

EXHIBIT A

Proposed Order

**IN THE 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)

Re: D.I. 296 & ____

**ORDER GRANTING VIACOM INTERNATIONAL INC.'S MOTION
FOR RELIEF FROM THE AUTOMATIC STAY TO PERMIT SETOFF UNDER
SECTION 553 OF THE BANKRUPTCY CODE**

Upon the motion (the "Motion")² of Viacom International Inc. ("Viacom International") for relief from the automatic stay to permit setoff under section 553 of the Bankruptcy Code; and the Court finding that it has jurisdiction to consider the Motion; and the above-captioned debtors and debtors in possession having consented to the relief requested in the Motion solely as provided for herein; and finding adequate notice of such Motion having been given; and after notice and an opportunity for hearing, the Court having concluded that cause exists to grant the relief sought by Viacom International; it is hereby

ORDERED that the Motion is **GRANTED** as provided for herein; and it is further

ORDERED that the automatic stay is modified to permit Viacom International to effectuate the setoff of Pre-Petition License Fees owed to debtor Open Road Films, LLC in the amount of \$315,000 against the Prepetition Claim of Viacom International against Open Road Films, LLC in the Debtors' bankruptcy cases (the "Setoff"). In the event that Viacom

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 not defined herein shall have the meanings given to them in the Motion.

International files any proofs of claim in these chapter 11 cases on account of the Prepetition Claim of Viacom International against Open Road Films, LLC, Viacom International shall account for the Setoff in any such proofs of claim. Nothing in this Order is intended or shall be deemed to be an allowance of the Prepetition Claim of Viacom International against Open Road Films, LLC except insofar as is necessary to effectuate the amount of the Setoff, and all rights of the Debtors, their estates, Viacom International and interested parties in these chapter 11 cases shall be otherwise reserved with respect to the Prepetition Claim of Viacom International against Open Road Films, LLC; and it is further

ORDERED that within five (5) business days of the entry of this Order, Viacom International shall pay the Debtors \$8,940, which constitutes the remainder of the Pre-Petition License Fees owed to Open Road Films, LLC; and it is further

ORDERED that the fourteen day stay contemplated by Bankruptcy Rule 4001(a)(3) is hereby waived, and this Order shall become effective immediately upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: November __, 2018
Wilmington, Delaware

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE