

EXHIBIT D

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re OPEN ROAD FILMS, LLC, a Delaware limited liability company, <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No.: 18-12012 (LSS) (Jointly Administered) Ref. Docket No. _____
--	--

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL
FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) as bankruptcy co-counsel to the Debtors in these Cases, *nunc pro tunc* to the Petition Date, as more fully described in the Application; and upon consideration of the Nestor Declaration, the Agam Declaration, and the First Day Declaration; and due and proper notice of the Application having been given; and it appearing that no other or further notice of the Application is required; and it appearing that the Court has jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court finding that Young Conaway is a “disinterested person,” as defined in section 101(14) of the Bankruptcy

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 2049 Century Park East, 4th Floor, Los Angeles, CA 90067.

² Capitalized terms used but not defined herein have the meanings given to them in the Application.

Code, and as required by section 327(a) of the Bankruptcy Code because (a) Young Conaway has no connection with the Debtors, any creditors, or other parties in interest, their respective attorneys and accountants, or the United States Trustee for the District of Delaware or any of its employees, except as set forth in the Nestor Declaration, (b) Young Conaway is not a creditor, equity security holder, or insider of the Debtors, (c) none of Young Conaway's members or employees are or were, within two (2) years of the Petition Date, a director, officer, or employee of the Debtors, and (d) Young Conaway does not hold and has neither represented nor represents an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason; and it appearing that the relief requested in the Application and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ the firm of Young Conaway as their bankruptcy co-counsel on the terms set forth in the Application, the Nestor Declaration, and the Engagement Agreement, *nunc pro tunc* to the Petition Date.
3. Young Conaway shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Cases.

4. Young Conaway shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Cases in compliance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Cases. Young Conaway also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Young Conaway in these Cases.

5. Young Conaway shall provide ten (10) business days' notice to the Debtors, the U.S. Trustee, and any official committee of unsecured creditors appointed in these Cases before it implements any rate increases and will also file a corresponding notice on the docket. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard contained in section 330 of the Bankruptcy Code. The Court retains the right to review any rate increase by Young Conaway under section 330 of the Bankruptcy Code.

6. Young Conaway shall file a copy of the budget approved by the Debtors for the applicable billing period with each monthly fee application.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application, the Nestor Declaration and the Engagement Agreement.

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