

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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. 63 & 227

**THIRD SUPPLEMENTAL DECLARATION OF AMIR AGAM IN SUPPORT OF
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
DEBTORS TO (I) EMPLOY AND RETAIN FTI CONSULTING, INC. TO PROVIDE
THE DEBTORS A CHIEF RESTRUCTURING OFFICER AND CERTAIN
ADDITIONAL PERSONNEL AND (II) DESIGNATE AMIR AGAM AS CHIEF
RESTRUCTURING OFFICER FOR THE DEBTORS *NUNC PRO TUNC* TO THE
PETITION DATE**

I, Amir Agam, declare under penalty of perjury that:

1. I am a Senior Managing Director of FTI Consulting, Inc. ("FTI"), based out of FTI's office at 350 S. Grand Avenue, Suite 3000, Los Angeles, CA 90071. I am authorized to execute this supplemental declaration on behalf of FTI. Unless otherwise stated in this supplemental declaration, I have personal knowledge of the facts set forth herein.

2. On September 11, 2018, Open Road Films, LLC, and certain of its affiliated entities (the "Debtors") filed the *Debtors' Application for Entry of an Order Authorizing the Debtors to (i) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (ii) Designate Amir Agam as*

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.

Chief Restructuring Officer for the Debtors Nunc Pro Tunc to the Petition Date [Docket No. 63] (the “Application”).

3. Attached to the Application as Exhibit B was the *Declaration of Amir Agam in Support of Debtor’s Application for Entry of an Order Authorizing the Debtors to (i) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (ii) Designate Amir Agam as Chief Restructuring Officer for the Debtors* (the “Declaration”). The Declaration was submitted in support of the Application to, among other things, provide disclosure pursuant to the Bankruptcy Code,² the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

4. On September 27, 2018, the Debtors filed the *Supplemental Declaration [First] of Amir Agam in Support of the Debtors’ Application for Entry of an Order Authorizing the Debtors to (I) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Amir Agam as Chief Restructuring Officer for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 93] (the “First Supplemental Declaration”). The First Supplemental Declaration was submitted in further support of FTI’s retention to, among other things, provide additional disclosure pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

5. On October 24, 2018 the Debtors filed the *Second Supplemental Declaration of Amir Agam in Support of Debtors Application for Entry of an Order Authorizing the Debtors to*

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

(I) Employ and Retain FTI Consulting, Inc. to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Amir Agam as Chief Restructuring Officer for the Debtors Nunc Pro Tunc to the Petition Date [Docket No. 227] (the “Second Supplemental Declaration”, and together with the Declaration and the First Supplemental Declaration, the “Declarations”). The Second Supplemental Declaration was submitted in further support of FTI’s retention to, among other things, provide additional disclosure pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

6. I am submitting this third supplemental declaration (the “Third Supplemental Declaration”) in further support of FTI’s retention. Except as otherwise set forth herein, the prior Declarations are expressly incorporated herein.

7. Subsequent to the filing of the Declarations, FTI continued to determine whether it has any conflicts or other relationships that might cause it not to be disinterested or to hold or represent any interest adverse to the Debtors. Attached hereto as Exhibit 1 is a list of additional actual or potential parties-in-interest in the chapter 11 cases (the “Cases”) that have been identified for which FTI has searched its client database to ascertain FTI’s relationship with such parties (collectively, the “Potential Parties-in-Interest”). FTI has utilized FTI’s conflicts database management system, which is designed to reveal the potential for conflicts of interest and other connections to the Potential Parties-in-Interest.

8. Exhibit 2 attached hereto identifies those parties who were also listed on Exhibit 1 hereto, with regard to whom FTI has determined through such investigation that it has been retained on or after January 1, 2012 to represent any of the other Potential Parties-in-Interest. To the best of my knowledge and belief, FTI’s concluded or current representation of each entity

listed on Exhibit 2, however, was or is only on matters that are unrelated to the Debtors and these Cases.

9. Also, in addition to the parties listed on Exhibit 2, FTI may represent, or may have represented, affiliates of Potential Parties-in-Interest and FTI may have worked with, continue to work with, and/or have mutual clients with, certain law firms who appear on the Potential Parties-in-Interest list. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships with these entities are in connection with these Cases.

10. Given the size of FTI and the breadth of its client base, it is possible that FTI may now or in the future be retained by one or more of the Potential Parties-in-Interest in unrelated matters. FTI will continue to analyze any additional Potential Parties-in-Interest that become involved in these Cases and will promptly supplement this disclosure to the Court for any representations for additional Potential Parties-in-Interest.

11. In addition, FTI anticipates that it will be engaged by a certain lender (“Lender”) following the closing of the Debtors’ proposed asset sale to affiliates of Raven Capital Management to provide valuation, financial modeling and/or collateral analysis services relating to the purchased assets in support of their consideration of providing financing to Raven Capital Management, or an affiliate. FTI’s services under the proposed engagement would not be provided directly to Raven Capital Management or be performed before the closing of the proposed sale. FTI previously identified the Lender in past disclosures to the Court as a party with whom FTI has a current or past client relationship. Services performed for the Lender have previously been unrelated to the Debtors or their non-debtor affiliates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated this 20th day of December, 2018.

/s/ Amir Agam

Amir Agam
Senior Managing Director of FTI Consulting, Inc.

Exhibit 1
Supplemental List of Supplemental Potential Interested Parties

Name	Description
Austria Shrum LLC	Notice of Appearance Party (through 11/16/18)
Ballard Spahr LLP	Notice of Appearance Party (through 11/16/18)
Buchalter, A Professional Corporation	Notice of Appearance Party (through 11/16/18)
Buchanan Ingersoll & Rooney PC	Notice of Appearance Party (through 11/16/18)
Happy Pill Distribution, LLC	Notice of Appearance Party (through 11/16/18)
Happy Pill, LLC	Notice of Appearance Party (through 11/16/18)
Husch Blackwell LLP	Notice of Appearance Party (through 11/16/18)
Klehr Harrison Harvey Branzburg LLP	Notice of Appearance Party (through 11/16/18)
Netflix, Inc.	Notice of Appearance Party (through 11/16/18)
Pillsbury Winthrop Shaw Pittman LLP	Notice of Appearance Party (through 11/16/18)
Robins Kaplan LLP	Notice of Appearance Party (through 11/16/18)
Rosenthal, Monhait & Goddess, P.A.	Notice of Appearance Party (through 11/16/18)
Sony Pictures Entertainment, Inc.	Notice of Appearance Party (through 11/16/18)
Studiocanal S.A.S	Notice of Appearance Party (through 11/16/18)
Venable LLP	Notice of Appearance Party (through 11/16/18)
Kashishian Law LLC	Litigation Party – Plaintiff’s Attorney
Stephen Silverman Law	Litigation Party – Plaintiff’s Attorney

Exhibit 2

Potential Connections of Related Parties
Supplemental List of Current and Past FTI Clients Since January 1, 2012 Who Are Interested Parties¹

Ballard Spahr LLP
Buchalter, A Professional Corporation
Buchanan Ingersoll & Rooney PC
Husch Blackwell LLP
Klehr Harrison Harvey Branzburg LLP
Netflix, Inc.
Pillsbury Winthrop Shaw Pittman LLP
Robins Kaplan LLP
Sony Pictures Entertainment, Inc.
Venable LLP

1: Certain law firms may be marked as FTI clients in the FTI conflicts system, even though FTI may not have formally represented these law firm. This can occur when FTI represents a mutual client of the law firm. Out of an abundance of caution, FTI has included these law firms in Exhibit 2. FTI's concluded or current representation of these law firms or their clients was or is only on matters that are unrelated to the Debtors and these Cases.