

EXHIBIT B

Declaration of Committee Chair

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE 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 COMMITTEE CHAIR IN SUPPORT OF APPLICATION FOR ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103, FED. R. BANKR. P. 2014, AND LOCAL BANKRUPTCY RULE 2014-1, AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO SEPTEMBER 14, 2018

John Roussey, as an authorized representative of the Committee, declares under penalty of perjury as follows:

1. I, John Roussey am the Vice President, Credit of NBC Universal Media LLC (“NBC”). NBC as elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am an authorized representative of the Committee and am authorized to submit this declaration (the “Declaration”) in support of the *Application for Order Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones*

¹ The Debtors and the last four digits of their taxpayer identification numbers include: 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. Additional affiliated entities, including, but not limited to, IM Global LLC, Global Road Entertainment Television LLC (f/k/a IM Global TV LLC), Tang Media Partners LLC, and Global Road Entertainment LLC, are not debtors in these Cases and have not commenced chapter 11 cases.

LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to September 14, 2018 (the “Application”) on behalf of the Committee.²

The Committee’s Selection of PSZ&J as Counsel

2. Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On September 14, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following five (5) members: (i) Bank Leumi USA; (ii) BBG Home Again LLC; (iii) NBC Universal Media LLC; (iv) The Walt Disney Company; and (v) Twenty-First Century Fox, Inc. *See Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 72].

4. On September 14, 2018, the Committee voted to retain PSZJ as its counsel, subject to Court approval. In addition to PSZJ, the Committee considered several other law firms as counsel. The Committee believes that PSZJ’s extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZ&J as the Committee’s counsel during these chapter 11 cases.

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

Rate Structure

5. In my capacity as Chair and authorized representative of the Committee, I am responsible, along with the other committee members, for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

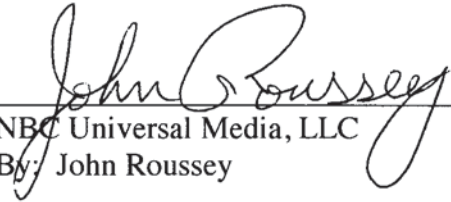
Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of a large chapter 11 case like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. The members of the Committee further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

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.

Dated: October 4, 2018

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF OPEN ROAD
FILMS, LLC, *et al.***



NBC Universal Media, LLC
By: John Roussey

Solely in its capacity as Chair of the Official
Committee of Unsecured Creditors of Open Road
films, LLC, *et al.*, and not in any other capacity