

EXHIBIT A

Revised 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 Nos. 246 and _____

**ORDER ESTABLISHING PROCEDURES FOR SALES OF
CERTAIN MISCELLANEOUS ASSETS OUTSIDE THE ORDINARY
COURSE OF BUSINESS FREE AND CLEAR OF ALL LIENS, CLAIMS,
INTERESTS AND ENCUMBRANCES PURSUANT TO
SECTION 363 OF THE BANKRUPTCY CODE**

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, pursuant to sections 105 and 363 of the Bankruptcy Code, establishing procedures for the sale of the Miscellaneous Assets outside the ordinary course of business, free and clear of all liens, claims, interests and encumbrances; and upon consideration of the record of these Cases; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of 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

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.

pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and an appropriate exercise of the Debtors' business judgment; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED and DECREED THAT:**

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to sell the Miscellaneous Assets (each, a "Proposed Miscellaneous Asset Sale") in accordance with the following procedures (the "Miscellaneous Asset Sale Procedures"):

a) If the sale consideration from a purchaser of the Miscellaneous Assets does not exceed \$50,000, on a per-transaction basis, and if the sale is not to an insider (as defined in section 101(31) of the Bankruptcy Code), the Debtors may sell the assets upon providing written notice, via electronic mail, to (i) the Office of the United States Trustee for the District of Delaware, 844 King Street, Room 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer, Esq. (Linda.richenderfer@usdoj.gov), (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, (a) 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Robert J. Feinstein, Esq. (rfeinstein@pszjlaw.com), and (b) 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attn: Colin R. Robinson, Esq. (crobinson@pszjlaw.com), (iii) counsel to the Agent, Paul Hastings LLP, (a) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. (susanwilliams@paulhastings.com), and (b) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq. (andrewtenzer@paulhastings.com), and Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq. (WBowden@ashbygeddes.com), (iv) counsel to One Hundred Towers, L.L.C., Allen Matkins Leck Gamble Malloy & Natsis LLP, 1900 Main Street, 5th Floor, Irvine, California 92614, Attn: Michael S. Greger, Esq. (mgreger@allenmatkins.com), and J.P. Morgan Asset Management, 2029 Century Park East, Suite 4150, Los Angeles, California 90067, Attn: Brian Okrent (brian.x.okrent@jpmchase.com), and (v) all known parties holding or asserting liens, claims, encumbrances or other interests in the assets being sold and their respective counsel, if known (collectively, the "Notice Parties"), which shall have three (3) business days (unless extended by agreement from the Debtors) from the receipt of such notice to inform the Debtors in writing that they object to the proposed sale described in this subparagraph; provided, however, that to the extent the aggregate sale consideration for any series of related transactions to a single buyer or group of related buyers, which, on a per-transaction basis, do not exceed \$50,000, exceeds \$75,000, the procedures in subparagraph (b) below shall apply. Such notice will include a description of the Miscellaneous

Assets that are the subject and the economic terms of such proposed sale. If no written objection is received from the Notice Parties, the Debtors may consummate the Proposed Miscellaneous Asset Sale, without further notice to any other party and without the need for a hearing. If a timely written objection is received from the Notice Parties, the Debtors shall comply with the procedures set forth in subparagraph (e) below.

b) If the sale consideration from a purchaser for the Miscellaneous Assets, on a per-transaction basis, exceeds \$50,000 but is less than \$100,000, or if the sale is to an insider (as defined in section 101(31) of the Bankruptcy Code) in an amount less than \$100,000, the Debtors will file with the Court a notice, substantially in the form attached hereto as Exhibit 1, of such Proposed Miscellaneous Asset Sale (a “Miscellaneous Asset Sale Notice”) and serve such Miscellaneous Asset Sale Notice by overnight delivery on the Notice Parties and those parties, as of the date of such notice, who have filed in these Cases a notice of appearance and request for service of papers pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Rule 2002 Parties”).

c) The Miscellaneous Asset Sale Notice, to the extent that the Debtors have such information, will include: (i) a description of the Miscellaneous Assets that are the subject of the Proposed Miscellaneous Asset Sale; (ii) the location of the Miscellaneous Assets; (iii) the economic terms of sale; (iv) the identity of any non-Debtor party to the Proposed Miscellaneous Asset Sale and specify whether that party is an “affiliate” or “insider” as those terms are defined under section 101 of the Bankruptcy Code; and (v) the identity of the party, if any, holding liens, claims, encumbrances or other interests in the Miscellaneous Assets.

d) The Notice Parties and the 2002 Parties shall have five (5) business days (unless extended by agreement from the Debtors) after the Miscellaneous Asset Sale Notice is filed and served to advise counsel to the Debtors in writing with specific and particular bases that they object to the Proposed Miscellaneous Asset Sale described in such Miscellaneous Asset Sale Notice (as used in these Miscellaneous Asset Sale Procedures, the “Objection Deadline”). If no written objection is received by the Objection Deadline, the Debtors may consummate the Proposed Miscellaneous Asset Sale, without further notice to any other party and without the need for a hearing, upon entry of an order of this Court submitted under certification of counsel in accordance with these procedures, and upon entry of such order, such Proposed Miscellaneous Asset Sale will be deemed fully authorized by the Court.

e) If a written objection to a Proposed Miscellaneous Asset Sale is timely received by the Objection Deadline, the Debtors will not proceed with the Proposed Miscellaneous Asset Sale unless (i) the objection is withdrawn or otherwise resolved; or (ii) the Court approves the Proposed Miscellaneous Asset Sale at the next regularly scheduled omnibus hearing in these Cases that is at least three (3) business days after receipt by the Debtors of the objection, or at the next omnibus hearing in these Cases that is agreed to by the objecting party and the Debtors.

f) All buyers will acquire the Miscellaneous Assets sold by the Debtors pursuant to these Miscellaneous Asset Sale Procedures on an “AS IS-WHERE IS” basis without any representations or warranties from the Debtors as to the quality or fitness of such assets for

either their intended or any other purposes; provided, however, that buyers will take title to the Miscellaneous Assets free and clear of all liens, claims, encumbrances and other interests pursuant to section 363(f) of the Bankruptcy Code, with all such liens, claims, encumbrances and other interests, if any, to attach to the proceeds of the sale of the Miscellaneous Assets, with the same validity, force, and effect which they had against such Miscellaneous Assets prior to the sale.

g) Good faith purchasers of the Miscellaneous Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

h) The absence of a timely objection to the sale of the Miscellaneous Assets in accordance with the Miscellaneous Asset Sale Procedures shall be “consent” to such sale within the meaning of section 363(f)(2) of the Bankruptcy Code.

3. Notice of any sale of the Miscellaneous Assets in accordance with the Miscellaneous Asset Sale Procedures shall be sufficient notice of the sale of such assets.

4. The provision in Bankruptcy Rule 6004(h) staying an order authorizing the use, sale, or lease of property until the expiration of fourteen (14) days after entry of the order is hereby waived in respect of the sale of any Miscellaneous Assets made in accordance with this Order.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: November _____, 2018
Wilmington, Delaware

Laurie Selber Silverstein
United States Bankruptcy Judge

EXHIBIT 1

**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)

Objection Deadline: _____, 2018 at 4:00 p.m. (ET)

NOTICE OF PROPOSED MISCELLANEOUS ASSET SALE

PLEASE TAKE FURTHER NOTICE that on [*], 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered that certain *Order Establishing Procedures for Sales of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests and Encumbrances Pursuant To Section 363 of the Bankruptcy Code* [Docket No. *] the (“Miscellaneous Asset Sale Procedures Order”),² whereby the Court authorized Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Cases”), to sell certain Miscellaneous Assets in accordance with procedures provided for therein.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Miscellaneous Asset Sale Procedures Order, the Debtors propose to sell (the “Proposed Miscellaneous Asset Sale”) the Miscellaneous Assets as set forth on Exhibit A attached hereto. In accordance with the Miscellaneous Asset Sale Procedures Order, Exhibit A attached hereto provides: (i) a description of the Miscellaneous Assets that are the subject of the Proposed Miscellaneous Asset Sale; (ii) the location of the Miscellaneous Assets; (iii) the economic terms of sale; (iv) the identity of any non-Debtor party to the Proposed Miscellaneous Asset Sale and specify whether that party is an “affiliate” or “insider” as those terms are defined under section 101 of the Bankruptcy Code; and (v) the identity of the party, if any, holding liens, claims, encumbrances or other interests in the Miscellaneous Assets.

PLEASE TAKE FURTHER NOTICE that pursuant to the Miscellaneous Asset Sale Procedures Order, parties shall have until **[*], 2018 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”) to advise the undersigned counsel to the Debtors in writing with specific and particular bases that they object to the Proposed Miscellaneous Asset Sale.

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 such terms in the Miscellaneous Asset Sale Procedures Order.

PLEASE TAKE FURTHER NOTICE THAT IF NO WRITTEN OBJECTION IS RECEIVED BY THE OBJECTION DEADLINE, THE ABSENCE OF A TIMELY OBJECTION TO THE PROPOSED MISCELLANEOUS ASSET SALE SHALL BE “CONSENT” TO SUCH SALE WITHIN THE MEANING OF SECTION 363(F)(2) OF THE BANKRUPTCY CODE, AND THE DEBTORS MAY CONSUMMATE THE PROPOSED MISCELLANEOUS ASSET SALE, WITHOUT FURTHER NOTICE TO ANY OTHER PARTY AND WITHOUT THE NEED FOR A HEARING, UPON ENTRY OF AN ORDER OF THE COURT SUBMITTED UNDER CERTIFICATION OF COUNSEL IN ACCORDANCE WITH THE MISCELLANEOUS ASSET SALE PROCEDURES ORDER, AND UPON ENTRY OF SUCH ORDER, THE PROPOSED MISCELLANEOUS ASSET SALE WILL BE DEEMED FULLY AUTHORIZED BY THE COURT.

PLEASE TAKE FURTHER NOTICE that if a written objection to the Proposed Miscellaneous Asset Sale is timely received by the Objection Deadline, the Debtors will not proceed with the Proposed Miscellaneous Asset Sale unless (i) the objection is withdrawn or otherwise resolved; or (ii) the Court approves the Proposed Miscellaneous Asset Sale at the next regularly scheduled omnibus hearing in these Cases that is at least three (3) business days after receipt by the Debtors of the objection, or at the next omnibus hearing in these Cases that is agreed to by the objecting party and the Debtors.

Dated: _____, 2018

Michael R. Nestor, Esq. (DE Bar No. 3526)
Robert F. Poppiti, Jr., Esq. (DE Bar No. 5052)
Ian J. Bambrick, Esq. (DE 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, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

*Counsel to the Debtors and
Debtors in Possession*

Exhibit A