

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. 9, 160, 239, 256, 394, 439, 446 &
457

**NOTICE OF FILING OF (I) FIFTH REVISED PROPOSED
STALKING HORSE SALE ORDER AND (II) EXHIBIT B TO SUCH ORDER**

PLEASE TAKE FURTHER NOTICE that, on October 31, 2018, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the *Notice of Filing of Proposed Stalking Horse Sale Order* [Docket No. 256] (the “Notice of Stalking Horse Sale Order”).² Attached to the Notice of Stalking Horse Sale Order as Exhibit 1 was the Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that, on November 20, 2018, the Debtors filed the *Notice of Filing of Revised Proposed Stalking Horse Sale Order* [Docket No. 394] (the “First Notice of Revised Proposed Stalking Horse Sale Order”). Attached to the First Notice of Revised Proposed Stalking Horse Sale Order as Exhibit A was a comparison of a revised Proposed Stalking Horse Sale Order (the “First Revised Proposed Stalking Horse Sale Order”) marked against the Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that, on December 12, 2018, the Debtors filed the *Notice of Filing of Second Revised Proposed Stalking Horse Sale Order* [Docket No. 439] (the “Second Notice of Revised Proposed Stalking Horse Sale Order”). Attached to the Second Notice of Revised Proposed Stalking Horse Sale Order as Exhibit A was a comparison of a further revised Proposed Stalking Horse Sale Order (the “Second Revised Proposed Stalking Horse Sale Order”) marked against the First Revised Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that, on December 12, 2018, the Debtors filed the *Notice of Filing of Third Revised Proposed Stalking Horse Sale Order* [Docket No. 446] (the “Third Notice of Revised Proposed Stalking Horse Sale Order”). Attached to the Third Notice of Revised Proposed Stalking Horse Sale Order as Exhibit A was a comparison of a

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

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Notice of Stalking Horse Sale Order.

further revised Proposed Stalking Horse Sale Order (the “Third Revised Proposed Stalking Horse Sale Order”) marked against the Second Revised Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that, on December 13, 2018, the Debtors filed the *Notice of Filing of Fourth Revised Proposed Stalking Horse Sale Order* [Docket No. 457] (the “Fourth Notice of Revised Proposed Stalking Horse Sale Order”). Attached to the Fourth Notice of Revised Proposed Stalking Horse Sale Order as Exhibit A was a comparison of a further revised Proposed Stalking Horse Sale Order (the “Fourth Revised Proposed Stalking Horse Sale Order”) marked against the Third Revised Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that, since the filing of the Fourth Notice of Revised Proposed Stalking Horse Sale Order, the Debtors, in consultation with the Stalking Horse Bidder and other parties, have made certain revisions to the Fourth Revised Proposed Stalking Horse Sale Order (the “Fifth Revised Proposed Stalking Horse Sale Order”). Attached hereto as **Exhibit A** is a comparison of the Fifth Revised Proposed Stalking Horse Sale Order marked against the Fourth Revised Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is Exhibit B (the “Cure Schedule”) to the Fifth Revised Proposed Stalking Horse Sale Order.

PLEASE TAKE FURTHER NOTICE that the Fifth Revised Proposed Stalking Horse Sale Order and the Cure Schedule remain subject to continuing review and negotiation by and among the Debtors, the Stalking Horse Bidder, and other interested parties. As such, the Debtors reserve all rights to further revise the Fifth Revised Proposed Stalking Horse Sale Order and the Cure Schedule at, prior to or after the Sale Hearing, which is currently scheduled for today, December 19, 2018, at 2:30 p.m. (ET).

Dated: December 19, 2018

/s/ Robert F. Poppiti, Jr.

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, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel to Debtors and Debtors in Possession