

EXHIBIT A

(Proposed Order)

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)

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF DUNDON ADVISERS LLC AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO SEPTEMBER 17, 2018

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order authorizing the Committee to employ and retain Dundon Advisers as its financial advisors *nunc pro tunc* to September 17, 2018, the date the Committee determined to employ Dundon Advisers as its financial advisors in these cases, pursuant to section 1103 of the Bankruptcy Code; and upon the Dundon Declaration attached to the Application as Exhibit B; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to section 1408 and 1409 of title 28 of the United States Code; and the being satisfied that notice of the Application and the opportunity for

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.

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

a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Dundon Declaration, that Dundon Advisers does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Dundon Advisers has been and is to be employed, and that Dundon Advisers is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in this Application and in the Dundon Declaration and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is granted to the extent set forth herein.

2. In accordance with sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorizing to employ and retain Dundon Advisers as its financial advisor, *nunc pro tunc* to September 17, 2018 on the terms and conditions set forth in the Application and the Dundon Declaration.

3. Dundon Advisers shall apply for compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. The following indemnification provisions are approved:

a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, Dundon Advisers for any claims arising

from, related to, or in connection with the services to be provided by Dundon Advisers as specified in the Application, but not for any claim arising from, related to, or in connection with Dundon Advisers' post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

b. the Debtors shall have no obligation to indemnify Dundon Advisers for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from Dundon Advisers' gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to Dundon Advisers' gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which Dundon Advisers is not entitled to receive indemnity under the terms of this Application; and

c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, Dundon Advisers believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, Dundon Advisers must file an application in this Court, and the Debtors may not pay any such amounts to Dundon Advisers before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have

jurisdiction over any request for fees and expenses by Dundon Advisers for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify Dundon Advisers.

5. The Committee and Dundon Advisers are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2018

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE