

**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)

Re Docket No. 819

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT,
(II) ESTABLISHMENT OF VOTING RECORD DATE, (III) HEARING ON CONFIRMATION OF PLAN AND
PROCEDURES AND DEADLINE FOR OBJECTING TO CONFIRMATION OF PLAN, AND
(IV) PROCEDURES AND DEADLINE FOR VOTING ON PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. ***Approval of Disclosure Statement.*** By order dated August 22, 2019 [Docket No. 819] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”), approved the *Disclosure Statement for the Joint Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors*, attached as Exhibit 4 to the Disclosure Statement Order (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “Bankruptcy Code”), and authorized the Debtors to solicit votes to accept or reject the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”),⁴ annexed as Exhibit A to the Disclosure Statement.

2. ***Deadline for Voting on the Plan.*** By the Disclosure Statement Order, the Court established **September 23, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”) as the deadline by which Ballots accepting or rejecting the Plan must be received. Only holders of Claims in Classes 3 and 4 under the Plan are entitled to vote on the Plan and will receive ballots for casting such votes. To be counted, original Ballots must **actually be received** on or before the Voting Deadline by Donlin, Recano & Company, Inc. (the “Voting Agent”) at Open Road Films Ballot Processing, c/o Donlin, Recano & Company, Inc., Attn: Voting Department, P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219. Ballots cast by e-mail, facsimile, or any other electronic format will not be counted. Classes that are presumed to accept the Plan and Classes that are deemed to reject the Plan are not entitled to vote on the Plan and, therefore, will receive a Notice of Non-Voting Status rather than a Ballot.

3. ***Confirmation Hearing.*** A hearing (the “Confirmation Hearing”) will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, on **October 2, 2019 at 1:30 p.m. (prevailing Eastern Time)**, in Courtroom 6 of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, to consider confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan, and other

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, CA 90067.

⁴ All capitalized terms used but not otherwise defined herein shall have the meaning provided to them in the Plan.

applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

4. ***Deadline for Objections to Confirmation of Plan.*** Objections, if any, to confirmation of the Plan, must (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis and nature of any objection or response; and (iv) be filed with the Court and served on the following parties so as to be actually received **before September 25, 2019 at 4:00 p.m. (prevailing Eastern Time)**: (i) counsel for the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Robert J. Feinstein, Esq. and Maxim B. Litvak, Esq.; (iii) counsel to the Prepetition Lenders, (a) Paul Hastings LLP (x) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq., and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; and (iv) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer, Esq.

5. ***Releases, Injunction, and Exculpation Provisions Contained in Plan.*** Article IX of the Plan contains certain release, injunction, and exculpation provisions. You should carefully review the Plan, including these provisions, as your rights may be affected. In particular, the releases in Sections 9.3 and 9.4 of the Plan, as well as the relevant defined terms contained therein, provide for the following:

Section 9.3:

As of and subject to the occurrence of the Effective Date, for good and valuable consideration, the Debtors, for themselves and the Estates, hereby irrevocably, unconditionally and generally release the Released Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases; provided, however, that the foregoing provisions of this subsection shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted willful misconduct or actual fraud. For the avoidance of doubt, the scope of the release provided under this Section 9.3 does not include any of the current or former members of the Debtors or any of the former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

Section 9.4:

As of and subject to the occurrence of the Effective Date and except for the treatment provided in the Plan, for good and valuable consideration each Releasing Creditor, for itself and its respective present or former officers, directors, managers, shareholders, trustees, partners and partnerships, members, agents, employees, representatives, attorneys, accountants, professionals, and successors or assigns, in each case solely in their capacity as such, shall be deemed to have completely, conclusively, unconditionally and irrevocably released the Released Debtor/Committee Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Releasing Creditor, the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Debtor/Committee Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases, provided, however, that the foregoing release does not affect or impair any obligations under any intercreditor agreements or any other agreements or arrangements between and among non-Debtor parties. For the avoidance of doubt, the Released Debtor/Committee Parties do not include any of the current or former non-Debtor

members of the Debtors or any former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

Relevant Definitions:

Releasing Creditor: *Each Holder of a Claim that votes to accept, or is deemed to accept, the Plan, other than any Holder of a Class 4 Claim that affirmatively elects on its Ballot to opt out of being a Releasing Creditor.*

Released Parties: *Collectively, (i) the Debtors' directors, officers (including, but not limited to, the CRO), and employees who served in such capacities during the Chapter 11 Cases or a portion thereof, (ii) the Debtor Retained Professionals, (iii) the Committee and its members (solely in their respective capacity as members of the Committee), (iv) the Committee Retained Professionals, (v) the Prepetition Lenders and their professionals and representatives, and (vi) the respective successors or assigns of the foregoing parties.*

Released Debtor/Committee Parties: *Collectively, (i) the Debtors, (ii) the Estates, (iii) the Debtors' directors, officers (including, but not limited to, the CRO), and employees who served in such capacities during the Chapter 11 Cases or a portion thereof, (iv) the Debtor Retained Professionals, (v) the Committee and its members (solely in their respective capacity as members of the Committee), (vi) the Committee Retained Professionals, (vii) the Prepetition Lenders and their professionals and representatives, and (viii) the respective successors or assigns of the foregoing parties.*

Effective Date: *The first Business Day immediately following the first day upon which all of the conditions to the occurrence of the Effective Date have been satisfied or waived in accordance with the Plan.*

6. ***Copies of the Plan and Related Documents.*** Copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and related documents are available for review at www.donlinrecano.com/Clients/orf/Index, or upon request to the Debtors' Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128. In addition, the Plan Proponents anticipate filing a Plan Supplement on or before September 16, 2019. A copy of the Plan Supplement will be served upon any party entitled to vote on the Plan, and will also be available for review at www.donlinrecano.com/Clients/orf/Index, or upon request to the Debtors' Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128.

7. ***Deadline for Filing Motions to Have Claim Temporarily Allowed for Voting Purposes.*** Any alleged Creditor seeking to have a Claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) must file and serve on the Debtors' undersigned attorneys, a motion for relief and notice of hearing on such a motion for such relief no later than **September 18, 2019 at 4:00 p.m.** (prevailing Eastern Time). Any such motion shall be heard at the Confirmation Hearing.

Dated: August 22, 2019

/s/ Ian J. Bambrick

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-4757

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000

Counsel for the Debtors and Debtors in Possession