

Exhibit C

Proposed Order

**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.

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF DONLIN,
RECANO & COMPANY, INC., AS ADMINISTRATIVE AGENT TO THE DEBTORS,
NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the application (the "Application")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 327(a), 328, and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the Bankruptcy Court for the District of Delaware (the "Local Rules") authorizing the retention and employment of Donlin, Recano & Company, Inc. ("DRC") as administrative agent in the Debtors' Cases pursuant to the terms set forth in the Services Agreement and all as described more fully in the Application; and upon consideration of the Voorhies Declaration submitted in support of the Application; and upon consideration of the record of these Cases, and the Court being satisfied,

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 those meanings ascribed to them in the Application.

based on the representations made in the Voorhies Declaration, that DRC does not represent or hold any interest adverse to the Debtors or the Debtors' estates, and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Application 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 Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Application has been given under the circumstances, and that no other or further notice need be given; and it appearing that the employment of DRC 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 Application is GRANTED as set forth in this Order.
2. The Debtors are authorized to employ and retain DRC as their Administrative Agent as of the Petition Date on the terms set forth in the Application, the Services Agreement and this Order. DRC is authorized to provide the Administrative Services described in the Application.
3. With respect to the Administrative Services to be provided as Administrative Agent for the Debtors, DRC shall apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred in these Cases after the filing of the petitions in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the

Local Rules, and any orders entered in these Cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

4. The Debtors and DRC are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

5. The Debtors shall indemnify DRC under the terms of the Services Agreement, as modified pursuant to this Order.

6. DRC shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Services Agreement for services other than the services provided under the Services Agreement, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court.

7. Notwithstanding anything to the contrary in the Services Agreement, the Debtors shall have no obligation to indemnify DRC, or provide contribution or reimbursement to DRC, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from DRC's gross negligence, willful misconduct, or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of DRC's contractual obligations if the Court determines that indemnification, contribution or reimbursement would not be permissible pursuant to *In re United Artists Theatre Co., et al.*, 315 F.3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination under (i) or (ii), but determined by this Court, after notice and a hearing, to be a claim or expense for which DRC should not receive indemnity, contribution or reimbursement under the terms of the Services Agreement as modified by this Order.

8. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in the Cases (that order having become a final order no longer subject to appeal) or (ii) the entry of an

order closing the Cases, DRC believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Services Agreement (as modified by this Order), including without limitation the advancement of defense costs, DRC must file an application therefore in this Court, and the Debtors may not pay any such amounts to DRC before the entry of an order by this Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by DRC for indemnification, contribution or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify DRC. All parties in interest shall retain the right to object to any demand by DRC for indemnification, contribution or reimbursement.

9. In the event of an inconsistency between the Application, the Services Agreement, and this Order, this Order shall govern.

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, or 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction and power with respect to all matters relating to the interpretation or implementation of this Order.