

**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)

**Ref. Docket No. 113**

**Objection Deadline: October 25, 2018 at 4:00 p.m. (ET)**

**NOTICE OF FILING OF DISCLOSURE DECLARATION OF  
ORDINARY COURSE PROFESSIONAL ARMANINO LLP**

**PLEASE TAKE NOTICE** that, in accordance with the procedures set forth in the *Order Authorizing the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business* [Docket No. 113] (the “OCP Order”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file the ordinary course professional disclosure declaration (the “Disclosure Declaration”) of Armanino LLP (the “Ordinary Course Professional”) attached hereto as **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE** that objections to the Disclosure Declaration, if any, must be filed in accordance with the OCP Order on or before **October 25, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of any objection upon the Ordinary Course Professional and (i) counsel to the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39<sup>th</sup> Floor, Los Angeles, California 90035, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (ii) counsel to the Agent, (a) Paul Hastings LLP (x) 1999 Avenue of the Stars, 27<sup>th</sup> Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq., and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8<sup>th</sup> Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; (iii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34<sup>th</sup> Floor, New York, New York 10017, Attn: Robert J. Feinstein, Esq. and Scott L. Hazan Esq., and 919 North Market Street, 17<sup>th</sup> Floor, Wilmington, Delaware 19801, Attn: Colin R. Robinson, Esq.; and (iv) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844

<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, 4<sup>th</sup> Floor, Los Angeles, CA 90067.

King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Richenderfer, Esq., so as to be actually received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that, if no timely objection to the retention of the Ordinary Course Professional is filed and served in the manner set forth above, or if any objection is resolved or withdrawn, the Debtors shall be authorized to retain the Ordinary Course Professional on a final basis, in accordance with the terms of the OCP Order, without further notice or order of the Court.

Dated: October 11, 2018

/s/ Shane M. Reil

Michael R. Nestor, Esq. (Bar No. 3526)  
Robert F. Poppiti, Jr., Esq. (Bar No. 5052)  
Ian J. Bambrick, Esq. (Bar No. 5455)  
Shane M. Reil, Esq. (Bar No. 6195)  
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, 39<sup>th</sup> Floor  
Los Angeles, CA 90067  
Tel: (310) 407-4000  
Fax: (310) 407-9090

*Counsel to Debtors and Debtors in Possession*

**Exhibit A**

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)

**Ref. Docket No. 113**

**DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL**

1. I, Mark Hutchison, hereby declare that the following is true to the best of my knowledge, information and belief:
2. I am a partner of Armanino LLP (the "Firm"), which maintains offices at 12657 Alcosta Blvd, Suite 500, San Ramon, CA 94583.
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 September 28, 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 a client in connection with tax return services since March 5, 2018.
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,

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and the Firm proposes to render, the following services to the Debtors: tax return and tax consulting services.

6. The Firm's current customary hourly rates, subject to change from time to time, in the Los Angeles, CA county ranges from \$180-\$535. In the normal course of business, the Firm revises its regular hourly rates and advises that, effective January 1 of each year, the aforementioned rates will be revised to the regular hourly rates which will be in effect at that time.

7. The Firm does keep in the ordinary course of business time records in one-tenth-of-an-hour increments.

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 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 verifying the list against the list of current clients and the scope of services we provide.

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 \$37,800 by the Debtors in respect of services rendered to the Debtors. The Firm is currently not owed any fees for the services provided to date. 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.

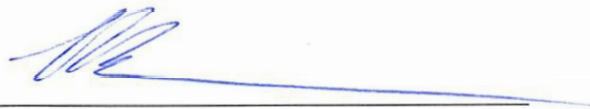
15. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

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.



Mark Hutchison