

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. 135 and 429

**FIRST ORDER AMENDING THE
FINAL ORDER, PURSUANT TO SECTIONS 105(a), 361, 362, 363(c), 503(b),
AND 507(b) OF THE BANKRUPTCY CODE, (I) AUTHORIZING DEBTORS
TO USE CASH COLLATERAL, (II) GRANTING ADEQUATE PROTECTION,
AND (III) GRANTING RELATED RELIEF**

WHEREAS, on October 2, 2018, this Court entered that certain *Final Order, Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Related Relief* [Docket No. 135] (the “Final Order”);² and

WHEREAS, the Debtors, the Committee, the Guilds, and the Agent, on behalf of itself and the other Prepetition Secured Parties and with the consent of the Required Lenders (as defined in the Senior Secured Credit Agreement), have agreed to modify certain provisions of the Final Order as set forth herein.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, that:

1. Paragraph 5 of the Final Order is amended and restated in its entirety as follows:
“Upon reasonable notice, at reasonable times, and for a reasonable number of times during

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 otherwise defined herein shall have the meanings ascribed to such terms in the Final Order.

normal business hours, the Debtors shall permit representatives, agents and employees of the Prepetition Secured Parties to (a) have access to and inspect the Debtors' properties, (b) examine the Debtors' books and records, and (c) discuss the Debtors' affairs, finances and condition with the Debtors' officers and financial advisors. In addition, the Debtors shall provide the Prepetition Secured Parties with (a) reasonable access to and cooperation from the CRO (as defined herein) and FTI and (b) evidence reasonably satisfactory to the Agent that, subject to the approval of their respective boards of directors, the CRO has control over the Debtors' cash to ensure that the Debtors comply with their obligations under this Final Order."

2. Clause (xvii) of paragraph 8 of the Final Order is amended and restated in its entirety as follows: "Failure to obtain entry of an order, in form and substance reasonably satisfactory to the Agent, of the Court approving the sale of all or substantially all of the Debtors' assets (the "Sale") on or before December 14, 2018 (or such later date as is specified in writing by the Agent);".

3. Clause (xviii) of paragraph 8 of the Final Order is amended and restated in its entirety as follows: "Failure to close on the Sale on or before December 21, 2018 (or such later date as is specified in writing by the Agent);".

4. Clause (xxi) of paragraph 8 of the Final Order is amended and restated in its entirety as follows: "December 21, 2018 (or such later date as is specified in writing by the Agent, in the case of the Prepetition Secured Parties, and by the Guilds)."

5. Except as expressly set forth herein, all of the terms, conditions, and provisions of the Final Order are ratified and reaffirmed in all respects and shall remain in full force and effect.

6. This Court shall retain jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this order.

Dated: December 11th, 2018
Wilmington, Delaware



LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE