

EXHIBIT B

Declaration of Amir Agam

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

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

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

**DECLARATION OF AMIR AGAM IN SUPPORT OF THE DEBTORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO (I) EMPLOY AND
RETAIN FTI CONSULTING, INC. TO PROVIDE THE DEBTORS A CHIEF
RESTRUCTURING OFFICER AND CERTAIN ADDITIONAL PERSONNEL AND (II)
DESIGNATE AMIR AGAM AS CHIEF RESTRUCTURING OFFICER FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

I, Amir Agam, declare under penalty of perjury as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees "FTI"), a financial advisory services firm with numerous offices throughout the country, and am duly authorized to make this declaration (the "Declaration") on behalf of FTI in support of the *Debtors' Application for Entry of an Order Authorizing the Debtors to (I) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Amir Agam as Chief Restructuring Officer for the Debtors Nunc Pro Tunc to the Petition Date* (the "Application")² on the terms and conditions set forth in the Application and

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 otherwise defined herein shall have the meaning ascribed to such terms in the Application.

the Engagement Letter. Except as otherwise noted, I have personal knowledge of the matters set forth herein.³

I. QUALIFICATIONS OF FTI

2. On August 3, 2018, FTI was engaged, effective as of August 1, 2018, to provide interim management services in connection with a potential restructuring. The FTI Professionals are intimately familiar with the Debtors' business and are well qualified to act on the Debtors' behalf given their extensive knowledge and expertise with respect to chapter 11 proceedings. The FTI Professionals specialize in interim management, turnaround and restructuring services, asset sales, and business transformation. FTI's debtor advisory services have included a wide range of activities targeted toward maximizing the value of a debtors' assets and recoveries to creditors, including developing or validating forecasts; working with management on operational issues; monitoring and managing cash flow and creditor relationships; negotiating with a debtor's secured lenders on the use of cash collateral; assessing and recommending cost reduction strategies; providing transactional support to market a debtor's assets, including forecasting, creating marketing materials, contacting potential buyers, and negotiating offers for debtor owned assets; preparing a debtor for a chapter 11 filing; and designing and negotiating financial restructuring packages.

45. Further, FTI has provided similar services and personnel in recent cases in this District. *See, e.g., In re Zohar III, Corp.*, Case No. 18-10512 (Bankr. D. Del. June 11, 2018); *In re SFX Entertainment, Inc.*, Case No. 16-10238 (Bankr. D. Del. Mar. 3, 2016); *In re Fresh & Easy, LLC*, Case No. 15-12220 (Bankr. D. Del. Nov. 20, 2015); *In re Corinthian Colleges, Inc.*, Case No. 15-10952 (Bankr. D. Del. May 27, 2015); *In re Mineral Park, Inc.*, Case No. 14-11996

³ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by such professionals.

(Bankr. D. Del. Sept. 23, 2014); *In re FCC Holdings, Inc.*, Case No. 14-11987 (Bankr. D. Del. Sept. 22, 2014); *In re Digital Domain Media Grp., Inc.*, Case No. 12-12568 (Bankr. D. Del. Oct. 31, 2012); *In re Cadence Innovation LLC*, Case No. 08-11973 (Bankr. D. Del. Sept. 18, 2008).

3. I have the requisite experience to serve as the Debtors' Chief Restructuring Officer ("CRO"). I have approximately twenty years of experience in the restructuring and turnaround industry (including related non-distressed consulting), all of which are either at FTI, or, prior to its acquisition by FTI, at the Business Recovery Services practice that existed prior to 2002 at PricewaterhouseCoopers, LLC. Since August 3, 2018, I have served as the Debtors' CRO. My expertise includes serving in interim management positions as interim chief financial officer and chief restructuring officer. I served previously as chief restructuring officer to Fresh & Easy LLC, a 100 store grocery chain that filed chapter 11 cases in this District, and was the interim chief financial officer to two companies. In addition, I have previously advised (among others) Corinthian Colleges, Inc., a public for-profit education debtor; THQ Inc., a public video game production and distribution debtor; and Fleetwood Enterprises, a billion dollar public manufacturer of manufactured housing and recreational vehicles. My experience includes advising on complex restructuring and turnaround situations in out-of-court restructurings and in formal bankruptcy proceedings. Specific areas of my experience include business plan development and review, cash flow forecasting, cash management, identification and implementation of significant cost reductions, negotiating restructuring plans, bankruptcy planning, obtaining financing, negotiating business and asset sales, and providing related court testimony.

II. SCOPE OF SERVICES

4. Subject to approval by the Court, FTI will be retained by the Debtors to provide the FTI Professionals on the terms and conditions set forth in the engagement letter, dated

August 3, 2018, attached to the Application as **Exhibit C** (the “Engagement Letter”),⁴ except as otherwise explicitly set forth in the Application or in any order granting the Application.

5. Generally, the FTI Professionals will support the Debtors with respect to the matters described in the Application and the Engagement Letter. As of the Petition Date, 12 FTI Professionals were working full- or part-time on the engagement.

III. DISINTERESTEDNESS AND ELIGIBILITY

6. In connection with the employment proposed in the Application, FTI undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, FTI obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties-in-interest in these Cases (the “Potential Parties-in-Interest”) and such parties are listed on Exhibit 1 annexed hereto. FTI has researched its electronic client files and records to determine its connections with the Potential Parties-in-Interest.

7. As far as I have been able to ascertain through these efforts, to the extent that FTI has been retained on or after January 1, 2012 to represent any of the other Potential Parties-in-Interest (or their apparent affiliates, as the case may be), such parties are listed on Exhibit 2 annexed hereto. FTI’s concluded or current representation of each entity listed on Exhibit 2 (or its apparent affiliate, as the case may be), however, was or is only on matters that are unrelated to the Debtors and these Cases, except as discussed herein. Other than as listed on Exhibit 2 or discussed herein, I am unaware of any engagements of FTI by the Potential Parties-in-Interest on or after January 1, 2012. Given the size of FTI and the breadth of its client base, it is possible

⁴ The summaries of the Engagement Letter contained in this Application are provided for purposes of convenience only. In the event of any inconsistency between the summaries contained herein and the terms and provisions of the Engagement Letter, the terms of the Engagement Letter shall control unless otherwise set forth herein. Capitalized terms used in such summaries but not otherwise defined herein shall have the meanings set forth in the Engagement Letter.

that FTI may now or in the future be retained by one or more of the Potential Parties-in-Interest in unrelated matters. FTI will continue to analyze any additional Potential Parties-in-Interest that become involved in these proceedings and it will promptly supplement this disclosure to the Court for any representations for additional Potential Parties-in-Interest.

8. As a result of the efforts described herein, I have thus far ascertained that, except as may be set forth herein, upon information and belief, if retained, the Firm:

- a. is not a creditor of the Debtors (including by reason of unpaid fees for prepetition services) or an equity security holder of the Debtors;
- b. except with respect to the prepetition officer role described herein and/or in the Application, is not and has not been, within 2 years before the date of the filing of the petition, a director, officer (other than by virtue of FTI employees serving in the roles as FTI Professionals (prepetition and postpetition as described in the Application), or an employee of the Debtors; and
- c. does not have any 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.

9. As the Debtors may be aware, the administrative agent and/or members of the lending group (or law firms of the administrative agent or the lending group members) regularly retain FTI. However, such representations are in matters unrelated to this engagement.

10. From the results of such review, FTI is not aware of any conflicts of interest or additional relationships that FTI believes would preclude FTI from performing the services proposed in the Engagement Letter. However, as the Debtors know, FTI is a large consulting firm with numerous offices throughout the United States. FTI is regularly engaged by new clients, which may include one or more of the Potentially Interested Parties. FTI will not accept an engagement that directly conflicts with the Cases without the Debtors' prior written consent.

11. Additionally, FTI has represented, and may currently represent, entities contacted

in connection with the sale and marketing process for the Debtors' assets, including, without limitation, entities that have submitted indications of interest or bids to the Debtors or their advisors in connection with a sale of the Debtors' assets. Because of the confidential nature of such indications of interests and bids, the applicable entities are not identified on the schedules attached hereto. FTI does not, however, currently represent any such entities in any matters related to the Debtors, their affiliates, these chapter 11 Cases, or a sale of any of the Debtors' assets. Upon request of the Court, the U.S. Trustee, or counsel for any statutory committee appointed in these Cases, FTI will provide to the Court and/or such parties the names of such entities and disclose the nature of FTI's connection therewith.

12. As the Debtors are aware, FTI has previously performed work for the Debtors, predecessor entities, or related companies. FTI's past services to the Debtors and their non-debtor affiliates consisted of (i) development of forecasts and/or valuation indications for film libraries and individual films for their internal financial planning and collateral administration and (ii) preparation of a purchase price allocation in connection with Tang Media Partners' acquisition of Open Road Films, LLC. In some cases, FTI consented to the provision of a copy of or excerpts from FTI's reports to unaffiliated parties, such as lenders and prospective investors, who acknowledged that FTI had not provided advice to the recipient and assumed no obligations thereby.

13. Further, as part of its diverse practice, FTI appears in numerous cases and proceedings, and participates in transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who represent claimants and parties-in-interest in the Cases. Further, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of which may be involved in these proceedings. Based on our

current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors or their estates in matters upon which FTI is to be employed, and none of these relationships are in connection with or related to these Cases. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a supplemental declaration.

IV. COMPENSATION

14. Subject to Court approval of the Application and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines, and the Local Rules for the United States Bankruptcy Court for the District of Delaware, FTI will seek from the Debtors payment for compensation for my services rendered as CRO in connection with the Cases during the first two (2) months after execution of the Engagement Letter, a monthly, non-refundable advisory fee of \$125,000. For my services rendered as CRO in connection with the Cases after the first two (2) months after execution of the Engagement Letter, the Debtors agree to pay FTI on an hourly fee basis at the rate of \$935 per hour.

15. Aside from the CRO, all other FTI employees providing services to the Debtors will be Hourly Temporary Staff. The current hourly billing rates for Hourly Temporary Staff, based on the position held by such Hourly Temporary Staff at FTI, are subject to the below ranges. These hourly rates are generally revised periodically.

	<u>Per Hour (USD)</u>
Senior Managing Directors and Senior Advisors	\$840-1,075
Directors / Senior Directors / Managing Directors	\$630-835
Consultants/Senior Consultants	\$335-605
Administrative / Paraprofessionals	\$135-265

16. In addition to the foregoing fees, and as additional consideration for all of the Services, upon the closing and funding (whether partially or in full) of a Transaction, the Debtors

agree to pay FTI an additional fee equal to \$750,000 (“Additional Fee”). However, so long as no more than 50% of the Debtors’ secured debt is transferred from its current holders to new holders, in the event that the secured lenders to the Debtors acquire by way of a credit bid all or substantially all of the assets, then there will be no Additional Fee. The Additional Fee, if any, shall be paid by instructing the financier, lender, investor, or other purchaser to withhold the Additional Fee from the proceeds of the Transaction and to wire transfer said fee directly to FTI upon the closing of the Transaction. In the event a transaction or series of transactions takes place that does not involve a change in control (*e.g.*, a sale of a sub-set of the Film Library), the Debtors and FTI agree to negotiate in good faith with respect to the additional fees to be paid to FTI in connection therewith, the terms of which will be documented in a separate agreement between the parties.

17. In addition to the fees outlined above, FTI will bill for reasonable direct expenses which are incurred on the Debtors’ behalf during the Cases. Expenses include reasonable and customary out-of-pocket expenses which are billed directly to the Cases such as certain telephone, overnight mail, messenger, travel, meals, accommodations, and other expenses specifically related to the engagement. Further, if FTI and/or any of its employees are required to testify or provide evidence at or in connection with any judicial or administrative proceeding relating to this matter, FTI will be compensated by the Debtors at its regular hourly rates and reimbursed for reasonable direct expenses (including reasonable, documented fees of counsel) with respect thereto.

18. The Engagement Letter provides that FTI will receive a fee if Open Road Films, LLC or one of its subsidiaries or controlled affiliates hires an FTI employee who worked on this engagement during the engagement and for a period of one year thereafter. The fee amount is 150% of the employee’s annual compensation. However, FTI has agreed not to charge this fee

during the chapter 11 Cases if its retention is approved.

19. FTI received \$250,000 as an initial retainer in connection with the Engagement Letter. Prior to the Petition Date, FTI received retainers and payments totaling \$1,247,118.26 in the aggregate for services performed for the Debtors. FTI has applied these funds to amounts due for services rendered and expenses incurred prior to the Petition Date as follows:

Date	Advance Payments Received	FTI Retainer Applied	CRO Fees Paid	Form of Payment	Retainer Balance
08/06/2018	\$250,000.00	–	–	Initial Retainer Deposit	\$250,000.00
08/14/2018	–	(\$129,400.96)	–	Apply FTI Retainer	\$120,599.04
08/15/2018	\$128,750.00	–	(\$128,750.00)	August CRO Fees	\$120,599.04
08/15/2018	\$129,400.96	–	–	Replenishment of Retainer	\$250,000.00
08/22/2018	–	(\$146,777.30)	–	Apply FTI Retainer	\$103,222.70
08/24/2018	\$146,777.30	–	–	Replenishment of Retainer	\$250,000.00
08/29/2018	–	(\$217,190.00)	–	Apply FTI Retainer	\$32,810.00
08/30/2018	\$217,190.00	–	–	Replenishment of Retainer	\$250,000.00
9/4/2018	\$250,000.00	–	–	Replenishment of Retainer	\$500,000.00
9/4/2018	\$125,000.00	–	(\$125,000.00)	September CRO Fees	\$500,000.00

20. As of the Petition Date, the unapplied portion of the retainer was \$500,000. Also as of the Petition Date, FTI believes it had approximately \$374,000 in unbilled fees and approximately \$28,000 in unbilled expenses. Upon entry of the Court's order approving FTI's employment, FTI will apply a portion of the retainer to these unbilled fees and expenses, leaving an estimated residual retainer balance of approximately \$98,000. The unapplied residual balance

of the retainer will not be segregated by FTI in a separate account and will be held by FTI until the end of the Cases and applied to FTI's final fees in these Cases (to the extent not subject to an objection), unless an alternative arrangement is agreed to by the Debtors. All fees and expenses due to FTI will be billed on a weekly basis following entry of the Proposed Order.

21. To the best of my knowledge, (i) no commitments have been made or received by FTI with respect to compensation or payment in connection with the Cases other than in accordance with the Engagement Letter, the Application, and the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, and (ii) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with the Cases.

22. By reason of the foregoing, I believe FTI is eligible for retention by the Debtors pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

Dated this 11th day of September, 2018.

/s/ Amir Agam

Amir Agam, Senior Managing Director
FTI Consulting, Inc.

EXHIBIT 1

Potentially Interested Parties

List of Parties in Interest

Name	Description
21st Century Fox	40 Largest Unsecured Creditor
A&E Networks	40 Largest Unsecured Creditor
Allied Integrated Marketing	40 Largest Unsecured Creditor
Amazon.com, Inc.	40 Largest Unsecured Creditor
AMC Networks, Inc.	40 Largest Unsecured Creditor
AMC Theatres	40 Largest Unsecured Creditor
BBG Home Again LLC	40 Largest Unsecured Creditor
Cinedigm Digital Cinema Corp.	40 Largest Unsecured Creditor
Discovery, Inc.	40 Largest Unsecured Creditor
Dolphin Max Steel Holdings LLC	40 Largest Unsecured Creditor
Erwin Penland LLC	40 Largest Unsecured Creditor
Facebook, Inc.	40 Largest Unsecured Creditor
Giaronomo Productions Inc	40 Largest Unsecured Creditor
Google, LLC	40 Largest Unsecured Creditor
HULU	40 Largest Unsecured Creditor
International Alliance of Theatrical Stage Employees	40 Largest Unsecured Creditor
IPG Mediabrands	40 Largest Unsecured Creditor
Kasima, LLC	40 Largest Unsecured Creditor
Loft International NV	40 Largest Unsecured Creditor
National Research Group, Inc.	40 Largest Unsecured Creditor
NBCUniversal	40 Largest Unsecured Creditor
Pandora Media Inc	40 Largest Unsecured Creditor
Promise Acquisitions, LLC	40 Largest Unsecured Creditor
Rhino Entertainment Company	40 Largest Unsecured Creditor
Roku, Inc.	40 Largest Unsecured Creditor
Snap Inc	40 Largest Unsecured Creditor
Sony Electronics, Inc.	40 Largest Unsecured Creditor
Spotify Technology	40 Largest Unsecured Creditor
Swisher Productions LLC	40 Largest Unsecured Creditor
The CW Television Network, LLC	40 Largest Unsecured Creditor
The Walt Disney Company	40 Largest Unsecured Creditor
Turner Broadcasting System	40 Largest Unsecured Creditor
Twitter Inc.	40 Largest Unsecured Creditor
Universal Pictures	40 Largest Unsecured Creditor
Univision	40 Largest Unsecured Creditor
Viacom, Inc.	40 Largest Unsecured Creditor
Bank Leumi, USA	40 Largest Unsecured Creditor, Litigation Party - Plaintiff
Joshua Deutsch	40 Largest Unsecured Creditor, Litigation Party - Plaintiff
Loren Schwartz	40 Largest Unsecured Creditor, Litigation Party - Plaintiff
Latham & Watkins LLP	40 Largest Unsecured Creditor, Ordinary Course Professional
2.9 Film Distribution Limited	Contract Counterparty
All I See Partners 2015, L.P.	Contract Counterparty
Amazon Digital Services LLC	Contract Counterparty
CinemaScore	Contract Counterparty
ComScore, Inc.	Contract Counterparty
Constantin Film Verleih GmbH	Contract Counterparty
Fullscreen, Inc.	Contract Counterparty
Good Films Enterprises LLC	Contract Counterparty
Haivision	Contract Counterparty
Hotel Artemis Limited	Contract Counterparty
IM Global Film Fund, LLC	Contract Counterparty
iSpot.tv, Inc.	Contract Counterparty
Kintop Pictures, Inc	Contract Counterparty
Lakeshore Entertainment Group LLC	Contract Counterparty
Lakeshore Entertainment Productions LLC	Contract Counterparty
ListenFirst Media, LLC	Contract Counterparty
Marshall Film, LLC,	Contract Counterparty
Midnight Sun, LLC	Contract Counterparty
Miramax Distribution Services, LLC	Contract Counterparty
MullenLowe U.S., Inc. d/b/a Mediahub	Contract Counterparty
Neilsen NRG, Inc.	Contract Counterparty
Paramount Pictures Corporation	Contract Counterparty
Promise Distribution, LLC	Contract Counterparty

List of Parties in Interest

Name	Description
PXL Bros, LLC	Contract Counterparty
Redrover Co., LTD	Contract Counterparty
Rentrak Corporation	Contract Counterparty
Riverstone Pictures (Show Dogs) Limited	Contract Counterparty
Romin, Inc.	Contract Counterparty
Showtime Networks Inc.	Contract Counterparty
Toon Box Entertainment Ltd.	Contract Counterparty
Universals Studios Home Entertainment LLC	Contract Counterparty
Adrienne Gary	Current / Former Executives of Debtors or Affiliates
Brad Kembel	Current / Former Executives of Debtors or Affiliates
Charlotte Von Weede	Current / Former Executives of Debtors or Affiliates
David Rubin	Current / Former Executives of Debtors or Affiliates
Eli Shibley	Current / Former Executives of Debtors or Affiliates
Frank Prugo	Current / Former Executives of Debtors or Affiliates
Jack Pan	Current / Former Executives of Debtors or Affiliates
James Ellis	Current / Former Executives of Debtors or Affiliates
Josh Gutfreund	Current / Former Executives of Debtors or Affiliates
Jun Oh	Current / Former Executives of Debtors or Affiliates
Lynn Harris	Current / Former Executives of Debtors or Affiliates
Lynn Stepanian	Current / Former Executives of Debtors or Affiliates
Mark Stern	Current / Former Executives of Debtors or Affiliates
Melissa Martinez	Current / Former Executives of Debtors or Affiliates
Michael Dwyer	Current / Former Executives of Debtors or Affiliates
Mimi Tseng	Current / Former Executives of Debtors or Affiliates
Phil Gurin	Current / Former Executives of Debtors or Affiliates
Richie Fay	Current / Former Executives of Debtors or Affiliates
Rodolphe Buet	Current / Former Executives of Debtors or Affiliates
Sandy Friedman	Current / Former Executives of Debtors or Affiliates
Scott Kennedy	Current / Former Executives of Debtors or Affiliates
Steve Nickerson	Current / Former Executives of Debtors or Affiliates
Tatyana Joffe	Current / Former Executives of Debtors or Affiliates
Tim Sommerfeld	Current / Former Executives of Debtors or Affiliates
TJ Moffett	Current / Former Executives of Debtors or Affiliates
Donald Tang	Current / Former Executives of Debtors or Affiliates
Jie "Kevin" Kang	Current / Former Executives of Debtors or Affiliates
Robert Friedman	Current / Former Executives of Debtors or Affiliates
Briarcliff LLC	Debtor
Empire Productions LLC	Debtor
Open Road Films, LLC	Debtor
Open Road International LLC	Debtor
Open Road Releasing, LLC	Debtor
OR Productions LLC	Debtor
Donlin, Recano & Company, Inc.	Debtors' Claims and Noticing Agent
Klee, Tuchin, Bogdanoff & Stern LLP	Debtors' Counsel
FTI Consulting, Inc.	Debtors' Interim Management Company
Young Conaway Stargatt & Taylor, LLP	Debtors' Local Counsel
Judge Brendan L. Shannon	Delaware Bankruptcy Judge
Judge Christopher S. Sontchi	Delaware Bankruptcy Judge
Judge Kevin Gross	Delaware Bankruptcy Judge
Judge Kevin J. Carey	Delaware Bankruptcy Judge
Judge Laurie Selber Silverstein	Delaware Bankruptcy Judge
Judge Mary F. Walrath	Delaware Bankruptcy Judge
Cacia Batts	Delaware Judge's Staff
Catherine Farrell	Delaware Judge's Staff
Cheryl Szymanski	Delaware Judge's Staff
Danielle Gadson	Delaware Judge's Staff
Donna Grottini	Delaware Judge's Staff
Janet Moore	Delaware Judge's Staff
Jill Walker	Delaware Judge's Staff
Laura Haney	Delaware Judge's Staff
Laurie Capp	Delaware Judge's Staff
Lora Johnson	Delaware Judge's Staff
Nancy Hunt	Delaware Judge's Staff

Name	Description
Rachel Bello	Delaware Judge's Staff
Rachel Werkheiser	Delaware Judge's Staff
Sherry Scaruzzi	Delaware Judge's Staff
Benjamin Hackman	Delaware UST's Office
Brya Keilson	Delaware UST's Office
Christine Green	Delaware UST's Office
David Buchbinder	Delaware UST's Office
Diane Giordano	Delaware UST's Office
Dion Wynn	Delaware UST's Office
Edith A. Serrano	Delaware UST's Office
Hannah M. McCollum	Delaware UST's Office
Holly Dice	Delaware UST's Office
Jaclyn Weissgerber	Delaware UST's Office
James R. O'Malley	Delaware UST's Office
Jane Leamy	Delaware UST's Office
Jeffrey Heck	Delaware UST's Office
Juliet Sarkessian	Delaware UST's Office
Karen Starr	Delaware UST's Office
Lauren Attix	Delaware UST's Office
Linda Casey	Delaware UST's Office
Linda Richenderfer	Delaware UST's Office
Mark Kenney	Delaware UST's Office
Michael Panacio	Delaware UST's Office
Michael West	Delaware UST's Office
Ramona Vinson	Delaware UST's Office
Richard Schepacarter	Delaware UST's Office
Shakima L. Dortch	Delaware UST's Office
T. Patrick Tinker	Delaware UST's Office
Timothy J. Fox, Jr.	Delaware UST's Office
China Everbright Limited	Equity Holder of Non-Debtor Parent Company
China Harvest Partners, L.P.	Equity Holder of Non-Debtor Parent Company
Donald Tang and Partners	Equity Holder of Non-Debtor Parent Company
Gopher Hargest	Equity Holder of Non-Debtor Parent Company
Neil Shen	Equity Holder of Non-Debtor Parent Company
Reliance Industries Limited	Equity Holder of Non-Debtor Parent Company
Tencent Holdings Limited	Equity Holder of Non-Debtor Parent Company
Tom Ortenberg	Former Director
Alliance of Canadian Cinema, Television and Radio Artists	Industry Guilds
American Federation of Musicians	Industry Guilds
Directors Guild of America	Industry Guilds
International Alliance of Theatrical Stage Employees	Industry Guilds
Media, Entertainment and Arts Alliance	Industry Guilds
Producers Guild of America	Industry Guilds
Union of British Columbia Performers	Industry Guilds
Dewitt Stern of California Insurance Services, a division of Risk Strategies Company	Insurance Broker
AIG Europe Limited	Insurer
Allied World Specialty Insurance Company	Insurer
Arch Insurance Group	Insurer
AXIS Insurance Company	Insurer
Chubb National Insurance Company	Insurer
Federal Insurance Company	Insurer
Hallmark Specialty Insurance Company	Insurer
Hartford Fire Insurance Company	Insurer
Hiscox Insurance Company, Inc.	Insurer
Starr Companies	Insurer
U.S. Specialty Insurance Company	Insurer
Vigilant Insurance Company	Insurer
One Hundred Towers L.L.C.	Lease Counterparty (Landlord)
Shoreline Law - Andrew Pauly and Damon Thayer	Litigation Party - Debtors' Attorney
Robert Thornton	Litigation Party - Plaintiff
Sous Chef, LLC	Litigation Party - Plaintiff
Bent Caryl & Kroll, LLP	Litigation Party - Plaintiff's Attorney
Leto Bassuk	Litigation Party - Plaintiff's Attorney

List of Parties in Interest

Name	Description
Procopio Cory Hargreaves & Savitch LLP	Litigation Party - Plaintiff's Attorney
Quinn Emanuel Urquhart & Sullivan - Gary Gans, Diane Cafferata, and William Odom	Litigation Party - Plaintiff's Attorney
Daley & Tang Securities LLC	Non-filing Debtor Affiliate
Global Road Entertainment LLC	Non-filing Debtor Affiliate
Global Road Entertainment Television LLC	Non-filing Debtor Affiliate
Global Road International Limited	Non-filing Debtor Affiliate
GRE Puerto Rico LLC	Non-filing Debtor Affiliate
IM Global LLC	Non-filing Debtor Affiliate
Sixjoy LLC	Non-filing Debtor Affiliate
Sleepless Nights Productions LLC	Non-filing Debtor Affiliate
Tang and Partners Limited	Non-filing Debtor Affiliate
Tang Media Partners Holdings LLC	Non-filing Debtor Affiliate
Tang Media Partners Limited	Non-filing Debtor Affiliate
Tang Media Partners LLC	Non-filing Debtor Affiliate
Tang Media Partners Securities LLC	Non-filing Debtor Affiliate
TMP Films Shanghai	Non-filing Debtor Affiliate
TMP Global LLC	Non-filing Debtor Affiliate
TMP Investment Shanghai	Non-filing Debtor Affiliate
TMPTV LLC	Non-filing Debtor Affiliate
Loeb & Loeb, LLP	Ordinary Course Professional
Shoreline, A Law Corporation	Ordinary Course Professional
Paul Hastings LLP	Professional, Counsel to Secured Lender (Bank of America)
Berkeley Research Group	Professional, Financial Advisor to Bank of America, N.A.
Glaser Weil - Patricia Glaser and Garland Kelly	Professional, Litigation Party - Debtors' Attorney
Amazon Content Services LLC	Secured - UCC Party
Awesomeness Distribution, LLC	Secured - UCC Party
Believe Film Partners, LLC	Secured - UCC Party
City National Bank, N.A.	Secured - UCC Party
Endgame Releasing Company, LLC	Secured - UCC Party
Film Finances, Inc.	Secured - UCC Party
Neddy Dean Productions Limited	Secured - UCC Party
Redrover Co., Ltd	Secured - UCC Party
Riverstone Pictures (Show Dogs) Limited	Secured - UCC Party
Riverstone Pictures (Sleepless Night) Limited	Secured - UCC Party
Riverstone Solutions 2 Limited	Secured - UCC Party
RPSD2 Limited	Secured - UCC Party
Sony Pictures Worldwide Acquisitions Inc.	Secured - UCC Party
Spotlight Films, LLC	Secured - UCC Party
IMG Global Film Fund LLC	Secured - UCC Party, Contract Counterparty
Writers Guild of America, East, Inc.	Secured - UCC Party, Industry Guild
Writers Guild of America, West, Inc.	Secured - UCC Party, Industry Guild
Screen Actors Guild - American Federation of Television and Radio Artists	Secured - UCC, Industry Guilds
Bank Hapoalim B.M.	Secured Lender
East West Bank	Secured Lender
MUFG Union Bank, N.A.	Secured Lender
CIT Bank, N.A.	Secured Lender, Depository Institution
Bank of America, N.A.	Secured Lender, UCC, Administrative Agent
California Franchise Tax Board	Taxing Authority
City of Chicago Department of Finance	Taxing Authority
Delaware Division of Revenue	Taxing Authority
Georgia Department of Revenue	Taxing Authority
Illinois Department of Revenue	Taxing Authority
Internal Revenue Service	Taxing Authority
Los Angeles County Tax Collector	Taxing Authority
New York City Department of Finance	Taxing Authority
Office of Finance, City of Los Angeles	Taxing Authority
Ohio Department of Taxation	Taxing Authority
State of New York, Department of Taxation and Finance	Taxing Authority
Tennessee Department of Revenue	Taxing Authority
Texas Comptroller of Public Accounts	Taxing Authority
Washington Department of Revenue	Taxing Authority

EXHIBIT 2

Relationship Disclosures

Exhibit 2

**Potential Connections of Related Parties
Open Road Films, LLC and Debtor Affiliates**

List of Current and Past FTI Clients Since January 1, 2012 Who Are Interested Parties

Engagements since January 1, 2012 Relating to the Debtors or Affiliates

Debtors

Open Road Films, LLC

Non-Debtors

IM Global, LLC/ IM Global Film Fund, LLC
Tang Media Partners LLC

Other Clients, Parents and Affiliates of Clients and Relationships since January 1, 2012 Not Relating to the Debtors or Affiliates

21st Century Fox, Inc.	Hulu LLC
Amazon.com, Inc. and affiliates	Internal Revenue Service
AMC Networks, Inc.	Klee, Tuchin, Bogdanoff & Stern, LLP
AMC Theatres	Lakeshore Entertainment Group, LLC
American International Group, Inc. (AIG) and affiliates	Latham & Watkins, LLP
Arch Insurance Group	Loeb & Loeb
Bank Hapoalim, B.M.	MUFG Union Bank, N.A. and Union Bank
Bank Leumi, USA	NBC Universal Media, LLC
Bank of America, N.A.	Pandora Media Inc.
Berkeley Research Group, LLC	Paramount Pictures Corporation
China Everbright Limited	Paul Hastings LLP
Chubb Insurance Group	Procopio Cory Hargreaves & Savitch, LLP
Cinedigm Digital Cinema Corp.	Quinn Emanuel Urquhart & Sullivan, LLP
CIT Bank, N.A. / OneWest Bank	Reliance Industries
City National Bank	Roku, Inc.
comScore, Inc.	Scripps Networks
Discovery Communications	Snap, Inc.
East West Bank	Sony Corporation and affiliates
ESPN, Inc.	The Walt Disney Company
Facebook, Inc.	Twitter, Inc.
Federal Insurance Company	U.S. Specialty Insurance Company
Glaser Weil, LLP	Universal Pictures
Google, LLC and affiliates	Universal Studios Home Entertainment, LLC
Hartford Fire Insurance Company	Univision Communications
Hiscox Insurance Company, Inc.	Viacom, Inc. and affiliates
	Young Conaway Stargatt & Taylor, LLP