

EXHIBIT 1

Proposed Order

**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. 490 and ____

**ORDER APPROVING FIRST INTERIM FEE REQUESTS
OF DEBTORS' PROFESSIONALS FOR THE PERIOD FROM
SEPTEMBER 6, 2018 THROUGH NOVEMBER 30, 2018**

Upon consideration of the interim fee requests of the professionals retained in these chapter 11 cases (collectively, the "Professionals") by the above-captioned debtors and debtors in possession (collectively, the "Debtors") for allowance of compensation and reimbursement of expenses, on an interim basis, for the period from September 6, 2018 through and including November 30, 2018 (collectively, the "Fee Requests"); and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notice of the Fee Requests was appropriate; and after due deliberation and sufficient good cause appearing therefore; it is hereby:

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.

ORDERED, that the Fee Requests are APPROVED, on an interim basis, in the amounts set forth on Exhibit A attached hereto; and it is further

ORDERED, that the Professionals are granted interim allowance of compensation in the amounts set forth on Exhibit A attached hereto; and it is further

ORDERED, that the Professionals are granted, on an interim basis, reimbursement of expenses in the amounts set forth on Exhibit A attached hereto; and it is further

ORDERED, that the Debtors are authorized and directed, as provided herein, to remit, or caused to be remitted, payment in the amounts set forth on Exhibit A attached hereto, less any and all amounts previously paid on account of such fees and expenses; and it is further

ORDERED, that this Order shall be deemed a separate order for each of the Professionals, and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

EXHIBIT A

PROFESSIONAL	FEES	EXPENSES
Klee, Tuchin, Bogdanoff & Stern LLP Counsel to the Debtors 9/6/18-11/30/18	\$1,215,391.00	\$25,381.31
Young Conaway Stargatt & Taylor, LLP Counsel to the Debtors 9/6/18-11/30/18	\$278,906.00	\$10,933.84 ¹
Donlin, Recano & Company, Inc. Administrative Agent to the Debtors 9/6/18-11/30/18	\$6,493.50	\$0.00

¹ This amount reflects a voluntary reduction by Young Conaway Stargatt & Taylor, LLP in the amount of \$1,805.00.