

**EXHIBIT B**

**Blackline**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

OPEN ROAD FILMS, LLC, a Delaware  
limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Ref. Docket ~~No~~Nos. [407 and](#) \_\_\_\_\_

**ORDER (I) ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM,  
ADMINISTRATIVE EXPENSES INCURRED ON OR BEFORE DECEMBER 20, 2018,  
AND SECTION 503(B)(9) CLAIMS AND (II) APPROVING THE FORM AND MANNER  
OF NOTICE THEREOF**

Upon consideration of the motion [\[Docket No. 407\]](#) (the “Motion”)<sup>2</sup> 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 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) establishing deadlines for filing proofs of claim, administrative expenses incurred on or before December 20, 2018, and section 503(b)(9) claims in the Cases, and (ii) approving the form, timing and manner of notice of such deadlines; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it

<sup>1</sup> 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 1800 Century Park East, Suite 600, Los Angeles, California 90067.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the 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 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 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. Except as otherwise provided herein:

(i) 5:00 p.m. (prevailing Eastern Time) on **January 25, 2019** is established as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a "Proof of Claim") based on claims against the Debtors that arose prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code (the "General Bar Date");

(ii) 5:00 p.m. (prevailing Eastern Time) on **January 25, 2019** is established as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that holds or wishes to assert an administrative expense pursuant to section 503(b) of the Bankruptcy Code (except for section 503(b)(9) claims, which are subject to the General Bar Date) (each, an "Initial Administrative Expense") must file a request for payment of such Initial Administrative

Expense (each, a “Request for Initial Administrative Expense”) based on administrative expenses that arose during the period from the Petition Date through and including December 20, 2018 (the “Initial Administrative Expense Period”) (such bar date, the “Initial Administrative Expense Bar Date”); and

(iii) 5:00 p.m. (prevailing Eastern Time) on **March 5, 2019** is established as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file a Proof of Claim against the Debtors based on claims against the Debtors that arose prior to the Petition Date (the “Government Bar Date”).

3. If the Debtors file an amendment to or supplement their Schedules subsequent to the mailing of the Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against a Debtor, or to add a new claim, they will provide notice of any such amendment or supplement to the holders of the claims affected thereby within ~~ten~~five (105) days of such filing. Holders of the claims affected by any such amendments must file Proofs of Claim with respect to such claims on or before the later of (i) the applicable General Bar Date or Government Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is ~~twenty-one (21)~~thirty (30) days after the date on which notice is served (the “Supplemental Bar Date”); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors file an amendment or supplement to their Schedules shall not be required to file another Proof of Claim ~~following~~ such if the Claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

4. Any counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease must file a Proof

of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease, and (ii) the General Bar Date (the “Rejection Bar Date”).

Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, unless such party is expressly excluded from filing a Proof of Claim, must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable; and (b) an Initial Administrative Expense on account of such executory contract or unexpired lease, unless such party is expressly excluded from filing a Request for Initial Administrative Expense, must file a Request for Initial Administrative Expense for such Initial Administrative Expense on or before the Initial Administrative Expense Bar Date.

5. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any claim (as defined in section 101(5) of the Bankruptcy Code) against a Debtor that arose prior to the Petition Date, must file an original, written proof of such claim that substantially conforms to the proof of claim form (the “Proof of Claim Form”), annexed hereto as **Exhibit 2**, so as to be received on or before the applicable Bar Date by the Claims Agent.

6. The following persons or entities are *not* required to file a Proof of Claim on or before the General Bar Date or the Government Bar Date, as applicable:

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated”; (ii) who does not dispute the amount, priority, or nature of the claim as set forth in the Schedules; and (iii) who does not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;

- b. any person or entity whose claim has been paid in full;
- c. any person or entity that holds a direct or indirect interest in any of the Debtors, which interest is based exclusively upon the ownership of membership interests or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;
- d. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date (provided that holders of claims allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code are required, unless specifically excepted hereunder, to file a Request for Initial Administrative Expense for administrative expenses arising on or before December 20, 2018);
- e. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- f. any holder of a claim for which a separate deadline is fixed by this Court;
- g. any holder of a claim against the Debtors that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- h. any Debtor holding a claim against another Debtor;
- i. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j. the Agent on account of any claims allowed pursuant to 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].

1. Any person or entity that relies on the Schedules has the responsibility to determine that the Claim is accurately listed in the Schedules.

2. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts an Initial Administrative Expense, must file an original, written request for payment of such expense that substantially conforms to the form of Request for Initial Administrative Expense (the “Request for Initial Administrative Expense Form”) annexed hereto as **Exhibit 3**, so as to be received on or before the Initial Administrative Expense Bar Date by the Claims Agent.

3. The following Initial Administrative Claims are *not required* to be filed pursuant to a Request for Initial Administrative Expense on or before the Initial Administrative Expense Bar Date:

- a. any Initial Administrative Expenses that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- b. Initial Administrative Expenses previously filed with the Claims Agent or the Court;
- c. Initial Administrative Expenses of FTI Consulting or of any professionals retained by the Debtors or the Committee, pursuant to orders of the Court, who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- d. any Initial Administrative Expense by any member of the Committee for reimbursement of expenses (including attorneys’ fees) incurred in connection with the member’s service on the Committee;
- e. any Initial Administrative Expense by any current officer or director of the Debtors;
- f. any Initial Administrative Expense for fees payable to the Clerk of this Court;
- g. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- h. any Initial Administrative Expense by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code,

as provided for in section 503(b)(1)(D) of the Bankruptcy Code, or for any other postpetition tax;

- i. any Initial Administrative Expense held by the Agent on account of any claims allowed pursuant to 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];
- j. any Initial Administrative Expense held by one Debtor against another Debtor;
- k. ordinary course Initial Administrative Expenses (a) for postpetition payroll and employee benefits or (b) for any payments in respect of any key employee retention or incentive plans approved by the Court; and
- l. Administrative Expenses arising after December 20, 2018 (which may be fixed at a later time).

1. The Debtors' Claims Agent shall mail the Bar Date Package within seven (7) days of the entry of this Order (such mailing date, the "Bar Date Notice Mailing Date"). Each person or entity entitled to receive notice hereunder will receive (i) the Bar Date Notice; (ii) a Proof of Claim Form, substantially in the form attached hereto as **Exhibit 2**, *provided, however*, that such Proof of Claim Form may be customized for each creditor whose claim is listed on the Schedules with the creditor's name, address, and information regarding the nature, amount, and status of its claim(s) as reflected in the Schedules, and (iii) a Request for Initial Administrative Expense Form.

2. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of parties in interest (e.g. banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (iii) additional potential claimants become known as a result of



the Bar Date mailing process. The Debtors shall be permitted to make supplemental mailings of the Bar Date Package in these and similar circumstances. If the Debtors determine after the Bar Date Notice Mailing Date that additional parties should receive the Bar Date Package, then the date by which a Proof of Claim or Request for Initial Administrative Expense must be filed by any such parties shall be the later of (i) the General Bar Date, Initial Administrative Expense Bar Date, or the Government Bar Date, as applicable, or (ii) ~~twenty-one~~thirty (~~21~~30) days from the mailing of the Bar Date Package to such additional parties. Notwithstanding anything to the contrary herein, if notices are returned as “return to sender” without a forwarding address, the Debtors shall not be required to mail additional notices to such creditors.

3. The Claims Agent shall prominently display the Bar Dates and post the Proof of Claim Form, Request for Initial Administrative Expense Form, and Bar Date Notice on its website at <https://www.donlinrecano.com/openroad>.

4. All *original* Proofs of Claim or Requests for Initial Administrative Expenses must be received by the Claims Agent on or before the applicable Bar Date either (i) electronically through the Claims Agent’s website at <https://www.donlinrecano.com/Clients/orf/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

**If sent by mail, send to:**

Donlin, Recano & Company, Inc.  
Re: Open Road Films, LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

**If sent by Overnight Delivery or Hand Delivery, send to:**

Donlin, Recano & Company, Inc.  
Re: Open Road Films, LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

5. Proofs of Claim and Requests for Initial Administrative Expenses will be deemed timely filed only if *actually received* by the Claims Agent on or before the applicable Bar Date.

6. Each Proof of Claim or Request for Initial Administrative Expense must:

- a. be written in the English language;
- b. denominate the claim in lawful currency of the United States as of the applicable Petition Date;
- c. conform substantially with the Proof of Claim Form or Request for Initial Administrative Expense, as applicable;
- d. be signed by the claimant or by an authorized agent of the claimant;
- e. indicate the particular Debtor against which the claim is asserted;
- f. include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; ~~provided, however, that a Proof of Claim or Request for Initial Administrative Expense may be filed without supporting documentation upon the prior written consent of the Debtors;~~
- g. set forth the legal and factual basis for the alleged claim; and
- h. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (ii) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (iii) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

1. Parties who wish to receive from the Claims Agent a proof of receipt of their submission must also include with their original Proof of Claim or Request for Initial Administrative Expense a copy of such claim and a self-addressed and pre-stamped envelope.

2. All entities asserting claims against more than one Debtor be required to file a separate Proof of Claim or Request for Initial Administrative Expense with respect to each such Debtor.

3. All holders of claims under section 503(b)(9) of the Bankruptcy Code shall be required to file a Proof of Claim prior to the General Bar Date.

4. Unless otherwise ordered by the Court, any holder of a claim against any of the Debtors who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in these Cases.

5. Unless otherwise ordered by the Court, any holder of an Initial Administrative Expense against any of the Debtors who is required, but fails, to file a Request for Initial Administrative Expense in accordance with the Bar Date Order on or before the Initial Administrative Expense Bar Date shall not be permitted to participate in any distribution in these chapter 11 Cases on account of such Initial Administrative Expense.

6. Notice of the Bar Date Package shall be deemed good, adequate, and sufficient notice if it is served as provided for herein upon the following Bar Date Notice Parties:

- a. the U.S. Trustee;
- b. the Committee;
- c. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- d. all parties known to the Debtors as having potential claims against any of the Debtors' estates;
- e. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);

- f. all parties to litigation with any of the Debtors (as of the date of the entry of the Bar Date Order);
- g. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- h. the Internal Revenue Service;
- i. all regulatory agencies that have jurisdiction over the Debtors;
- j. all applicable state and local tax authorities and all environmental authorities listed in the Debtors' statement of financial affairs, as required by Local Rule 2002-1(e);
- k. the Debtors' and non-Debtor affiliates' current officers, members, managers, and employees;
- l. the Debtors' former officers, members, managers, and employees and non-Debtor affiliates' former employees (to the extent that contact information for such former officers, members, managers, and employees is available in the Debtors' records) for the two years prior to the Petition Date;
- m. all known persons who have entered into a transaction with the Debtors on or after the Petition Date or that are known to hold a right to payment under section 503(b)(1) of the Bankruptcy Code; and
- n. all holders of equity interests in the Debtors.

1. The Bar Date Notice, the Proof of Claim Form, and the Request for Initial Administrative Expense Form, each substantially in the forms annexed hereto as **Exhibit 1**, **Exhibit 2**, and **Exhibit 3**, respectively, are approved in all respects.

2. Pursuant to Bankruptcy Rule 2002(1), the Court finds that notice by mail to all potential creditors is impracticable and therefore the Debtors shall, ~~within five (5) business days of the Bar Date Notice Mailing Date~~, publish the Bar Date Notice, with such changes as may be required for publication, (a) once in the national edition of *USA Today* within five (5) business days of the Bar Date Notice Mailing Date and (b) once in *Variety* or such other trade journal as the Debtors deem appropriate as soon as reasonably practicable after the Bar Date Notice Mailing Date.

3. Prior to mailing the Bar Date Package and publishing the Bar Date Notice, the Debtors may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes to the Bar Date Notice and the Proof of Claim Form and the Request for Initial Administrative Expense Form as the Debtors deem necessary or appropriate.

4. All rights of the Debtors to (i) object to any Proof of Claim or Request for Initial Administrative Expense on any grounds, (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or otherwise, and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined are reserved.

5. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors in connection with claims they may have against any of the Debtors in these Cases.

6. Entry of this Order is without prejudice to the rights of the Debtors and their estates to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtors.

7. The Debtors and the Claims Agent are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

8. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: December \_\_\_\_\_, 2018  
Wilmington, Delaware

\_\_\_\_\_  
Laurie Selber Silverstein  
United States Bankruptcy Judge

**Exhibit 1**

**Bar Date Notice**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re

OPEN ROAD FILMS, LLC, a Delaware  
limited liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

**NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM AND  
REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES**

**PLEASE TAKE NOTICE THAT:**

The United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Open Road Films, LLC, Open Road Releasing, LLC, OR Productions LLC, Briarcliff LLC, Open Road International LLC, and Empire Productions LLC (collectively, the “Debtors”) has entered an order [Docket No. \*] (the “Bar Date Order”)<sup>2</sup> establishing (i) **5:00 p.m. (prevailing Eastern Time) on January 25, 2019** as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a “Proof of Claim”) based on claims against the Debtors that arose prior to September 6, 2018 (the “Petition Date”), *including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code* (the “General Bar Date”), (ii) **5:00 p.m. (prevailing Eastern Time) on January 25, 2019** as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, that holds or wishes to assert an administrative expense pursuant to section 503(b) of the Bankruptcy Code (except for section 503(b)(9) claims, which are subject to the General Bar Date) (each, an “Initial Administrative Expense”) must file a request for payment of such Initial Administrative Expense (each, a “Request for Initial Administrative Expense”) based on administrative expenses that arose during the period from the Petition Date through and including December 20, 2018 (the “Initial Administrative Expense Period”) (such date, the “Initial Administrative Expense Bar Date”); and (iii) **5:00 p.m. (prevailing Eastern Time) on March 5, 2019** as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file a Proof of Claim against the Debtors (the “Government Bar Date” and together with the General Bar Date, Initial Administrative Expense Bar Date, the Rejection Bar Date, and the Supplemental Bar Date (each as defined below), the

<sup>1</sup> 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 1800 Century Park East, Suite 600, Los Angeles, California 90067.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

“Bar Dates”). The Bar Date Order, the Bar Dates, as applicable, and the procedures set forth below for the filing of Proofs of Claim and Requests for Initial Administrative Expenses, apply to all claims against the Debtors that arose prior to the Petition Date, on which each of the Debtors commenced chapter 11 cases under the Bankruptcy Code (the “Cases”), as well as to all claims against the Debtors that arose between the Petition Date and through and including December 20, 2018.

1. **WHO MUST FILE A PROOF OF CLAIM**

You ***MUST*** file a Proof of Claim to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the Petition Date and it is not one of the other types of claims described in section 2 below. Acts or omissions of the Debtors that arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. **PARTIES WHO NEED NOT FILE A PROOF OF CLAIM**

You need ***not*** file a Proof of Claim if:

- a. your claim is listed on the schedules of assets and liabilities filed by a Debtor (collectively, the “Schedules”) and (i) your claim is not described therein as “disputed,” “contingent,” or “unliquidated”; (ii) you do not dispute the amount, priority, or nature of the claim as set forth in the Schedules; and (iii) you do not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. your claim has been paid in full;
- c. you hold a direct or indirect interest in any of the Debtors, which interest is based exclusively upon the ownership of membership interests or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that if you are an interest holder and wish to assert claims (as opposed to ownership interests) against any of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest or the sale, issuance, or distribution of the interest, you must file Proofs of Claim on or before the applicable Bar Date unless another



exception identified herein applies;<sup>3</sup>

- d. you hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, ***unless you are a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date (provided that holders of claims allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code are required, unless specifically excepted under the Bar Date Order, to file a Request for Initial Administrative Expense for administrative expenses arising on or before December 20, 2018);***
- e. you hold a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- f. you hold a claim for which a separate deadline is fixed by this Court;
- g. you hold a claim against the Debtors properly filed previously with the Clerk of the Court or with the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc. (the "Claims Agent") (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- h. you are a Debtor holding a claim against another Debtor;
- i. you hold a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- j. you are the Agent, on account of any claims allowed pursuant to 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].

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.**

If the Debtors amend or supplement their Schedules subsequent to the mailing of this Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against a Debtor, or to add a new claim, they will provide notice of any amendment or supplement of their Schedules to the holders of the claims affected thereby within ~~ten~~five (~~10~~5) days of filing any such amendment or supplement.

<sup>3</sup> The Debtors reserve all rights with respect to such claims including without limitation to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Holders of the claims affected thereby must file any Proofs of Claim with respect to such claims by the later of (i) the applicable Bar Date, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is ~~twenty-one (21)~~thirty (30) days from the date on which notice is served (the “Supplemental Bar Date”); provided, however, that any affected party who filed a Proof of Claim prior to the date when the Debtors file an amendment or supplement to their Schedules shall not be required to file another Proof of Claim if the Claim set forth in such Proof of Claim is not affected by the amendment or supplementation.

3. **WHO MUST FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE**

You ***MUST*** file a Request for Initial Administrative Expense to receive distributions from the Debtors’ bankruptcy estates if you have an administrative expense against the Debtors’ estates that arose between the Petition Date and through and including December 20, 2018 and it is not one of the other types of claims described in section 4 below. Acts or omissions of the Debtors that arose during the Initial Administrative Expense Period may give rise to administrative expenses against the Debtors that must be filed by the Initial Administrative Expense Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Initial Administrative Expense Bar Date.

4. **PARTIES WHO NEED NOT FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE**

You need ***not*** file a Request for Initial Administrative Expense on account of:

- a. any Initial Administrative Expenses that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- b. Initial Administrative Expenses previously filed with Donlin Recano or the Court;
- c. Initial Administrative Expenses of FTI Consulting or of any professionals retained by the Debtors or the Committee, pursuant to orders of the Court, who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- d. any Initial Administrative Expense by any member of the Committee for reimbursement of expenses (including attorneys’ fees) incurred in connection with the member’s service on the Committee;
- e. any Initial Administrative Expense by any current officer or director of the Debtors;
- f. any Initial Administrative Expense for fees payable to the Clerk of this Court;

- g. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- h. any Initial Administrative Expense by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code, or for any other postpetition tax;
- i. any Initial Administrative Expense held by the Agent on account of any claims allowed pursuant to 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];
- j. any Initial Administrative Expense held by one Debtor against another Debtor;
- k. ordinary course Initial Administrative Expenses (a) for postpetition payroll and employee benefits or (b) for any payments in respect of any key employee retention or incentive plans approved by the Court; and
- l. Administrative Expenses arising after December 20, 2018 (which deadline may be set at a later time).

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim.

YOU SHOULD NOT FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE IF YOU DO NOT HAVE AN INITIAL ADMINISTRATIVE EXPENSE AGAINST ANY OF THE DEBTORS.

#### 5. **EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the General Bar Date (the “Rejection Bar Date”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a Proof of Claim; and (b) an Initial Administrative Expense on account of such executory contract or unexpired lease, you must file a Request for Initial Administrative Expense for such Initial Administrative Expense on or before the Initial Administrative Expense

Bar Date, unless you are expressly excluded from filing a Request for Initial Administrative Expense.

**6. WHEN AND WHERE TO FILE PROOFS OF CLAIM**

All original Proofs of Claim and Requests for Initial Administrative Expenses must be filed so as to be received on or before the applicable Bar Date at 5:00 p.m. (prevailing Eastern Time) either (i) electronically through the Claims Agent's website at <https://www.donlinrecano.com/Clients/orf/FileClaim> or (ii) by first-class mail, overnight delivery service, or hand delivery at the following address:

**If sent by mail, send to:**

Donlin, Recano & Company, Inc.  
Re: Open Road Films, LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

**If sent by Overnight Delivery or Hand Delivery, send to:**

Donlin, Recano & Company, Inc.  
Re: Open Road Films, LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

**PROOFS OF CLAIM AND REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES WILL BE DEEMED TIMELY FILED ONLY IF ACTUALLY RECEIVED BY THE CLAIMS AGENT ON OR BEFORE THE APPLICABLE BAR DATE AT 5:00 P.M. (PREVAILING EASTERN TIME). PROOFS OF CLAIM AND REQUESTS FOR INITIAL ADMINISTRATIVE EXPENSES MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR EMAIL.**

**7. WHAT TO FILE**

The Debtors are enclosing a proof of claim form (the "Proof of Claim Form") for use in the Debtors' Cases. If your claim is scheduled by the Debtors, the form also may set forth the amount of your claim as scheduled by the Debtors and the specific Debtor against which the claim is scheduled. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. The Debtors are also enclosing a Request for Initial Administrative Expense form (the "Request for Initial Administrative Expense Form") for use in the Debtors' Cases.

**IF YOU FILE A PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE, YOUR FILED PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE MUST (I) BE WRITTEN IN THE ENGLISH LANGUAGE; (II) DENOMINATE THE CLAIM IN LAWFUL CURRENCY OF THE UNITED STATES AS OF THE PETITION DATE; (III) CONFORM SUBSTANTIALLY**

WITH THE PROOF OF CLAIM FORM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE FORM, AS APPLICABLE; (IV) BE SIGNED BY THE CLAIMANT OR BY AN AUTHORIZED AGENT OF THE CLAIMANT; (V) INDICATE THE PARTICULAR DEBTOR AGAINST WHICH THE CLAIM IS ASSERTED; (VI) SET FORTH THE LEGAL AND FACTUAL BASIS FOR THE ALLEGED CLAIM; AND (VII) INCLUDE SUPPORTING DOCUMENTATION (OR, IF SUCH DOCUMENTATION IS VOLUMINOUS, INCLUDE A SUMMARY OF SUCH DOCUMENTATION) OR AN EXPLANATION AS TO WHY SUCH DOCUMENTATION IS NOT AVAILABLE; ~~PROVIDED, HOWEVER, THAT A PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE MAY BE FILED WITHOUT SUPPORTING DOCUMENTATION UPON THE PRIOR WRITTEN CONSENT OF THE DEBTORS.~~

Vendors of goods may be entitled to assert claims arising prior to the Petition Date under section 503(b)(9) of the Bankruptcy Code to the extent that they delivered goods to the Debtors within the 20-day period prior to the Petition Date. The Court has deemed the filing of a proof of claim as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to the other requirements of the immediately preceding paragraph above, any Proof of Claim asserting a section 503(b)(9) claim must (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (b) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (c) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (d) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Forms may also be obtained from the Claims Agent website: <https://www.donlinrecano.com/Clients/orf/Static/POC> and from the Court's website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

8. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE BY THE APPLICABLE BAR DATE

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 2 ABOVE, OR UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF A CLAIM AGAINST ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE APPLICABLE BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION IN THE CASES.

**EXCEPT WITH RESPECT TO ADMINISTRATIVE EXPENSES OF THE TYPE SET FORTH IN SECTION 4 ABOVE, OR UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF AN INITIAL ADMINISTRATIVE EXPENSE AGAINST ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A REQUEST FOR INITIAL ADMINISTRATIVE EXPENSE IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE INITIAL ADMINISTRATIVE EXPENSE BAR DATE SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH INITIAL ADMINISTRATIVE EXPENSE.**

**9. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Schedules and the Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' Cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). Additionally, electronic copies of the Schedules and the Bar Date Order may be viewed free of charge at the Debtors' Claims Agent's website at <https://www.donlinrecano.com/openroad>. Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

**10. ADDITIONAL INFORMATION**

If you require additional information regarding the contents hereof, you may contact the Claims Agent's restructuring center for the Debtors at (212) 771-1128 or submit an inquiry via e-mail to [orinfo@donlinrecano.com](mailto:orinfo@donlinrecano.com). Please be advised that the Claims Agent is not permitted to provide legal advice.

Dated: \_\_\_\_\_, 2018

- /s/  
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, 39<sup>th</sup> Floor  
Los Angeles, CA 90067  
Tel: (310) 407-4000 Fax: (310) 407-9090

*Counsel to Debtors and Debtors in Possession*

**Exhibit 2**

**Proof of Claim Form**



**Exhibit 3**

**Request for Administrative Expense Form**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re  
OPEN ROAD FILMS, LLC, a Delaware limited  
liability company, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 18-12012 (LSS)

(Jointly Administered)

**REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE**

**THIS FORM TO BE USED ONLY FOR CLAIMS ARISING BETWEEN SEPTEMBER 6, 2018 AND DECEMBER 20, 2018. FOR CLAIMS ARISING BEFORE SEPTEMBER 6, 2018 (AND FOR SECTION 503(B)(9) CLAIMS), USE THE PROOF OF CLAIM FORM**

1. Name of claimant: \_\_\_\_\_

2. Name of Debtor claim asserted against (check one):

\_\_\_\_ Open Road Releasing, LLC                      \_\_\_\_ Briarcliff LLC

\_\_\_\_ Open Road Films, LLC                              \_\_\_\_ Open Road International LLC

\_\_\_\_ OR Productions LLC                                  \_\_\_\_ Empire Productions LLC

3. Nature and description of the claim (you may attach a separate summary):

\_\_\_\_\_

4. Date(s) claim arose: \_\_\_\_\_

5. Amount of claim: \_\_\_\_\_

6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date or dates on which the administrative expense claim arose.

Date:

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

Email: \_\_\_\_\_

<sup>1</sup> 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 1800 Century Park East, Suite 600, Los Angeles, California 90067.