

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In Re: Open Road Films, LLC, et. al. Debtor

Case No.: 18-12012 (LSS) (Jointly Administered)
Reporting Period: January 1, 2019 to January 31, 2019

MONTHLY OPERATING REPORT

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/ Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	Yes		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1A	Yes		
Schedule of Professional Fees Paid	MOR-1B	Yes		
Copies of bank statements		No		
Cash disbursements journals		No		
Statement of Operations	MOR-2	Yes		
Balance Sheet	MOR-3	Yes		
Status of Post-petition Taxes	MOR-4	Yes		
Copies of IRS Form 6123 or payment receipt		No		
Copies of tax returns filed during reporting period		No		
Summary of Unpaid Post-petition Debts	MOR-4	Yes		
Listing of aged accounts payable	MOR-4	No		
Accounts Receivable Reconciliation and Aging	MOR-5	Yes		
Debtor Questionnaire	MOR-5	Yes		

Global Notes:

This Monthly Operating Report ("MOR") has been prepared solely for the purpose of complying with the monthly reporting requirements applicable in this bankruptcy case. The financial information contained herein is unaudited, limited in scope and as discussed below, not prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

The results of operations contained herein are not necessarily indicative of the results which may be expected from any other period or for the full year and may not necessarily reflect the results of operations, financial position and schedule of receipts and disbursements in the future. The amounts in MOR-3 currently classified as liabilities subject to compromise may be subject to future change as the Debtor completes their analysis of pre and post-petition liabilities. The Debtors caution readers not to place undue reliance upon the MOR. There can be no assurance that such information is complete and the MOR may be subject to revision.

The Debtors filed bankruptcy on September 6, 2018.

The Debtors closed the sale of the majority of their film assets to Raven Capital Management on December 21, 2018, which resulted in substantial changes to their balance sheets.

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Joint Debtor

Date

Signature of Authorized Individual*

Date

Printed Name of Authorized Individual

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

MOR-1: CONSOLIDATING SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

	Case No. Debtor	18-12012 Open Road Films, LLC	18-12013 Open Road Releasing, LLC	18-12014 OR Productions LLC	18-12015 Briarcliff LLC	18-12016 Open Road International LLC	18-12017 Empire Productions LLC	MONTH TOTAL	CUMULATIVE FILING TO DATE
Total Receipts	[1]	\$ 33,218	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 33,218	\$ 11,824,589
Total Distribution Outflows		(4,730)	-	-	-	-	-	(4,730)	(695,732)
Minimum Guarantees		-	-	-	-	-	-	-	-
Total Participation Outflows		-	-	-	-	-	-	-	(122,075)
Total Personnel & Other Operating Outflows	[2]	(79,901)	-	-	-	-	-	(79,901)	(1,753,642)
Net Inflows/(Outflows) from Operations		\$ (51,412)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (51,412)	\$ 9,253,140
Total Banking Outflows	[3]	(653,481)	-	-	-	-	-	(653,481)	(4,069,066)
Net Credit Facility Inflows/(Outflows)		-	-	-	-	-	-	-	-
Total Restructuring Outflows		(1,081,277)	-	-	-	-	-	(1,081,277)	(5,384,570)
Total Asset Sale Proceeds		-	-	-	-	-	-	-	59,406,632
KERP	[2]	(217,365)	-	-	-	-	-	(217,365)	(217,365)
Net Inflows/(Outflows)		\$ (2,003,535)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,003,535)	\$ 58,988,771
Opening Available Cash Balance		\$ 63,972,070	\$ 25,000	\$ 243,018	\$ -	\$ -	\$ -	\$ 64,240,088	\$ 3,242,257
Ending Available Cash Balance	[4]	\$ 61,968,535	\$ 25,000	\$ 243,018	\$ -	\$ -	\$ -	\$ 62,236,553	\$ 62,231,028
Ending Restricted Cash Balance	[4]	\$ 526,455	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 526,455	\$ 526,455
Total Disbursements (from Above)		\$ (1,927,218)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,819,388)	\$ (12,025,085)
Less: Transfers between Debtors		-	-	-	-	-	-	-	-
Add: Third-Party Disbursements fbo Debtors		-	-	-	-	-	-	-	-
Total Disbursements (for UST Fees)	[1]	\$ (1,927,218)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,819,388)	\$ (12,025,085)

[1] Total receipts does not include any cash that the Debtors received related to the films purchased by Raven Capital Management, which, if received by the Debtors, must be remitted to the buyer within the period described in the Asset Purchase Agreement. Likewise, the sending to Raven of amounts that were remitted to Open Road Films, but were due to Raven / OR Acquisitions from third parties have not been included as disbursements.

[2] Total Personnel & Other Operating Outflows includes \$231,584 transferred to non-Debtor affiliate Global Road Entertainment ("GRE") and \$7,031 transferred to non-debtor affiliate Tang Media Partners ("TMP") to fund ORF's payroll & benefits and portion of payroll & benefits for Shared Employees (partially offset by \$68,750 of payroll & benefits funded by a production counterparty and \$118,549 of payroll & benefits funded by Raven Capital Management). KERP includes \$171,551 transferred to GRE and \$45,814 transferred to TMP to fund ORF's KERP and related payroll expenses (remaining \$4,127 of the KERP was funded to GRE in February). No additional payments to non-Debtor affiliates were made during the reporting period.

[3] During the reporting period, the Debtors collected \$107,830 in bank account interest, which is netted against the Total Banking Outflows line (but does not reduce Total Disbursements).

[4] Ending Available Cash Balance represents cash available to the Debtors as of the end of the Reporting Period. Available Cash variance from bank balances (shown on MOR-1A) relates to restricted cash held in XXXXXX7030 (\$261,814) and float (\$4,366).

MOR 1A: BANK RECONCILIATION

BANK NAME	ACCOUNT DESCRIPTION	ACCOUNT NUMBER	ENDING BALANCE [1]
Bank of America	Collection Account (Open Road Main)	XXXXXX7030	\$ 62,188,170
Bank of America	Sweep Account (Not In Use)	XXXXXX9652	\$ -
Bank of America	Disbursement Account	XXXXXX5975	\$ 46,545
Bank of America	Open Road Productions Collection Account	XXXXXX1547	\$ 243,018
Bank of America	Open Road International Collection Account (Show Dogs International)	XXXXXX1180	\$ -
Bank of America	Open Road International Collection Account (A.X.L. International)	XXXXXX1185	\$ -
Bank of America	Open Road Films Collection Account (A.X.L. Domestic) - [2]	XXXXXX5985	\$ 173
Bank of America	Service Deal P&A Account - [2]	XXXXXX6710	\$ 102,870
Bank of America	Service Deal P&A Account - [2]	XXXXXX3833	\$ 138,036
Bank of America	Service Deal P&A Account	XXXXXX9701	\$ -
Bank of America	Service Deal P&A Account	XXXXXX9017	\$ -
Bank of America	Service Deal P&A Account - [2]	XXXXXX6056	\$ 23,562
Bank of America	Service Deal P&A Account	XXXXXX0888	\$ -
Bank of America	Service Deal P&A Account	XXXXXX0179	\$ -
Bank of America	Not In Use	XXXXXX7035	\$ -
Bank of America	OR Releasing Operating Account	XXXXXX7073	\$ 25,000
OneWest Bank (CIT)	Not In Use	XXXXXX0445	\$ -

[1] Amounts presented in this schedule are the bank balances as of the end of the Reporting Period. The Debtors have completed bank reconciliations for the activity of the Reporting Period.

[2] Indicates a Restricted Cash Account. Some or all of the amounts in these accounts may be the property of a non-Debtor third party.

MOR 1B: SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID [1]

Payee	Period Covered	Amount Approved	Payer	Wire	Payment Date(s)	Amount Paid		Case-to-date	
						Fees	Expenses	Fees	Expenses
FTI Consulting, Inc.	12/17/18 - 1/27/19	\$ 330,358.70	Open Road Films, LLC	X	1/4/19; 1/11/19; 1/16/19; 1/25/18; 1/31/19	\$ 316,884.50	\$ 13,474.20	\$ 2,704,848.50	\$ 71,124.67
Klee, Tuchin, Bogdanoff & Stern, LLP	11/1/18-11/30/18	\$ 273,738.28	Open Road Films, LLC	X	1/9/18	\$ 266,315.60	\$ 7,422.68	\$ 972,312.80	\$ 25,381.31
Young Conaway Stargatt & Taylor, LLP	11/1/18-12/31/18	\$ 131,934.35	Open Road Films, LLC	X	1/4/19; 1/30/19	\$ 123,447.60	\$ 8,486.75	\$ 273,165.60	\$ 16,219.22
Donlin, Recano & Company, Inc.	11/1/18-12/31/18	\$ 51,798.64	Open Road Films, LLC	X	1/7/19; 1/11/19	\$ 41,247.51	\$ 10,551.13	\$ 206,280.25	\$ 102,708.97
Paul Hastings LLP	No Payments in Period								
Berkeley Research Group, LLC	No Payments in Period							\$ 332,621.00	\$ 4,512.02
Sidley Austin LLP	9/6/18-11/30/18	\$ 207,505.69	Open Road Films, LLC	X	1/8/2019	\$ 207,475.00	\$ 30.69	\$ 207,475.00	\$ 30.69
Ashby & Geddes, P.A.	No Payments in Period							\$ 45,879.00	\$ 1,045.26
Pachulski Stang Ziehl & Jones LLP	11/1/18-11/30/18	\$ 84,965.89	Open Road Films, LLC	X	1/18/19	\$ 82,403.20	\$ 2,562.69	\$ 324,189.80	\$ 7,941.00
Dundon Advisers LLC	No Payments in Period								
Bush Gottlieb, A Law Corporation	No Payments in Period							\$ 86,302.50	\$ 5,758.53

[1] The following professionals are holding retainers:

- A) FTI Consulting, Inc.: \$94,867.37
- B) Klee Tuchin, Bogdanoff & Stern, LLP: \$253,047.92
- C) Young Conaway Stargatt & Taylor, LLP: \$77,206.50
- D) Donlin, Recano & Company, Inc.: \$50,000.00

MOR 2: STATEMENT OF OPERATIONS [1]

Case No.	18-12012	18-12013	18-12014	18-12015	18-12016	18-12017			MONTH	CUMULATIVE
Debtor	Open Road Films, LLC	Open Road Releasing, LLC	OR Productions LLC	Briarcliff LLC	Open Road International LLC	Empire Productions LLC	Consolidation		TOTAL	FILING TO DATE
REVENUES										
Operating Revenue	\$ 84,571	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 84,571	\$ 21,396,544
OPERATING EXPENSE										
Cost of Revenue	(84,571)	-	-	-	-	-	-	-	(84,571)	(15,337,023)
Selling, General and Administrative Expense	(63,370)	(638)	(638)	(638)	(638)	(638)	(638)	-	(66,560)	(517,195)
Payroll and Benefits Expense	(66,683)	-	-	-	-	-	-	-	(66,683)	(1,460,057)
Non-Recurring Operating Costs - Other	-	-	-	-	-	-	-	-	-	266,152
OPERATING INCOME	(130,053)	(638)	(638)	(638)	(638)	(638)	(638)	-	(133,243)	4,348,422
OTHER OPERATING INCOME (EXPENSE)										
Interest Income (Expense)	(699,019)	-	-	-	-	-	-	-	(699,019)	(3,760,012)
Taxes	-	-	-	-	-	-	-	-	-	(425)
Depreciation and amortization	(3,342)	-	-	-	-	-	-	-	(3,342)	(168,857)
NET OPERATING INCOME (EXPENSE)	(832,415)	(638)	(638)	(638)	(638)	(638)	(638)	-	(835,605)	419,128
Restructuring Costs [2]	(723,435)	(325)	(325)	(325)	(325)	(325)	(325)	-	(725,060)	(9,213,553)
Non-Operating [3]	390	-	-	-	-	-	-	-	390	(49,796)
Gain/(Loss) on Sale of Film Assets [4]	-	-	-	-	-	-	-	-	-	76,525,960
Net Profit (Loss)	\$ (1,555,459)	\$ (963)	\$ (963)	\$ (963)	\$ (963)	\$ (963)	\$ (963)	\$ -	\$ (1,560,274)	\$ 67,681,739

[1] The unaudited financial statements have been derived from the books and records of the Debtors. The information furnished in this report includes primarily normal recurring adjustments, but not all of the adjustments that would typically be made for the annual financial statements in accordance with US GAAP. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of its annual financial information in accordance with US GAAP. Accordingly, upon the application of such procedures, the financial information may be subject to change and that these changes could be material.

[2] Actual January Restructuring Costs for certain professionals are not known at this time and may materially change this amount. As amounts become known, adjustments will be made in future months.

[3] January and Cumulative Filing to Date Non-Operating Costs relate to book gains/(losses) on the sale of certain miscellaneous equipment assets.

[4] Cumulative Filing to Date Gain/(Loss) on Sale on Film Assets relates to the sale of the majority of the Debtors' film assets on December 21, 2018.

MOR 3: BALANCE SHEETS [1]

Case No. Debtor	18-12012 Open Road Films, LLC	18-12013 Open Road Releasing, LLC	18-12014 OR Productions LLC	18-12015 Briarcliff LLC	18-12016 Open Road International LLC	18-12017 Empire Productions LLC
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	\$ 61,968,535	\$ 25,000	\$ 243,018	\$ -	\$ -	\$ -
Restricted cash	526,455	-	-	-	-	-
Accounts receivable, net	923,057	-	-	-	8,040,315	-
Inventories, net [2]	9,718	-	-	-	-	-
Prepaid expenses	89,863	-	-	-	-	-
Film Costs	2,613,275	-	378,034	-	-	539,472
TOTAL CURRENT ASSETS	66,130,903	25,000	621,053	-	8,040,315	539,472
Property and equipment, net [3]	61,512	-	-	-	-	-
Other Assets	6,267,376	-	-	-	-	-
TOTAL ASSETS	\$ 72,459,791	\$ 25,000	\$ 621,053	\$ -	\$ 8,040,315	\$ 539,472

LIABILITIES^[4]						
LIABILITIES NOT SUBJECT TO COMPROMISE (POST-PETITION)						
Accounts payable	\$ 606,028	\$ -	\$ -	\$ -	\$ -	\$ -
Accrued salaries and benefits	-	-	-	-	-	-
Other accrued liabilities	2,767,889	-	-	-	-	-
TOTAL POST-PETITION LIABILITIES	3,373,917	-	-	-	-	-
LIABILITIES SUBJECT TO COMPROMISE (PRE-PETITION)						
Accounts payable	47,599,302	-	-	-	-	-
Accrued salaries and benefits	-	-	-	-	-	-
Other accrued liabilities [5]	28,336,930	49,530	859,869	5,619	(21,149,911)	543,826
Notes payable [6]	90,750,000	-	-	-	-	-
Deferred Compensation	-	-	-	-	-	-
Deferred Revenue	-	-	-	-	3,015,118	-
TOTAL PRE-PETITION LIABILITIES	166,686,232	49,530	859,869	5,619	(18,134,793)	543,826
TOTAL LIABILITIES	170,060,149	49,530	859,869	5,619	(18,134,793)	543,826
MEMBERS' EQUITY						
Members capital	25,000,000	-	-	-	-	-
Distribution	-	-	-	-	-	-
Accumulated Deficit	(122,600,358)	(24,530)	(238,816)	(5,619)	26,175,108	(4,355)
NET MEMBERS' EQUITY	(97,600,358)	(24,530)	(238,816)	(5,619)	26,175,108	(4,355)
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$ 72,459,791	\$ 25,000	\$ 621,053	\$ -	\$ 8,040,315	\$ 539,472

[1] The unaudited financial statements have been derived from the books and records of the Debtors. The information furnished in this report includes primarily normal recurring adjustments, but not all of the adjustments that would typically be made for the annual financial statements in accordance with US GAAP. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of its annual financial information in accordance with US GAAP. Accordingly, upon the application of such procedures, the financial information may be subject to change and that these changes could be material.

[2] Inventory balances are updated on a quarterly basis and were updated as of 12/31/18.

[3] The amounts listed for Property and Equipment are the book value of the assets net of depreciation; the Debtors have not analyzed the salvage value of any property and equipment.

[4] The Debtors are in the process of reviewing accounts payable and liabilities; therefore, these figures may be subject to change.

[5] The negative Other Accrued Liability for Open Road International, LLC is driven by an intercompany receivable with Open Road Films, LLC.

[6] As set forth in the Schedules of Assets and Liabilities filed by the Debtors, the collateral value for the Notes Payable is undetermined.

MOR 4: SUMMARY OF UNPAID POST-PETITION DEBTS

	NUMBER OF DAYS PAST DUE					Total
	Current	0-30	31-60	61-90	Over 90	
Accounts payable ^[1]	606,028	-	-	-	-	606,028
Accrued salaries and benefits ^[1]	-	-	-	-	-	-
Other accrued liabilities ^[1]	2,767,889	-	-	-	-	2,767,889
TOTAL POST-PETITION LIABILITIES	3,373,917	-	-	-	-	3,373,917

[1] The Debtors are in the process of reviewing accounts payable and liabilities; therefore, these figures may be subject to change; the Debtors believe that they are current on all post-petition tax liabilities.

MOR 5: ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amounts
Total Accounts Receivable at the beginning of the reporting period	8,965,226
+ Amount incurred during the period	-
- Amount collected during the period [1]	(1,855)
Total Accounts receivable at the end of the reporting period	8,963,371

Accounts Receivable Aging [2]	Amounts
Current	N/A
0 - 30 days past due	
31 - 60 days past due	
61 - 90 days past due	
Over 90 days past due	
Total Accounts Receivable	
Amount considered uncollectible (Bad Debts)	
Accounts Receivables	

MOR-5: DEBTOR QUESTIONNAIRE

	Yes	No
1 Have any assets been sold or transferred outside of the normal course of business this reporting period? If yes, provide an explanation below. [3]	X	
2 Have any funds been disbursed from any account other than a debtor in possession account in this reporting period? If yes, provide an explanation below. [4]	X	
3 Have all post-petition tax returns been timing filed? If no, provide an explanation below.	X	
4 Are workers compensation, general liability and other necessary insurance coverages in effect? If no, please provide an explanation below.	X	
5 Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). (1) If any investment account has been opened, provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X

[1] The Debtors have reconciled the amount collected in MOR-5 to cash receipts in MOR-1.

[2] All of the Debtors' A/R as of January 31, 2019 related to the film *AXL*. On February 19, 2019, The Debtors entered into a stipulation with Lakeshore Entertainment Productions, LLC, and Lakeshore Entertainment Group, LLC (collectively "Lakeshore"), the producer of *AXL*. The stipulation assigns all attendant rights to the film, including rights to uncollected A/R, to Lakeshore. As such, all, or almost all of the Debtors A/R as of January 31, 2019 is not expected to be collected by the Debtors.

[3] The Debtors sold a small number of equipment assets for approximately \$390 in January, under the court approved procedure for miscellaneous asset sales.

[4] As described in the Debtors' Motion to Approve Use of Cash Collateral [Docket No. 6], the Debtors advance cash to certain non-Debtor affiliates in order to cover payroll and other operational expenses.