

EXHIBIT C

Declaration of Amir Agam

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)

DECLARATION OF AMIR AGAM IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF KLEE, TUCHIN, BOGDANOFF & STERN LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE

I, Amir Agam, declare as follows:

1. I am the Chief Restructuring Officer of Open Road Films, LLC and its affiliated debtors and debtors in possession (the "Debtors") in the above-captioned chapter 11 cases (the "Cases"). I am familiar with the day-to-day operations, business, and financial affairs of the Debtors, having served in my current capacity since August 3, 2018. Among other responsibilities, I am involved in supervising outside counsel and monitoring and controlling legal costs.

2. I submit this declaration in support of the *Debtors' Application, Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1, for Entry of an Order Authorizing Employment and Retention of Klee, Tuchin, Bogdanoff & Stern LLP as Counsel for the Debtors and Debtors in*

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.

Possession Nunc Pro Tunc to the Petition Date (the “Application”),² filed concurrently herewith by the Debtors.

3. If called as a witness, I could and would competently testify to the matters set forth herein based on my personal knowledge. My testimony herein is based on my service as an officer of the Debtors currently and in the past, my review of the Debtors’ books and records and other relevant documents, and my review of information compiled and communicated to me by other employees of the Debtors and other FTI professionals.

THE DEBTORS’ SELECTION OF KTB&S AS COUNSEL

4. Klee, Tuchin, Bogdanoff & Stern LLP (“KTB&S” or the “Firm”) is proposed to serve as counsel to the Debtors. I am aware that KTB&S has extensive experience in chapter 11 cases.

5. The Debtors retained KTB&S because of its extensive experience and knowledge of the chapter 11 bankruptcy process. I believe KTB&S is qualified to represent the Debtors in these Cases in an efficient, competent, and timely manner. I believe KTB&S is well-qualified to represent the Debtors and to address both effectively and efficiently the legal issues in these Cases.

BILLING RATE STRUCTURE

6. KTB&S has informed the Debtors that its rates for bankruptcy representations are the same as its rates for non-bankruptcy representations, and that the hourly rates charged by KTB&S attorneys are based on the experience and seniority of the individuals assigned and do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to those terms in the Application.

7. KTB&S also has informed the Debtors that it endeavors to set hourly rates for its attorneys and paralegal at levels competitive to those charged by comparably skilled professionals in other law firms. Having previously reviewed retention applications and fee statements from other law firms of KTB&S's caliber and reputation, I believe that the rates being charged by KTB&S in connection with this representation are within the range typically charged by similar firms.

8. KTB&S has informed the Debtors the Firm's standard hourly rates are subject to annual adjustment in accordance with the Firm's practice.

COST SUPERVISION

9. The Debtors recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by their estates remain consistent with the Debtors' expectations and the exigencies of these Cases. As they did prepetition, the Debtors will continue to bring discipline, client involvement, and accountability to the counsel fees and expense reimbursement process. KTB&S's fees and expenses will be subject to review, comment, objection (if warranted), and court approval pursuant to interim compensation procedures that provide for the interim allowance and payment of fees and expenses during the course of these Cases. KTB&S's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the course of these Cases by the U.S. Trustee, any official committee, and the Court, as well as by the Debtors.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 11th day of September, 2018 at Los Angeles, California.

Open Road Films, LLC, *et al.*,
Debtors and Debtors in Possession

By: /s/ Amir Agam

Amir Agam
Chief Restructuring Officer