

**EXHIBIT A**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re

OPEN ROAD FILMS, LLC, a Delaware  
limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Re Docket No. \_\_\_\_\_

**ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF AN ORDER,  
PURSUANT TO BANKRUPTCY CODE SECTION 365, AUTHORIZING  
REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Upon the motion (the "Motion")<sup>2</sup> 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 105(a) and 365 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"), and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors to reject those contracts and personal property leases set forth on **Exhibit 1** hereto (as amended, modified, or supplemented from time to time, and together with any schedules or addendums thereto, the "Rejected Contracts"), *nunc pro tunc* to the applicable date set forth on **Exhibit 1** hereto for each Rejected Contract (the "Rejection Effective Date"); and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29,

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2012; and it appearing that the Motion 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 Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and an appropriate exercise of the Debtors' business judgment; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED, as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Contracts are rejected as of the Rejection Effective Date.
3. Any claims arising out of the rejection of the Rejected Contracts must be filed on or before the deadline established by the Court for filing proofs of claims in these Cases for rejection damages.
4. Within three (3) business days after entry of this Order, the Debtors shall serve this Order on the counterparties to the Rejected Contracts (the "Counterparties").
5. All rights of the Debtors and their estates to contest any rejection damages claim relating to the Rejected Contracts and to contest the characterization of the Rejected Contracts, as executory or unexpired or not, and to contest whether any of the Rejected Contracts may have terminated prior to the Petition Date or otherwise, are reserved. Nothing in this Order shall impair, prejudice, waive, or otherwise affect: (i) any rights of the Debtors and their estates with respect to any claims of the Counterparties; or (ii) any claims that the Debtors and their estates

may have against the Counterparties, whether or not such claims arise under, are related to the rejection of, or are independent of the Rejected Contracts.

6. If the Debtors have deposited monies with the counterparties to the Rejected Contracts as a security deposit or other arrangement, such counterparties may not setoff or recoup or otherwise use such deposit without the prior authority of this Court.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (iii) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Order.

8. The requirements of Bankruptcy Rule 6006 are satisfied.

9. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2018

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Laurie Selber Silverstein  
United States Bankruptcy Judge

**EXHIBIT 1**

**Rejected Contracts**

<b>Counterparty</b>	<b>Rejected Contract</b>	<b>Rejection Effective Date</b>
Romin, Inc. 8812 Rainbow Ridge DR Las Vegas NV 89117	CinemaScore Subscription Agreement, dated April 1, 2018	September 7, 2018
FullScreen, Inc 12180 Millenium DR Los Angeles CA 90094  12180 Millennium DR Playa Vista CA 90094	Services Agreement, dated March 26, 2018	September 7, 2018
iSpot.TV 15831 NE 8th ST, STE 100 Bellevue WA 98008	iSpot.TV Enterprise License Agreement, dated February 7, 2018	September 7, 2018
ListenFirst Media, LLC 132 W 31ST ST, FL 7 New York NY 10001	Services Agreement (Executive Summary - Services, Fees & Term), dated January 2, 2018	September 7, 2018
MarkMonitor, Inc PO Box 71398 Chicago IL 60694	Master Services Agreement, dated April 27, 2015	September 7, 2018
MarkMonitor, Inc PO Box 71398 Chicago IL 60694	Statement of Work No.1, dated January 1, 2015, as amended by Addenda Nos. 1–4, dated December 23, 2015, December 21, 2016, December 18, 2017, and May 22, 2018	September 7, 2018
Jack Pan 304 16th PL Manhattan Beach CA 90266	Employment Agreement, dated November 13, 2017	September 21, 2018
Yvonne Abt 2114 Farrell Ave, #4 Redondo Beach CA 90278	Employment Agreement, dated June 26, 2017	September 21, 2018
Bryce Campbell 14710 Burbank Blvd, #109 Sherman Oaks CA 91411	Employment Agreement, dated July 11, 2011 <sup>1</sup>	September 6, 2018
Jennifer Brown 12665 Village Ln, #4408 Los Angeles CA 90094	Employment Agreement, dated February 22, 2017 <sup>1</sup>	September 6, 2018
Richie Fay 5481 Collingwood Cir Calabasas CA 91302	Employment Agreement, dated January 2, 2018	September 7, 2018

<sup>1</sup> This former employee was terminated prior to the Petition Date, however, the Debtors have nevertheless included this Rejected Contract in the Motion out of an abundance of caution.

<b>Counterparty</b>	<b>Rejected Contract</b>	<b>Rejection Effective Date</b>
Adam Bittner 4243 Mary Ellen Ave, #8 Studio City CA 91604	Employment Agreement, dated September 7, 2012 <sup>1</sup>	September 6, 2018
Joelle Shapiro 1001 Hill ST, #2 Santa Monica CA 90405	Employment Agreement, dated July 5, 2016 and February 21, 2018 <sup>1</sup>	September 6, 2018
Lori Burns 3634 Calle Jazmin Calabasas CA 91302	Employment Agreement, dated November 26, 2012 and February 12, 2018 <sup>1</sup>	September 6, 2018
Matt Creem 1050 S Grand Ave, Unit 1610 Los Angeles CA 90015	Employment Agreement, dated January 29, 2018 <sup>1</sup>	September 6, 2018
Tim Sommerfeld 1513 Addison Rd Palos Verdes Estates CA 90274	Employment Agreement, dated January 16, 2018 <sup>1</sup>	September 6, 2018
Kassee Whiting 7209 Willoughby Ave, #2 Los Angeles CA 90046	Employment Agreement, dated June 6, 2016 and January 18, 2018 <sup>1</sup>	September 6, 2018
Office1 3930 W Ali Baba Ln Las Vegas NV 89118	Equipment Lease, Agreement No. 25499228, dated April 9, 2018	September 21, 2018
Webedia Entertainment, LLC 63 Copps Hill Rd Ridgefield CT 06877	SAAS License Agreement, dated March 21, 2018	September 21, 2018