

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)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON DECEMBER 13, 2018 AT 10:00 A.M. (ET)**

CONTESTED MATTERS GOING FORWARD

1. 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]

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 1800 Century Park East, Suite 600, Los Angeles, CA 90067.

- 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]
- P. Notice of Further Extension of Designation Cut-Off Date [D.I. 360, 11/9/18]

- Q. Notice of (I) Adjourned (A) Omnibus Hearing and (B) Sale Hearing and (II) Further Extension of Designation Cut-Off Date [D.I. 367, 11/13/18]
- R. Notice of (I) Filing of (A) *Further Updated* Schedule of Purchased Titles and (B) Stalking Horse Bidder's *Updated* Schedule of Available Contracts Designated as Assumed Contracts, and (II) Further Extension of Designation Cut-Off Date [D.I. 384, 11/16/18]
- S. Debtors' Omnibus Reply in Support of Motion to (I) Approve the Sale of Substantially All of the Debtors' Assets, (II) Authorize the Assumption, Assignment, and Sale of Certain Executory Contracts and Unexpired Leases, and (III) Grant Related Relief [Sealed Version at D.I. 386, 11/19/18; Redacted Version at D.I. 387; 11/19/18]
- T. Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal Certain Exhibits to the Declaration of Amir Agam in Support of the Debtors' Omnibus Sale Reply [D.I. 388, 11/19/18]
- U. Debtors' Motion for an Order (A) Granting Leave and Permission to File Debtors' Omnibus Reply in Support of Motion to (I) Approve the Sale of Substantially All of the Debtors' Assets, (II) Authorize the Assumption, Assignment, and Sale of Certain Executory Contracts and Unexpired Leases, and (III) Grant Related Relief and (B) Authorizing the Debtors to Exceed the Page Limitation Requirements [D.I. 391, 11/19/18]
- V. Notice of Filing of *Revised* Proposed Stalking Horse Sale Order [D.I. 394, 11/20/18]
- W. Notice of (I) Filing of (A) *Fourth* Schedule of Purchased Titles and (B) Stalking Horse Bidder's *Third* Schedule of Available Contracts Designated as Assumed Contracts, and (II) Further Extension of Designation Cut-Off Date [D.I. 404, 11/21/18]
- X. Notice of Further Extension of Designation Cut-Off Date [D.I. 416, 11/28/18]
- Y. Notice of Filing of First Amendment to Stalking Horse Agreement [D.I. 425, 12/4/18]
- Z. Notice of Further Extension of Designation Cut-Off Date [D.I. 432, 12/10/18]

Status: This matter is going forward.

2. 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.

Dated: December 11, 2018

/s/ Ian J. Bambrick

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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.	Resolved in principle
2	284	11/2/18	Silver Reel Entertainment Mezzanine Fund, L.P. and Host Film Holdings, LLC	Resolved in principle
3	285 & 342	11/2/18	The Film Musicians Secondary Markets Fund	Resolved in principle
4	286	11/2/18	Fox 2000 Pictures, a division of Twentieth Century Fox Film Corporation	Resolved
5	288 & 289	11/2/18	All I See Partners 2015, L.P.	Expected to be resolved or adjourned by hearing
6	293	11/2/18	Endgame Releasing Co., LLC, Endgame Releasing Funding, LLC and Happy Pill Distribution, LLC	Resolved in principle
7	295& 353	11/2/18	Viacom International Inc. and its affiliates, including Awesomeness Distribution, LLC and Paramount Pictures Corporation	Resolved in principle
8	305, 315, & 347	11/5/18	Showtime Networks Inc.	Resolved in principle
9	307	11/5/18	Entertainment One UK Limited, Entertainment One Benelux BV, Entertainment One Canada, Inc.	Resolved
10	310	11/5/18	Turner Entertainment Networks, Inc.	Resolved
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	Resolved

	Docket No.	Date Provided or First Filed	Respondent	Status
12	333	11/6/18	Happy Pill Distribution, LLC and Happy Pill, LLC	Resolved in principle
13	334 & 336	11/6/18	Endgame Releasing Co., LLC and Endgame Releasing Funding, LLC	Resolved in principle
14	338	11/6/18	Spotlight Film, LLC	Expected to be resolved by hearing; otherwise will be adjourned
15	344	11/7/18	Redrover Co., Ltd.	Resolved in principle

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.	Resolved in principle
5	Informal	10/26/18	Cinemark USA	Resolved
6	Informal	10/31/18	FullScreen, Inc.	Resolved
7	247	10/30/18	mOcean Pictures, LLC	Moot
8	262	11/1/18	FilmNation International, LLC	Moot
9	264	11/1/18	Stampede Post Productions, Inc.	Resolved
10	265	10/30/18	BLT Communications, LLC	Moot
11	270	11/1/18	American Multi-Cinema, Inc. aka AMC Theatres	Moot
12	272	11/2/18	Scorpions GBR	Resolved
13	273	11/2/18	Universal Studios Home Entertainment LLC	Resolved
14	275	11/2/18	Google LLC f/k/a Google Inc.	Moot

	Docket No.	Date Provided or First Filed	Respondent	Status
15	276	11/2/18	Veritas Technologies LLC	Moot
16	279	11/2/18	Studiocanal S.A.S.	Expected to be resolved by hearing
17	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.	Resolved in principle
18	282	11/2/18	Sous Chef, LLC	Expected to be resolved or adjourned by hearing
19	283 & 342	11/2/18	The Film Musicians Secondary Markets Fund	Resolved
20	284	11/2/18	Silver Reel Entertainment Mezzanine Fund, L.P. and Host Film Holdings, LLC	Resolved in principle
21	286	11/2/18	Fox 2000 Pictures, a division of Twentieth Century Fox Film Corporation	Resolved
22	287	11/2/18	BBG Home Again LLC	Resolved in principle
23	288 & 289	11/2/18	All I See Partners 2015, L.P.	Expected to be resolved or adjourned by hearing
24	290	11/2/18	Lakeshore Entertainment Productions LLC	Moot
25	293, 334, & 336	11/2/18	Endgame Releasing Co., LLC, Endgame Releasing Funding, LLC and Happy Pill Distribution, LLC	Resolved in principle
26	295	11/2/18	Viacom International Inc. and its affiliates, including Awesomeness Distribution, LLC and Paramount Pictures Corporation	Expected to be resolved by hearing
27	307	11/5/18	Entertainment One UK Limited, Entertainment One Benelux BV, Entertainment One Canada, Inc.	Resolved
28	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	Expected to be resolved by hearing; otherwise will be adjourned

	Docket No.	Date Provided or First Filed	Respondent	Status
			Health Plans, as well as the Motion Picture Industry Pension and Health Plans	
29	333	11/6/18	Happy Pill Distribution, LLC and Happy Pill, LLC	Resolved in principle
30	338	11/6/18	Spotlight Film, LLC	Expected to be resolved by hearing; otherwise will be adjourned
31	344	11/7/18	Redrover Co., Ltd.	Resolved in principle
32	347	11/8/18	Showtime Networks Inc.	Resolved in principle
33	Informal	11/13/18	Listen First Media	Moot
34	385	11/19/18	Sous Chef, LLC—Supplemental	Expected to be resolved or adjourned by hearing
35	Informal	11/6/18	El Paso Productions, Inc.	Resolved