

EXHIBIT A

Proposed Order

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. _____

**ORDER APPROVING THE DEBTORS' MOTION, PURSUANT TO SECTION 107(b)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 9018, AND LOCAL RULE
9018-1, FOR ENTRY OF AN ORDER AUTHORIZING THEM TO REDACT AND FILE
UNDER SEAL CERTAIN INFORMATION CONTAINED IN PROPOSED KEY
EMPLOYEE RETENTION PLAN SUBMITTED IN CONNECTION WITH THE
DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE
IMPLEMENTATION OF A KEY EMPLOYEE RETENTION PROGRAM,
APPROVING THE TERMS THEREOF, AND GRANTING RELATED RELIEF**

Upon consideration of the motion (the "Motion")² of Open Road Films, LLC and its affiliated debtors and debtors in possession (the "Debtors") in the above-captioned chapter 11 cases (the "Cases") for entry of an order (i) authorizing the Debtors to redact the Confidential Information from the KERP Schedule in the version of the KERP Motion filed on the public docket, with an unredacted copy to be filed under seal, and (ii) directing that (a) the Confidential Information remain under seal and (b) parties must redact the Confidential Information in any pleadings filed in connection with the KERP Motion or otherwise; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of

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

Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted, as set forth herein.
2. Pursuant to section 107(b) of the Bankruptcy Code, the Debtors are authorized to:
 - (a) file the KERP Motion and related KERP Schedule on the docket in these Cases with the Confidential Information redacted; and
 - (b) file the unredacted version of the KERP Motion and related KERP Schedule under seal.
3. The unredacted KERP Schedule (and any information derived therefrom) shall remain confidential, shall be filed under seal, and shall be served on and made available only to (i) the Court, (ii) the U.S. Trustee, (iii) the Agent, (iv) the Committee, and (v) such other parties as ordered by this Court or as agreed to in writing by the Debtors (collectively, the “Permitted Recipients”).
4. To the extent that any party files any pleading in connection with the KERP Motion or otherwise, such party shall redact any and all Confidential Information from the version of such pleading filed on the docket of these Cases, and shall file the unredacted version of such pleading under seal and serve such version only upon the Debtors and the Permitted Recipients.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: October _____, 2018
Wilmington, Delaware

Laurie Selber Silverstein
United States Bankruptcy Judge