

**EXHIBIT B**

**Agam Declaration**

**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)

**DECLARATION OF AMIR AGAM**

1. I am a Senior Managing Director at FTI Consulting, Inc. and I am the Chief Restructuring Officer (“CRO”) for Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Cases”). I submit this Declaration in support of the *Debtors’ Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 365, Authorizing Rejection of Certain Executory Contracts* (the “Motion”).<sup>2</sup>

2. I am familiar with the day-to-day operations and business and financial affairs of the Debtors, having served in my current capacity as CRO for Open Road Films, LLC since August 3, 2018. All facts set forth in this Declaration are based on my personal knowledge, my communications with other members of the Debtors’ senior management, discussions with my colleagues who are also working on this matter, my review of relevant documents, or my opinion, based on my overall professional experience, in light of my personal knowledge of the

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<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 meaning ascribed to such terms in the Motion.

Debtors' operations, business affairs, and financial condition. If called as a witness, I could and would competently testify to the matters set forth herein based on the foregoing.

3. The Debtors have determined to reject the Rejected Contracts because the Debtors no longer have a need for the services provided for thereunder. The Rejected Contracts include (i) agreements with vendors that provide services the Debtors no longer require, such as storage, IT, and telecommunications services that the Debtors are not using, and (ii) an employment agreement with a former employee whose employment was terminated by the Debtors on November 16, 2018, because the Debtors have no need for the former employee's services (which generally related to materials concerning the Debtors' films).

4. The Debtors' decision to reject the Rejected Contracts, effective *nunc pro tunc* to the Rejection Effective Date, represents a sound exercise of the Debtors' business judgment. I believe that the Rejected Contracts are, and, absent rejection, may continue to be, a burden on the Debtors' estates. The Rejected Contracts are unnecessary to the Debtors and their chapter 11 efforts because, following the Sale, the Debtors no longer have any ongoing need for the services provided by the Counterparties under the Rejected Contracts. If the Rejected Contracts are not rejected, they could be a drain on the Debtors' estates and a hindrance to the Debtors' chapter 11 efforts. Therefore, rejection of the Rejected Contracts benefits the estates, is prudent, and is in the best interests of the Debtors, their estates, and their creditors.

5. In addition, regarding retroactive rejection of the Rejected Contracts: (i) with respect to the employment agreement, the Rejection Effective Date is November 16, 2018, which is the date on which the Debtors formally terminated the former employee's employment; (ii) with respect to the Rejected Contract with Rentrak Corporation, the Rejection Effective Date is December 1, 2018, which is the date on which the Debtors formally cancelled services under

such Rejected Contract; and (iii) with respect to the other Rejected Contracts, the Rejection Effective Date is the date of the filing of the Motion.

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 and belief.

Executed this 10th day of January, 2019 at Los Angeles, California.

By /s/ Amir Agam  
Amir Agam  
Chief Restructuring Officer