims against the Debtors that arose prior to the Petition Date, on which each of the Debtors commenced chapter 11 cases under the Bankruptcy Code (the “Cases”), as well as to all claims against the Debtors that arose between the Petition Date and through and including December 20, 2018.

1. WHO MUST FILE A PROOF OF CLAIM

You ***MUST*** file a Proof of Claim to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the Petition Date and it is not one of the other types of claims described in section 2 below. Acts or omissions of the Debtors that arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. PARTIES WHO NEED NOT FILE A PROOF OF CLAIM

You need ***not*** file a Proof of Claim if:

- a. your claim is listed on the schedules of assets and liabilities filed by a Debtor (collectively, the “Schedules”) and (i) your claim is not described therein as “disputed,” “contingent,” or “unliquidated”; (ii) you do not dispute the amount, priority, or nature of the claim as set forth in the Schedules; and (iii) you do not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. your claim has been paid in full;
- c. you hold a direct or indirect interest in any of the Debtors, which interest is based exclusively upon the ownership of membership interests or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that if you are an interest holder and wish to assert claims (as opposed to ownership interests) against any of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest or the sale, issuance, or distribution of the interest, you must file Proofs of Claim on or before the applicable Bar Date unless another

exception identified herein applies;³

- d. you hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, ***unless you are a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date (provided that holders of claims allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code are required, unless specifically excepted under the Bar Date Order, to file a Request for Initial Administrative Expense for administrative expenses arising on or before December 20, 2018);***
- e. you hold a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- f. you hold a claim for which a separate deadline is fixed by this Court;
- g. you hold a claim against the Debtors properly filed previously with the Clerk of the Court or with the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc. (the "Claims Agent") (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- h. you are a Debtor holding a claim against another Debtor;
- i. you hold a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j. you are the Agent, on account of any claims allowed pursuant to that certain *Final Order, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Related Relief* [Docket No. 135].

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

If the Debtors amend or supplement their Schedules subsequent to the mailing of this Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against a Debtor, or to add a new claim,

³ The Debtors reserve all rights with respect to such claims including without limitation to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

they will provide notice of any amendment or supplement of their Schedules to the holders of the claims affected thereby within five (5) days of filing any such amendment or supplement. Holders of the claims affected thereby must file any Proofs of Claim with respect to such claims by the later of (i) the applicable Bar Date, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days from the date on which notice is served (the “Supplemental Bar Date”); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors file an amendment or supplement to their Schedules shall not be required to file another Proof of Claim if the Claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

3. WHO MUST FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE

You ***MUST*** file a Request for Initial Administrative Expense to receive distributions from the Debtors’ bankruptcy estates if you have an administrative expense against the Debtors’ estates that arose between the Petition Date and through and including December 20, 2018 and it is not one of the other types of claims described in section 4 below. Acts or omissions of the Debtors that arose during the Initial Administrative Expense Period may give rise to administrative expenses against the Debtors that must be filed by the Initial Administrative Expense Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Initial Administrative Expense Bar Date.

4. PARTIES WHO NEED NOT FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE

You need ***not*** file a Request for Initial Administrative Expense on account of:

- a. any Initial Administrative Expenses that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- b. Initial Administrative Expenses previously filed with Donlin Recano or the Court;
- c. Initial Administrative Expenses of FTI Consulting or of any professionals retained by the Debtors or the Committee, pursuant to orders of the Court, who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- d. any Initial Administrative Expense by any member of the Committee for reimbursement of expenses (including attorneys’ fees) incurred in connection with the member’s service on the Committee;
- e. any Initial Administrative Expense by any current officer or director of the Debtors;
- f. any Initial Administrative Expense for fees payable to the Clerk of this

Court;

- g. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- h. any Initial Administrative Expense by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code, or for any other postpetition tax;
- i. any Initial Administrative Expense held by the Agent on account of any claims allowed pursuant to that certain *Final Order, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Related Relief* [Docket No. 135];
- j. any Initial Administrative Expense held by one Debtor against another Debtor;
- k. ordinary course Initial Administrative Expenses (a) for postpetition payroll and employee benefits or (b) for any payments in respect of any key employee retention or incentive plans approved by the Court; and
- l. Administrative Expenses arising after December 20, 2018 (which deadline may be set at a later time).

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim.

YOU SHOULD NOT FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE IF YOU DO NOT HAVE AN INITIAL ADMINISTRATIVE EXPENSE AGAINST ANY OF THE DEBTORS.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the General Bar Date (the "Rejection Bar Date"). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a Proof of Claim; and (b) an Initial Administrative Expense on account of

such executory contract or unexpired lease, you must file a Request for Initial Administrative Expense for such Initial Administrative Expense on or before the Initial Administrative Expense Bar Date, unless you are expressly excluded from filing a Request for Initial Administrative Expense.

6. WHEN AND WHERE TO FILE PROOFS OF CLAIM

All original Proofs of Claim and Requests for Initial Administrative Expenses must be filed so as to be received on or before the applicable Bar Date at 5:00 p.m. (prevailing Eastern Time) either (i) electronically through the Claims Agent's website at <https://www.donlinrecano.com/Clients/orf/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

If sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Overnight Delivery or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

PROOFS OF CLAIM AND REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES WILL BE DEEMED TIMELY FILED ONLY IF ACTUALLY RECEIVED BY THE CLAIMS AGENT ON OR BEFORE THE APPLICABLE BAR DATE AT 5:00 P.M. (PREVAILING EASTERN TIME). PROOFS OF CLAIM AND REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR EMAIL.

7. WHAT TO FILE

The Debtors are enclosing a proof of claim form (the "Proof of Claim Form") for use in the Debtors' Cases. If your claim is scheduled by the Debtors, the form also may set forth the amount of your claim as scheduled by the Debtors and the specific Debtor against which the claim is scheduled. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. The Debtors are also enclosing a Request for Initial Administrative Expense form (the "Request for Initial Administrative Expense Form") for use in the Debtors' Cases.

IF YOU FILE A PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE, YOUR FILED PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE MUST (I) BE WRITTEN IN THE ENGLISH

LANGUAGE; (II) DENOMINATE THE CLAIM IN LAWFUL CURRENCY OF THE UNITED STATES AS OF THE PETITION DATE; (III) CONFORM SUBSTANTIALLY WITH THE PROOF OF CLAIM FORM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE FORM, AS APPLICABLE; (IV) BE SIGNED BY THE CLAIMANT OR BY AN AUTHORIZED AGENT OF THE CLAIMANT; (V) INDICATE THE PARTICULAR DEBTOR AGAINST WHICH THE CLAIM IS ASSERTED; (VI) SET FORTH THE LEGAL AND FACTUAL BASIS FOR THE ALLEGED CLAIM; AND (VII) INCLUDE SUPPORTING DOCUMENTATION (OR, IF SUCH DOCUMENTATION IS VOLUMINOUS, INCLUDE A SUMMARY OF SUCH DOCUMENTATION) OR AN EXPLANATION AS TO WHY SUCH DOCUMENTATION IS NOT AVAILABLE.

Vendors of goods may be entitled to assert claims arising prior to the Petition Date under section 503(b)(9) of the Bankruptcy Code to the extent that they delivered goods to the Debtors within the 20-day period prior to the Petition Date. The Court has deemed the filing of a proof of claim as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to the other requirements of the immediately preceding paragraph above, any Proof of Claim asserting a section 503(b)(9) claim must (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (b) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (c) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (d) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Forms may also be obtained from the Claims Agent website: <https://www.donlinrecano.com/Clients/orf/Static/POC> and from the Court's website: www.deb.uscourts.gov.

8. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE BY THE APPLICABLE BAR DATE

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, OR UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF A CLAIM AGAINST ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE APPLICABLE BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION IN THE CASES.

EXCEPT WITH RESPECT TO ADMINITRATIVE EXPENSES OF THE TYPE SET FORTH IN SECTION 4 ABOVE, OR UNLESS OTHERWISE ORDERED BY THE

COURT, ANY HOLDER OF AN INITIAL ADMINISTRATIVE EXPENSE AGAINST ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE INITIAL ADMINISTRATIVE EXPENSE BAR DATE SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH INITIAL ADMINISTRATIVE EXPENSE.

9. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Schedules and the Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' Cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). Additionally, electronic copies of the Schedules and the Bar Date Order may be viewed free of charge at the Debtors' Claims Agent's website at <https://www.donlinrecano.com/openroad>. Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

10. ADDITIONAL INFORMATION

If you require additional information regarding the contents hereof, you may contact the Claims Agent's restructuring center for the Debtors at (212) 771-1128 or submit an inquiry via e-mail to orinfo@donlinrecano.com. Please be advised that the Claims Agent is not permitted to provide legal advice.

Dated: _____, 2018

/s/

Michael R. Nestor, Esq. (Bar No. 3526)
Robert F. Poppiti, Jr., Esq. (Bar No. 5052)
Ian J. Bambrick, Esq. (Bar No. 5455)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600 Fax: (302) 571-1253

and

Michael L. Tuchin, Esq.
Jonathan M. Weiss, Esq.
Sasha M. Gurvitz, Esq.
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000 Fax: (310) 407-9090

Counsel to Debtors and Debtors in Possession

Exhibit 2

Proof of Claim Form

Proof of Claim

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Indicate Debtor against which you assert a claim by checking the appropriate box below.
(Check only one Debtor per claim form.)

Open Road Films, LLC (Case No. 18-12012)
 Open Road Releasing, LLC (Case No. 18-12013)
 OR Productions LLC (Case No. 18-12014)
 Briarcliff LLC (Case No. 18-12015)
 Open Road International LLC (Case No. 18-12016)
 Empire Productions LLC (Case No. 18-12017)

Proof of Claim 04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim arising under section 503(b)(9) of the Bankruptcy Code. Make a request for an administrative expense claim (other than 503(b)(9) claims) by utilizing the form for Request for Payment of Administrative Expense. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. **Who is the current creditor?** Name and address of creditor (the person or entity to be paid for this claim):
 Name and address of the creditor: _____
 Other names the creditor used with the debtor: _____

2. **Has this claim been acquired from someone else?** No Yes.
 From whom? _____

3. **Where should notices and payments to the creditor be sent?** **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).
 Name: _____ Name: _____
 Address: _____ Address: _____
 City: _____ State: ____ Zip: _____ City: _____ State: ____ Zip: _____
 Phone: _____ Phone: _____
 Email: _____ Email: _____
 Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____

4. **Does this claim amend one already filed?** No Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____

5. **Do you know if anyone else has filed a proof of claim for this claim?** No Yes.
 Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. **Do you have any number you use to identify the debtor?** No Yes. Last 4 digits of the debtor's account or any identification number used: _____

7. **How much is the claim?** \$ _____ **Does this amount include interest or other charges?**
 No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____

Case 18-12012-LSS Filed 12/13/18 Page 3 of 5

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property. Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.

Motor vehicle Other (describe): _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____ **Amount of the claim that is secured:** \$ _____

Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____

Amount necessary to cure any default as of the date of the petition: \$ _____ **Annual interest rate** (when case was filed): _____ % Fixed Variable

10. Is this claim based on a lease? No Yes. **Amount necessary to cure any default as of the date of the petition.** \$ _____

11. Is this claim subject to a right of setoff? No Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? No Yes. *Check all that apply:*

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to priority under 11 U.S.C. § 503(b)(9)? No Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services, and, if applicable, the percentage of alleged value related to services and related to goods, and attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.
 I am the creditor's attorney or authorized agent.
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* 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 date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.** You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you **MUST** file a separate proof of claim for each debtor.
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**
- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website (www.donlinrecano.com/openroad) to view the filed form.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Administrative expense claim under 11 U.S.C. § 503(b)(9): Administrative expense claims under 11 U.S.C. § 503(b)(9) include a claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor’s business. Attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101(10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. § 506 (a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. §§ 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Open Road Films, LLC, et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim can be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/orf/FileClaim>

Do not file these instructions with your form.

Exhibit 3

Request for Administrative Expense Form

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re
OPEN ROAD FILMS, LLC, a Delaware limited
liability company, *et al.*,¹

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE

THIS FORM TO BE USED ONLY FOR CLAIMS ARISING BETWEEN SEPTEMBER 6, 2018 AND DECEMBER 20, 2018. FOR CLAIMS ARISING BEFORE SEPTEMBER 6, 2018 (AND FOR SECTION 503(B)(9) CLAIMS), USE THE PROOF OF CLAIM FORM

1. Name of claimant: _____
2. Name of Debtor claim asserted against (check one):
 Open Road Releasing, LLC Briarcliff LLC
 Open Road Films, LLC Open Road International LLC
 OR Productions LLC Empire Productions LLC
3. Nature and description of the claim (you may attach a separate summary):

4. Date(s) claim arose: _____
5. Amount of claim: _____
6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date or dates on which the administrative expense claim arose.

Date: _____ Signature: _____
Name: _____
Address: _____

Phone Number: _____
Email: _____

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors' address is 1800 Century Park East, Suite 600, Los Angeles, California 90067.