

EXHIBIT 2

Form Declaration

**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)

Ref. Docket No. _____

DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

1. I, _____, hereby declare that the following is true to the best of my knowledge, information and belief:

2. I am a _____ of _____ (the "Firm"), which maintains offices at [address].

3. This Declaration is submitted in connection with the order (the "OCP Order") of the United States Bankruptcy Court for the District of Delaware dated _____, 2018, authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases (the "Cases").

4. The Firm has represented and advised the Debtors as _____ with respect to _____ since [insert date].

5. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors: [Insert description].

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.

6. The Firm's current customary [hourly] rates, subject to change from time to time, are \$_____. In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective _____ of each year, the aforementioned rates will be revised to the regular [hourly] rates which will be in effect at that time.²

7. The Firm [does/does not] keep in the ordinary course of business time records in one-tenths-of-an-hour increments. [If the firm does not keep time in one-tenth-of-an-hour increments, explain how time records are kept.]

8. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these Cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the U.S. Trustee, or any person employed by the Office of the U.S. Trustee that would render the Firm's retention in these Cases improper.

9. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors' creditors or other parties-in-interest with respect to the matters upon which it is to be engaged.

10. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these pending Cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters

² [Disclose billing rates for Debtors if different from firm's customary rates.]

entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representations impair the Firm's ability to represent the Debtors in these Cases.

11. The Firm's process of ascertaining whether it holds or represents an interest adverse to the Debtors, their estates or any class of creditors or equity interest holders consists of the following: _____.

12. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matters in which the Firm will be engaged.

13. In the past year, the Firm has been paid \$_____ by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$_____ on account of prepetition services. [For non-legal firms: The Firm has waived, or will waive, any prepetition claims against the Debtors' estates.]

14. I also understand the limitations on compensation and reimbursement of expense under the OCP Order. Specifically, the Firm understands that in the event it exceeds a total of \$30,000 per month, on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code section 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of this Court.

15. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [If there is such an agreement, the agreement is attached hereto as Exhibit 1 (the "OCP Agreement"). I have reviewed the OCP Order and

understand that the indemnification provisions set forth in the OCP Agreement are subject, during the pendency of the Cases, to the modifications set forth in paragraph 11 of the OCP Order.]

16. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, and orders of this Court.

17. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these Cases with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

18. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

[NAME]
[ADDRESS]