

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re</p> <p>OPEN ROAD FILMS, LLC, a Delaware limited liability company, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No.: 18-12012 (LSS)</p> <p>(Jointly Administered)</p>
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON NOVEMBER 14, 2018 AT 1:30 P.M. (ET)**

RESOLVED MATTERS

1. Debtors’ Motion for Entry of an Order Extending the Debtors’ Deadline to File Schedules of Assets and Liabilities and Statements of Financial Affairs [D.I. 145, 10/4/18]

Response Deadline: October 18, 2018 at 4:00 p.m. (ET)

Responses Received: None

Related Documents:

- A. Order Extending the Debtors’ Deadline to File Schedules of Assets and Liabilities and Statements of Financial Affairs [D.I. 219, 10/23/18]

Status: An order has been entered.

2. 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 LLP as Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 14, 2018 [D.I. 148, 10/4/18]

Response Deadline: October 18, 2018 at 4:00 p.m. (ET)

Responses Received: None

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.

Related Documents:

- A. Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 14, 2018 [D.I. 224, 10/24/18]

Status: An order has been entered.

- 3. Application Pursuant to Fed. R. Bankr. P. 2014(a) for Entry of an Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Dundon Advisers LLC as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 17, 2018 [D.I. 149, 10/4/18]

Response Deadline: October 18, 2018 at 4:00 p.m. (ET)

Responses Received:

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

Related Documents:

- B. 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 [D.I. 251, 10/31/18]

Status: An order has been entered.

- 4. Debtors' Motion for Entry of an Order Authorizing the Implementation of a Key Employee Retention Program, Approving the Terms Thereof, and Granting Related Relief [D.I. 190 & 191, 10/19/18]

Response Deadline: November 2, 2018 at 4:00 p.m. (ET)

Responses Received: None

Related Documents:

- A. Order Authorizing the Implementation of a Key Employee Retention Program, Approving the Terms Thereof, and Granting Related Relief [D.I. 348, 11/8/18]

Status: An order has been entered.

5. 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 [D.I. 192, 10/19/18]

Response Deadline: November 2, 2018 at 4:00 p.m. (ET)

Responses Received: None

Related Documents:

- A. Debtors' Motion for Entry of an Order Authorizing the Implementation of a Key Employee Retention Program, Approving the Terms Thereof, and Granting Related Relief [D.I. 190, 10/19/18]
- B. 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 [D.I. 346, 11/8/18]

Status: An order has been entered.

6. Debtors' Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 105(a) and Bankruptcy Rule 9019, Approving Settlement with Showtime Networks, Inc. and IM Global, LLC [D.I. 193, 10/19/18]

Response Deadline: November 2, 2018 at 4:00 p.m. (ET)

Responses Received:

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

Related Documents:

- B. Order, Pursuant to Bankruptcy Code Section 105(a) and Bankruptcy Rule 9019, Approving Settlement with Showtime Networks, Inc. and IM Global, LLC [D.I. 349, 11/8/18]

Status: An order has been entered.

UNCONTESTED MATTERS – CERTIFICATIONS FILED

7. Debtors' Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 365, Authorizing Rejection of Executory Contracts and Unexpired Leases [D.I. 84, 9/21/18]

Response Deadline: October 5, 2018 at 4:00 p.m. (ET)

Responses Received:

- A. Objection of Bryce Campbell [D.I. 152, 10/4/18]

Related Documents:

- B. Notice of Motion [D.I. 165, 10/11/18]
C. Order Granting Debtors' Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 365, Authorizing Rejection of Executory Contracts and Unexpired Leases [D.I. 169, 10/12/18]
D. Debtors' Reply in Support of Motion [D.I. 249, 10/31/18]
E. Certification of Counsel [D.I. 355, 11/9/18]
F. 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.

8. Richard Dutcher's Motion for Relief from Automatic Stay [D.I. 187, 10/19/18]

Response Deadline: November 2, 2018

Responses Received:

- A. Debtors' Limited Objection to Richard Dutcher's Motion for Relief from the Automatic Stay [D.I. 292; 11/2/18]

Related Documents:

- B. Notice of Motion [D.I. 194, 10/19/18]
C. Notice of Errata re: Notice of Motion [D.I. 195, 10/19/18]
D. Certification of Counsel [D.I. 327, 11/6/18]

E. 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.

CONTESTED MATTERS GOING FORWARD

9. 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 Deadlines: November 2, 2018 at 4:00 p.m. (ET) for sale and cure responses (for the Official Committee of Unsecured Creditors, the deadline to object to the sale is 8:30 a.m. (ET) the day of the sale hearing) and November 7, 2018 at 4:00 p.m. (ET) for adequate assurance responses [Each deadline having been extended for certain parties]

Sale Responses Received: See **Exhibit A** attached hereto

Cure and Adequate Assurance Responses Received: See **Exhibit B** attached hereto

Related Documents:

- A. Notice of Motion [D.I. 50, 9/7/18]
- B. Notice of Filing of (I) Proposed Sale Order and (II) Proposed Form APA [D.I. 124, 10/1/18]
- C. Order: (1) Approving Bid and Sale Procedures, (2) Approving Assumption, Assignment and Cure Procedures and Related Notices, (3) Establishing Date for Auction and Approving Related Procedures, (4) Scheduling the Sale Hearing and Related Deadlines, and (5) Granting Related Relief [D.I. 160, 10/9/18]
- D. Notice of Auction and Sale Hearing [D.I. 166, 10/11/18]

- E. Notice of Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases [D.I. 172; 10/12/18]
- F. Submission of Affidavits of Publication Regarding Notice of Auction and sale Hearing [D.I. 183, 10/18/18]
- G. Notice of Filing of (I) Stalking Horse Agreement, (II) Summary of Proposed Bid Protections, and (III) Summary of Proposed Amendments to Bid Procedures Order [D.I. 216, 10/23/18]
- H. Order Authorizing and Approving Certain Bidding Protections, Amendments to Bid Procedures Order, and Granting Related Relief [D.I. 239, 10/26/18]
- I. Amended Notice of Auction and Sale Hearing [D.I. 243, 10/26/18]
- J. Notice of Filing of Schedule of Contracts with Amended Cure Amounts [D.I. 248, 10/30/18]
- K. Notice of Filing of Proposed Stalking Horse Order [D.I. 256, 10/31/18]
- L. Notice of Filing of Stalking Horse Bidder's Proposed Adequate Assurance of Future Performance [D.I. 299, 11/3/18]
- M. Notice of (I) Filing of (A) Updated Schedule of Purchased Titles and (B) Stalking Horse Bidder's Schedule of Available Contracts Designated as Assumed Contracts, and (II) Extension of Designation Cut-Off Date [D.I. 300, 11/3/18]
- N. Notice of Cancellation of Auction [D.I. 314, 11/5/18]
- O. Notice of (I) Adjourned (A) Omnibus Hearing and (B) Sale Hearing, and (II) Further Extension of Designation Cut-Off Date [D.I. 330, 11/6/18]

Status: This matter is going forward.

10. Redrover Co. Ltd.'s Motion for Entry of an Order Compelling Assumption or Rejection of Executory Contracts, Adequate Protection, and Related Relief [D.I. 222, 10/23/18]

Response Deadline: November 2, 2018 at 4:00 p.m. (ET)
[Extended until November 6, 2018 for the Debtors]

Responses Received:

- A. Reservation of Rights of Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC [D.I. 294, 11/2/18]
- B. Debtors' Limited Objection [D.I. 325, 11/6/18]

Related Documents: None

Status: This matter is going forward.

11. Motion of Viacom International Inc. Pursuant to Sections 362(d) and 553 of the Bankruptcy Code for Relief From the Automatic Stay to Effectuate Setoff [D.I. 296, 11/2/18]

Response Deadline: November 8, 2018 at 4:00 p.m. (ET)

Related Documents:

- A. Order Shortening Notice [D.I. 308, 11/5/18]

Responses Received:

- B. Informal comments of the Debtors

Status: Item B is tentatively resolved. Viacom intends to submit a revised order under certification of counsel prior to the hearing.

12. Motion of Showtime Networks Inc. for Entry of an Order Authorizing Showtime Networks Inc. to File Under Seal the Limited Objection and Reservation of Rights of Showtime Networks Inc. to Proposed Sale Free and Clear of All Liens, Claims, Encumbrances and Other Interests [D.I. 318, 11/6/18]

Response Deadline: At the hearing

Related Documents:

- A. Limited Objection and Reservation of Rights of Showtime Networks Inc. to Proposed Sale Free and Clear of All Liens, Claims, Encumbrances and Other Interests [D.I. 316, 11/6/18]
- B. Exhibit A [D.I. 315, 11/6/18]

Responses Received: None at this time

Status: This matter is going forward.

13. Endgame's Motion to File Under Seal Certain Exhibits to the Declaration of James D. Stern in Support of Endgame's Objection to the Sale Motion [D.I. 337, 11/6/18]

Response Deadline: At the hearing

Related Documents:

- A. Declaration of James D. Stern in Support of Endgames' Objection to Debtors' Motion for an Order (I) Approving the Sale of Substantially all of the Debtors' Assets and (II) Authorizing the Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases [D.I. 335, 11/6/18]

Responses Received: None at this time

Status: This matter is going forward.

Dated: November 9, 2018

/s/ Ian J. Bambrick

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

EXHIBIT A – SALE RESPONSES

	Docket No.	Date Provided or First Filed	Respondent	Status
1	280	11/2/18	Universal Music Enterprises, a Division of UMG Recordings, Inc., Universal Music Corp., Songs of Universal, Inc. and Universal Tunes, a Division of Songs of Universal Inc.	Going forward
2	284	11/2/18	Silver Reel Entertainment Mezzanine Fund, L.P. and Host Film Holdings, LLC	Going forward
3	285 & 342	11/2/18	The Film Musicians Secondary Markets Fund	Going forward
4	286	11/2/18	Fox 2000 Pictures, a division of Twentieth Century Fox Film Corporation	Going forward
5	288 & 289	11/2/18	All I See Partners 2015, L.P.	Going forward
6	293 & 353	11/2/18	Endgame Releasing Co., LLC, Endgame Releasing Funding, LLC and Happy Pill Distribution, LLC	Going forward
7	295	11/2/18	Viacom International Inc. and its affiliates, including Awesomeness Distribution, LLC and Paramount Pictures Corporation	Going forward
8	305, 315, & 347	11/5/18	Showtime Networks Inc.	Going forward
9	307	11/5/18	Entertainment One UK Limited, Entertainment One Benelux BV, Entertainment One Canada, Inc.	Going forward
10	310	11/5/18	Turner Entertainment Networks, Inc.	Going forward
11	320	11/6/18	Directors Guild of America, Inc., the Screen Actors Guild-American Federation of Television and Radio Artists, the Writers Guild of America, West, Inc. and their respective Pension and Health Plans, as well as the Motion Picture Industry Pension and Health Plans	Going forward

	Docket No.	Date Provided or First Filed	Respondent	Status
12	333	11/6/18	Happy Pill Distribution, LLC and Happy Pill, LLC	Going forward
13	334 & 336	11/6/18	Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC	Going forward
14	338	11/6/18	Spotlight Film, LLC	Going forward
15	344	11/7/18	Redrover Co., Ltd.	Going forward

EXHIBIT B – CURE/ADEQUATE ASSURANCE RESPONSES

	Docket No.	Date Provided or First Filed	Respondent	Status
1	Informal	10/16/18	Digital Cinema Distribution Coalition, LLC	Resolved
2	Informal	10/19/18	Good Films Enterprise, LLC	Resolved
3	Informal	10/22/18	Dolphin Max Steel Holdings, LLC	Resolved
4	Informal	10/26/18	Showtime Networks Inc.	Going forward
5	Informal	10/26/18	Cinemark USA	Resolved
6	Informal	10/30/18	Sheriff Production Inc./Jay Rodan	Going forward
7	Informal	10/31/18	FullScreen, Inc.	Resolved
8	247	10/30/18	mOcean Pictures, LLC	Going forward
9	262	11/1/18	FilmNation International, LLC	Going forward
10	264	11/1/18	Stampede Post Productions, Inc.	Going forward
11	265	10/30/18	BLT Communications, LLC	Going forward
12	270	11/1/18	American Multi-Cinema, Inc. aka AMC Theatres	Going forward
13	272	11/2/18	Scorpions GBR	Resolved
14	273	11/2/18	Universal Studios Home Entertainment LLC	Going forward

	Docket No.	Date Provided or First Filed	Respondent	Status
15	275	11/2/18	Google LLC f/k/a Google Inc.	Going forward
16	276	11/2/18	Veritas Technologies LLC	Going forward
17	279	11/2/18	Studiocanal S.A.S.	Going forward
18	280	11/2/18	Universal Music Enterprises, a Division of UMG Recordings, Inc., Universal Music Corp., Songs of Universal, Inc. and Universal Tunes, a Division of Songs of Universal Inc.	Going forward
19	282	11/2/18	Sous Chef, LLC	Going forward
20	283 & 342	11/2/18	The Film Musicians Secondary Markets Fund	Going forward
21	284	11/2/18	Silver Reel Entertainment Mezzanine Fund, L.P. and Host Film Holdings, LLC	Going forward
22	286	11/2/18	Fox 2000 Pictures, a division of Twentieth Century Fox Film Corporation	Going forward
23	287	11/2/18	BBG Home Again LLC	Going forward
24	288 & 289	11/2/18	All I See Partners 2015, L.P.	Going forward
25	290	11/2/18	Lakeshore Entertainment Productions LLC	Going forward
26	293, 334, & 336	11/2/18	Endgame Releasing Co., LLC, Endgame Releasing Funding, LLC and Happy Pill Distribution, LLC	Going forward
27	295	11/2/18	Viacom International Inc. and its affiliates, including Awesomeness Distribution, LLC and Paramount Pictures Corporation	Going forward
28	307	11/5/18	Entertainment One UK Limited, Entertainment One Benelux BV, Entertainment One Canada, Inc.	Going forward

	Docket No.	Date Provided or First Filed	Respondent	Status
29	319	11/6/18	Directors Guild of America, Inc., the Screen Actors Guild-American Federation of Television and Radio Artists, the Writers Guild of America, West, Inc. and their respective Pension and Health Plans, as well as the Motion Picture Industry Pension and Health Plans	Going forward
30	333	11/6/18	Happy Pill Distribution, LLC and Happy Pill, LLC	Going forward
31	338	11/6/18	Spotlight Film, LLC	Going forward
32	344	11/7/18	Redrover Co., Ltd.	Going forward
33	347	11/8/18	Showtime Networks Inc.	Going forward