

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)

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON OCTOBER 2, 2018 AT 2:00 P.M. (ET)**

RESOLVED MATTERS

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Payment of Limited Prepetition Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (II) Authorizing Payment of Reimbursement for Prepetition Expenses, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments, and (V) Scheduling Final Hearing [D.I. 4, 9/6/18]

Response Deadline:

September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00
p.m. (ET) for the Official Committee of
Unsecured Creditors]

Responses Received:

- A. Informal comments from the Office of the United States Trustee received and addressed prior to filing the motion.

Related Documents:

- B. Interim Order (I) Authorizing Payment of Limited Prepetition Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (II) Authorizing Payment of Reimbursement for Prepetition Expenses, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [D.I. 41, 9/7/18]

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 **Amended items appear in bold.**

- C. Notice of Final Hearing and Entry of Interim Order [D.I. 52, 9/7/18]
- D. Certification of No Objection [D.I. 94, 9/27/18]
- E. Final Order (I) Authorizing Payment of Limited Prepetition Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (II) Authorizing Payment of Reimbursement for Prepetition Expenses, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [D.I. 108, 9/28/18]

Status: A final order has been entered.

- 2. Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 62, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 95, 9/27/18]
- C. Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 109, 9/28/18]

Status: An order has been entered.

- 3. Debtors' Motion for Entry of an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. 65, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received: None

Related Documents:

- A. Certification of No Objection [D.I. 97, 9/27/18]
- B. Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. 110, 9/28/18]

Status: An order has been entered.

- 4. Debtors' Motion for Entry of an Order Providing that Any Creditors' Committee Is Not Authorized or Required to Provide Access to Confidential or Privileged Information to Creditors [D.I. 66, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received: None

Related Documents:

- A. Certification of No Objection [D.I. 98, 9/27/18]
- B. Order Providing that Any Creditors Committee Is Not Authorized or Required to Provide Access to Confidential or Privileged Information to Creditors [D.I. 111, 9/28/18]

Status: An order has been entered.

- 5. Debtors' Application for an Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc., as Administrative Agent to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 67, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received: None

Related Documents:

- A. Certification of No Objection [D.I. 99, 9/27/18]

- B. Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc., as Administrative Agent to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 112, 9/28/18]

Status: An order has been entered.

- 6. Debtors' Motion for an Order Authorizing the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized By the Debtors in the Ordinary Course of Business [D.I. 68, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 100, 9/27/18]
- C. Order Authorizing the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized By the Debtors in the Ordinary Course of Business [D.I. 113, 9/28/18]

Status: An order has been entered.

UNCONTESTED MATTERS—CERTIFICATIONS FILED

- 7. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany and Affiliate Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany and Affiliate Claims, (IV) Authorizing Use of Prepetition Bank Accounts, Account Control Agreements, and Payment Methods, (V) Extending Time to Comply With Requirements of 11 U.S.C. § 345(b), and (VI) Scheduling Final Hearing [D.I. 5, 9/6/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the (i) Official Committee of Unsecured Creditors and (ii) Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC]

Responses Received:

- A. Informal comments from the Office of the United States Trustee received and addressed prior to filing the motion.

Related Documents:

- B. Interim Order (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany and Affiliate Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany and Affiliate Claims, (IV) Authorizing Use of Prepetition Bank Accounts, Account Control Agreements, and Payment Methods, (V) Extending Time to Comply With Requirements of 11 U.S.C. § 345(b), and (VI) Scheduling Final Hearing [D.I. 43, 9/7/18]
- C. Notice of Final Hearing and Entry of Interim Order [D.I. 54, 9/7/18]
- D. Certificate of No Objection [D.I. 105, 9/27/18]
- E. **Final Order (I) Authorizing Continued Use of Cash Management System, (II) Authorizing the Continuation of Intercompany Transactions, (III) Granting Administrative Priority Status to Postpetition Intercompany Transactions, (IV) Authorizing Use of Prepetition Bank Accounts, Account Control Agreement, and Certain Payment Methods, and (V) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b) [D.I. 117, 10/1/18]**

Status: An order has been entered.

- 8. 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 [D.I. 63, 9/11/18]

Response Deadline:

September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors and September 27, 2018 at 4:00 p.m. (ET) for the Office of the United States Trustee]

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. First Supplemental Declaration of Amir Agam in Support of Debtors' Application [D.I. 93, 9/27/18]
- C. Certification of Counsel [D.I. 96, 9/27/18]
- D. Proposed Order

Status: Item A has been resolved and a revised proposed order has been submitted under Certification of Counsel. No hearing is required unless the Court has questions.

9. 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 Possession *Nunc Pro Tunc* to the Petition Date [D.I. 64, 9/11/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Supplemental Declaration of Jonathan M. Weiss in Support of Debtors' Application [D.I. 106, 9/27/18]
- C. Certification of Counsel [D.I. 107, 9/27/18]
- D. **Order, Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1, 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 [D.I. 118, 10/1/18]**

Status: An order has been entered.

CONTESTED MATTERS GOING FORWARD

10. Debtors' Motion for Orders: (A)(I) Establishing Bid and Sale Procedures Relating to the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Debtors to Enter Into an Asset Purchase Agreement with Stalking Horse Bidder, (III) Establishing and Approving Procedures Relating to the Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts and (IV) Scheduling a Hearing to Consider the Proposed Sale and (B)(I) Approving the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases, and (III) Granting Certain Related Relief [D.I. 9, 9/6/18]

Response Deadline:

September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 4:00 p.m. (ET) for the Office of the United States Trustee; Extended until September 27, 2018 at 1:00 p.m. (ET) for Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC; and Extended until October 1, 2018 at 2:00 p.m. (ET) for the Official Committee of Unsecured Creditors]

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal objection from the Official Committee of Unsecured Creditors
- C. Response and Reservation of Rights of Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC [D.I. 102, 9/27/18]

Related Documents:

- D. Notice of Motion [D.I. 50, 9/7/18]
- E. **Notice of Filing of (I) Proposed Sale Order and (II) Proposed Form APA [D.I. 124, 10/1/18]**

Status: Item A has been resolved. The Debtors have resolved a number of the issues raised by the various parties through revisions to the proposed order and are continuing to negotiate with the various parties to reach consensual resolutions on the remaining issues and address the outstanding comments received. This matter is going forward.

11. Debtors' Motion for Entry of Interim and Final Orders, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Setting Final Hearing, and (IV) Granting Related Relief [D.I. 6, 9/6/18]

Response Deadline: September 25, 2018 at 4:00 p.m. (ET)
[Extended until September 27, 2018 at 1:00 p.m. (ET) for the Union Entities; Extended until September 28, 2018 at 10:00 a.m. (ET) for Redrover Co. Ltd.; Extended until September 28, 2018 at 12:00 noon (ET) for (i) Lakeshore Entertainment Productions LLC and (ii) Promise Acquisition LLC; Extended until September 28, 2018 at 2:00 p.m. (ET) for Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC; Extended until October 1, 2018 at 2:00 p.m. (ET) for the Official Committee of Unsecured Creditors; Extended for the Office of the United States Trustee]

Responses Received:

- A. Informal objection from the Official Committee of Unsecured Creditors
- B. Informal comments from Lakeshore Entertainment Productions LLC
- C. Reservation of Rights of East West Bank [D.I. 37, 9/6/18]
- D. Reservation of Rights of the Directors Guild of America, Inc., et al. and their Respective Pension and Health Plans (collectively, the "Union Entities") [D.I. 101, 9/27/18]
- E. Reservation of Rights of Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC [D.I. 103, 9/27/18]
- F. Redrover Co. Ltd.'s Reservation of Rights [D.I. 114, 9/28/18]

Related Documents:

- G. Interim Order, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Setting Final Hearing, and (IV) Granting Related Relief [D.I. 51, 9/7/18]
- H. Notice of Final Hearing and Entry of Interim Order [D.I. 55, 9/7/18]

- I. Notice of Filing of Draft Proposed Final Cash Collateral Order [D.I. 115, 9/28/18]

Status: The Debtors have resolved a number of the issues raised by the various parties through revisions to the proposed final order and are continuing to negotiate with the various parties to reach consensual resolutions on the remaining issues and address the outstanding comments received. This matter is going forward.

Dated: October 1, 2018

/s/ Robert F. Poppiti, Jr.

Michael R. Nestor, Esq. (Bar No. 3526)
Robert F. Poppiti, Jr., Esq. (Bar No. 5052)
Ian J. Bambrick, Esq. (Bar No. 5455)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

and

Michael L. Tuchin, Esq.
Jonathan M. Weiss, Esq.
Sasha M. Gurvitz, Esq.
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel to Debtors and Debtors in Possession