

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re</p> <p>OPEN ROAD FILMS, LLC, a Delaware limited liability company, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No.: 18-12012 (LSS)</p> <p>(Jointly Administered)</p> <p>Re Docket Nos. 769, 770, & ____</p>
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ORDER (I) APPROVING DISCLOSURE STATEMENT, (II) FIXING VOTING RECORD DATE, (III) SCHEDULING PLAN CONFIRMATION HEARING AND APPROVING FORM AND MANNER OF RELATED NOTICE AND OBJECTION PROCEDURES, (IV) APPROVING SOLICITATION PACKAGES AND PROCEDURES AND DEADLINES FOR SOLICITING, RECEIVING AND TABULATING VOTES ON THE PLAN, AND (V) APPROVING THE FORM OF BALLOT AND NOTICE TO NON-VOTING PLAN CLASSES

Upon the motion (the “Motion”)² of Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in the above-captioned jointly administered chapter 11 cases (the “Cases”), for entry of an order, pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1, 3017-1, and 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”),

(i) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* [Docket No. 770] (as it may be

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, CA 90067.

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

amended, supplemented, or modified from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, (ii) fixing a record date (the “Voting Record Date”) for voting on the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* [Docket No. 769] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”), (iii) scheduling a date of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”) and approving the form and manner of the related notice and objection procedures for the Confirmation Hearing, (iv) approving the proposed contents of the solicitation packages (the “Solicitation Packages”) and establishing solicitation, voting, and tabulating procedures with respect to the Plan, and (v) approving the form of ballot for Classes 3 and 4 (the “Voting Classes”) and notice to Classes 1, 2, 5, and 6 (the “Non-Voting Classes”); and upon consideration of the record of these Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. Any and all objections to approval of the Motion or the Disclosure Statement, to the extent not previously resolved or withdrawn, are overruled in their entirety.
3. The Disclosure Statement contains adequate information as required by Bankruptcy Code section 1125 and is hereby approved. The Debtors are authorized to distribute, or cause to be distributed, the Disclosure Statement and Solicitation Packages in order to solicit votes on, and pursue Confirmation of, the Plan. Prior to the Solicitation Date, the Debtors are authorized to make correcting, conforming, and finalizing changes to the Disclosure Statement and/or the Plan.
4. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.
5. The contents of the Solicitation Packages and Non-Voting Packages, as set forth herein, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties, including, without limitation, holders of Claims against and Interests in the Debtors.
6. The notices of the Confirmation Hearing, substantially in the form attached hereto as Exhibit 1 (the “Confirmation Hearing Notice”) and Exhibit 1A (the “Publication Notice”), comply with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d) and are approved. The Ballots and the Notice of Non-Voting Status, substantially in the forms attached hereto as Exhibit 2, Exhibit 2A, and Exhibit 3, likewise comply with the requirements of the Bankruptcy Rules and are approved.

7. The Voting Record Date with respect to holders of Claims shall be August 21, 2019. The Voting Record Date shall be used for purposes of determining: (i) the holders of Claims in the Voting Classes, who will receive Solicitation Packages and are entitled to vote to accept or reject the Plan; (ii) the holders of Claims and Interests in the Non-Voting Classes, who will receive a Notice of Non-Voting Status and are not entitled to vote to accept or reject the Plan; (iii) the amount of each holder's Claim for solicitation and voting purposes; and (iv) whether Claims have been properly and timely assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee (and not the original Claim holder) can vote to accept or reject the Plan as the holder of a Claim.

8. With respect to transferred claims, if any, (i) if the notice of transfer required by Bankruptcy Rule 3001(e) is filed on or before the Voting Record Date, then the Solicitation Package or Non-Voting Package, as applicable, will be mailed to the transferee in accordance with the notice of transfer, and the transferee will be entitled to cast a Ballot to accept or to reject the Plan (if such Claim is in a Voting Class), and (ii) if the notice of transfer is filed after the Voting Record Date, then the Solicitation Package or Non-Voting Package, as applicable, will be mailed to the holder of record as of the Voting Record Date (and not the transferee), and such Claim holder will be entitled to cast a Ballot to accept or to reject the Plan (if such Claim is in a Voting Class).

9. The Debtors are authorized to distribute, or cause to be distributed, by first-class mail to each holder of a Claim in one of the Voting Classes as of the Voting Record Date a Solicitation Package containing the following:

- The Disclosure Statement, including the Plan and all other Exhibits annexed thereto;
- This Order (excluding exhibits);

- The Confirmation Hearing Notice;
- A Ballot, to be used in voting to accept or to reject the Plan, and applicable Voting Instructions; and
- A pre-addressed, postage pre-paid return envelope.

10. The Debtors are authorized (but not required) to distribute, or cause to be distributed, the Disclosure Statement (together with all exhibits thereto, including the Plan) to the Voting Classes in CD or flash drive format in lieu of paper format. The Disclosure Statement Order, Confirmation Hearing Notice, Ballots, and envelopes shall be provided in paper format.

11. The Debtors are authorized to distribute, or cause to be distributed, by first-class mail, by the Solicitation Date, to all holders of Claims and Interests in the Non-Voting Classes a Non-Voting Package, consisting of (i) the Confirmation Hearing Notice and (ii) the Notice of Non-Voting Status.

12. To the extent that the U.S. Trustee, governmental units having an interest in these Cases, or those parties requesting notice pursuant to Bankruptcy Rule 2002 have not otherwise received a Solicitation Package, the Debtors shall mail, or cause to be mailed, to such parties, by the Solicitation Date, a complete copy of the Solicitation Package, excluding a Ballot.

13. The Debtors shall complete, or cause to be completed, the distribution of the appropriate Solicitation Packages and Non-Voting Packages to all holders of Claims or Interests, as applicable no later than five (5) business days after entry of this Order (the "Solicitation Date").

14. The Debtors shall not be required to mail the Solicitation Packages and Non-Voting Packages to any holders of Claims or Interests, as applicable, that have listed addresses that have previously been or are determined to be undeliverable, unless such holders have

provided notice of a change of address to the Debtors or the Voting Agent on or before the Solicitation Date.

15. The deadline by which all Ballots must be properly executed, completed, delivered to, and actually received by the Voting Agent shall be September 23, 2019 at 5:00 p.m. (prevailing Eastern Time) (the “Voting Deadline”); provided, however, that the Debtors are permitted, in their sole discretion, to extend the Voting Deadline at any time before or after the Voting Deadline, on behalf of any individual voter or any voting Class, as facts and circumstances may require.

16. Each holder of a Claim in a Voting Class shall be entitled to vote the amount of its Claim as of the Voting Record Date. Solely, for purposes of voting on the Plan, and not for the purpose of making distributions and without prejudice to the rights of the Debtors or any other party in interest in any other context (including Claim objections), with respect to all holders of Claims in the Voting Classes, the amount of a Claim used to tabulate acceptance or rejection of the Plan shall be as follows:

- a. The amount of the Claim listed in each of the applicable Debtor’s Schedules; provided that (i) such Claim is not scheduled as contingent, unliquidated, undetermined, or disputed, or in the amount of \$0.00, (ii) no Proof of Claim has been timely filed by the applicable Bar Date (or otherwise deemed timely filed by the Court under applicable law), (iii) such Claim has not been satisfied by the Debtors, or (iv) such Claim has not been fixed pursuant to a stipulation or order entered by the Court.
- b. The undisputed, non-contingent, and liquidated amount specified in a Proof of Claim against a particular Debtor or Debtors that is timely filed by the applicable Bar Date (or otherwise deemed timely filed by the Court under applicable law) to the extent such Proof of Claim has not been amended or superseded by another Proof of Claim and is not the subject of an objection filed at least twenty-eight (28) days before the Confirmation Hearing (or, if the amount of the Claim has been fixed pursuant to a stipulation or order entered by the Court, the amount set forth in such stipulation or order). A Proof of Claim filed in the amount of \$0 or that failed to include anything in the amount line shall not be entitled to vote.

- c. If applicable, the amount temporarily allowed by the Court for voting purposes pursuant to Bankruptcy Rule 3018. Any motion pursuant to Bankruptcy Rule 3018 seeking to temporarily allow a Claim for voting purposes must be filed at least fourteen (14) days before the Confirmation Hearing.
- d. Except as otherwise provided in subsection (c) hereof, a Ballot cast by an alleged Creditor who has timely filed a Proof of Claim in a wholly unliquidated, unknown or uncertain amount that is not the subject of a claim objection filed at least twenty-eight (28) days before the Confirmation Hearing shall be counted in determining whether the numerosity requirement of section 1126(c) of the Bankruptcy Code has been met, and shall be ascribed a value of one dollar (\$1.00) for voting purposes only.
- e. Except as otherwise provided in subsection (c) hereof, with respect to a Ballot cast by an alleged Creditor who has timely filed a Proof of Claim, but the Claim is the subject of a claim objection filed at least twenty-eight (28) days before the Confirmation Hearing, the Ballot shall not be counted for voting purposes.
- f. Notwithstanding subsection (e) hereof and except as otherwise provided in subsection (c) hereof, if the Plan Proponents have requested, in an objection or other pleading filed at least twenty-eight (28) days before the Confirmation Hearing, that a Claim be reclassified and/or allowed in a fixed, reduced amount pursuant to a claim objection to such Claim, the Ballot of the holder of such Claim shall be counted in the reduced amount requested by the Plan Proponents and/or in the requested Class.
- g. Notwithstanding anything to the contrary contained herein, to the extent that a Creditor holds duplicate Claims in a Voting Class against any Debtor (by virtue of one or more timely-filed Proofs of Claim, the Schedules, or a combination of both), such Creditor shall be deemed to hold a single Claim in such Voting Class against such Debtor.

For the avoidance of doubt, nothing in this Order directs or otherwise affects a substantive consolidation of the Debtors' estates, and all rights of the Debtors, their estates, and other parties in interest shall be reserved with respect to the substantive consolidation proposed in the Plan.

17. The following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- a. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Creditor against a Debtor in each Voting Class will be aggregated as if such Creditor held a single Claim against the Debtor in such Voting Class, and the votes related to those Claims shall be treated as a single vote on the Plan; provided, however, that separate Claims held as of the

Petition Date by different entities (even if related or affiliated) shall not be deemed to be held by a single Creditor pursuant to this provision, and the votes with respect to any such Claims shall be treated as separate votes on the Plan.

- b. The Debtors and the Voting Agent shall tabulate Ballots on both a Debtor-by-Debtor basis and a consolidated basis. In tabulating Ballots on a consolidated basis, Voting Class Claims as to which two or more Debtors are co-liable as a legal or contractual matter shall be deemed as a single Claim against, and a single obligation of, the substantively consolidated Debtors.
- c. Creditors with multiple Claims within a particular Voting Class must vote all such Claims in any such Voting Class to either accept or reject the Plan, and may not split their vote(s) within a Voting Class. Accordingly, an individual Ballot that partially rejects and partially accepts the Plan on account of multiple Claims within the same Voting Class will not be counted.
- d. Any Creditor with a Claim as to which two or more Debtors are co-liable as a legal or contractual matter must vote such Claim to either accept the Plan as to all Debtors, or reject the Plan as to all Debtors, and may not vote such Claim to accept the Plan as to certain Debtors and to reject the Plan as to other Debtors. Accordingly, ballots in respect of a Claim as to which one or more Debtors are co-liable as a legal or contractual matter that either do not all accept the plan or do not all reject the Plan will not be counted.
- e. Each Creditor will be provided a single individual Ballot for all Claims held by such Creditor in a Voting Class against all applicable Debtors.
- f. If a Claim is transferred after the Voting Record Date, only the holder of such Claim as of the Voting Record Date may execute and submit a Ballot to the Voting Agent, the transferee of such Claim shall be bound by any such vote (and the consequences thereof) made by the holder of such transferred Claim as of the Voting Record Date, and no “cause” will exist to permit any vote change under Bankruptcy Rule 3018(a).
- g. The delivery of a Ballot will be deemed made only when the Voting Agent has actually received the original, executed Ballot.
- h. Any party who has previously submitted to the Voting Agent prior to the Voting Deadline a properly completed Ballot may revoke such Ballot and change its vote by submitting to the Voting Agent prior to the Voting Deadline a subsequent properly completed Ballot for acceptance or rejection of the Plan. If multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last timely received, properly executed Ballot will be deemed to reflect that holder’s intent and will supersede and revoke any Ballot previously received.

- i. If a holder of a Claim casts multiple Ballots on account of the same Claim, which are received by the Voting Agent on the same day and at the same time, but which are voted inconsistently, such Ballots shall not be counted.
- j. Except as otherwise provided in subsection (f) hereof, any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Voting Agent at any time prior to the Voting Deadline. To be valid, a notice of withdrawal must (i) contain the description of the Claims to which it relates and the aggregate principal amount represented by such Claims, (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claims and possesses the right to withdraw the vote sought to be withdrawn, and (iv) be actually received by the Voting Agent prior to the Voting Deadline. The Debtors expressly reserve the right to contest the validity of any such withdrawals of Ballots.

18. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected:

- a. Any Ballot that fails to clearly indicate an acceptance or rejection, or that indicates both an acceptance and a rejection, of the Plan;
- b. Any Ballot received after the Voting Deadline, except by order of the Court or if the Debtors, in their sole discretion, have granted an extension of the Voting Deadline with respect to such Ballot;
- c. Any Ballot containing a vote that the Court determines was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- d. Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim holder;
- e. Any Ballot cast by an Entity that does not hold a Claim in a Voting Class; and
- f. Any unsigned Ballot or Ballot without an original signature.

19. Any alleged Creditor seeking to have a Claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a), whether because such alleged Creditor is not entitled to vote such Claim under the tabulation rules set forth herein, or because the alleged Creditor wishes to have their Claim allowed for purpose of voting in a manner that is inconsistent with the Ballot they received, or because the Debtors have filed an

objection to such Claim, or for any other reason, such alleged Creditor must file, and serve a motion for relief and notice of hearing on such motion for relief no later than September 18, 2019 at 4:00 p.m. (prevailing Eastern Time) on the Debtors' counsel (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq. Any such motion shall be heard at the Confirmation Hearing.

20. The interpretation of all balloting rules and procedures (including the Ballot and the respective instructions thereto) by the Voting Agent and the Debtors, unless otherwise directed by the Court, will be final and binding on all parties. The Debtors are authorized to reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, be unlawful. The Debtors are further authorized to waive or permit the cure of any defects or irregularities or conditions of delivery as to any particular Ballot. Unless waived, any such defects or irregularities must be cured within such time as the Debtors (or the Court) determine. Neither the Debtors nor any other person will be under any duty to provide notification of such defects or irregularities or failure to satisfy conditions of delivery nor will any of them incur any liabilities for failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made and such Ballots will be invalid until such defects or irregularities have been cured or waived.

21. The Voting Agent shall file its Voting Report by September 27, 2019, verifying the results of its voting tabulations reflecting the votes cast to accept or reject the Plan. The Voting Report will, among other things, describe every Ballot that does not conform to the

Voting Instructions or that contains any form of defect or irregularity, including, but not limited to, those Ballots that are late, illegible, lacking signatures, lacking necessary information, or damaged.

22. The Debtors shall file and serve any Plan Supplement (if necessary), no later than September 16, 2019. Debtors shall serve any Plan Supplement on U.S. Trustee, the Committee, governmental units having an interest in these Cases, and those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors may subsequently modify the documents in any Plan Supplement in accordance with the terms of the Plan.

23. The date set for the Confirmation Hearing shall be October 2, 2019 at 1:30 p.m. (prevailing Eastern Time). The Confirmation Hearing may be continued by the Debtors from time to time without further notice to holders of Claims or Interests or other parties in interest other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or in the applicable hearing agenda or a notice filed with the Court.

24. The Debtors shall publish the Confirmation Hearing Notice once in the national edition of *USA Today* and once in the national edition of *Variety* on a date not less than twenty-eight (28) calendar days before the Plan Objection Deadline.

25. The deadline for filing and serving Plan Objections shall be September 25, 2019 at 4:00 p.m. (prevailing Eastern Time) (the "Plan Objection Deadline"). Plan Objections must (i) be in writing; (ii) state the name, address, and nature of the Claim or Interest of the objecting or responding party; (iii) state with particularity the legal and factual basis and nature of any Plan Objection; and (iv) be filed with the Court and served on the following parties by the Objection Deadline: (i) counsel for the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and

Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Robert J. Feinstein, Esq. and Maxim B. Litvak, Esq.; (iii) counsel to the Prepetition Lenders, (a) Paul Hastings LLP (x) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq., and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; and (iv) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer, Esq.

26. The Debtors or any other party supporting Confirmation of the Plan, are authorized to file a response to any Plan Objections no later than September 30, 2019 at 4:00 p.m. (prevailing Eastern Time).

27. Copies of the Plan and all pleadings and orders of this Court shall be publicly available free of charge from the Voting Agent at: www.donlinrecano.com/Clients/orf/Index.

28. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors of the matters addressed in this Order and its attachments.

29. The Debtors are authorized to make non-substantive or immaterial changes to the Disclosure Statement and all related documents (including, without limitation, all exhibits thereto and all notices contemplated by this Order) without further order of the Court, including, without limitation, (i) making ministerial changes to correct typographical and grammatical errors, and making conforming changes among the Disclosure Statement, the Plan, the Ballots,

and any other materials in the Solicitation Packages prior to mailing as may be appropriate; and
(ii) altering the format of such documents to facilitate their prompt and economical distribution
(*e.g.*, single spacing and the like).

30. Attached as Schedule A is a timetable of the significant dates related to solicitation and confirmation of the Plan.

31. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

32. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

Schedule A

Timetable	
Disclosure Statement Hearing	August 21, 2019 at 2:00 p.m. (prevailing Eastern Time)
Voting Record Date	August 21, 2019
Solicitation Date	5 business days after entry of the Disclosure Statement Order
Deadline for Plan Proponents to File Claim Objections for Voting Purposes	September 4, 2019
Deadline to File 3018(a) Motions to Estimate Claims for Voting Purposes	September 18, 2019
Deadline for Debtors to file Plan Supplement (if any) and Confirmation Order	September 16, 2019
Voting Deadline	September 23, 2019 at 5:00 p.m. (prevailing Eastern Time)
Plan Objection Deadline	September 25, 2019 at 4:00 p.m. (prevailing Eastern Time)
Deadline for Voting Agent to file Voting Report	September 27, 2019
Plan Reply Deadline	September 30, 2019 at 4:00 p.m. (prevailing Eastern Time)
Confirmation Hearing	October 2, 2019 at 1:30 p.m. (prevailing Eastern Time)

Exhibit 1

Confirmation Hearing Notice

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)

Re Docket No.

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF
VOTING RECORD DATE, (III) HEARING ON CONFIRMATION OF PLAN AND
PROCEDURES AND DEADLINE FOR OBJECTING TO CONFIRMATION OF PLAN, AND
(IV) PROCEDURES AND DEADLINE FOR VOTING ON PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of Disclosure Statement.** By order dated [____], 2019 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”), approved the *Disclosure Statement for the Joint Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “Bankruptcy Code”), and authorized the Debtors to solicit votes to accept or reject the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”),⁴ annexed as Exhibit A to the Disclosure Statement.

2. **Deadline for Voting on the Plan.** By the Disclosure Statement Order, the Court established **September 23, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”) as the deadline by which Ballots accepting or rejecting the Plan must be received. Only holders of Claims in Classes 3 and 4 under the Plan are entitled to vote on the Plan and will receive ballots for casting such votes. To be counted, original Ballots must **actually be received** on or before the Voting Deadline by Donlin, Recano & Company, Inc. (the “Voting Agent”) at Open Road Films Ballot Processing, c/o Donlin, Recano & Company, Inc., Attn: Voting Department, P.O. Box 192016 Blythebourne Station, Brooklyn, NY 11219. Ballots cast by e-mail, facsimile, or any other electronic format will not be counted. Holders of unimpaired Claims under the Plan and Classes that are deemed to reject the Plan are not entitled to vote on the Plan and, therefore, will receive a Notice of Non-Voting Status rather than a Ballot.

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, CA 90067.

⁴ All capitalized terms used but not otherwise defined herein shall have the meaning provided to them in the Plan.

3. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, on **October 2, 2019 at 1:30 p.m. (prevailing Eastern Time)**, in Courtroom 6 of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, to consider confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan, and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

4. **Deadline for Objections to Confirmation of Plan.** Objections, if any, to confirmation of the Plan, must (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis and nature of any objection or response; and (iv) be filed with the Court and served on the following parties so as to be actually received **before September 25, 2019 at 4:00 p.m. (prevailing Eastern Time)**: (i) counsel for the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Robert J. Feinstein, Esq. and Maxim B. Litvak, Esq.; (iii) counsel to the Prepetition Lenders, (a) Paul Hastings LLP (x) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq., and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; and (iv) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer, Esq.

5. **Releases, Injunction, and Exculpation Provisions Contained in Plan.** Article IX of the Plan contains certain release, injunction, and exculpation provisions. You should carefully review the Plan, including these provisions, as your rights may be affected. In particular, the releases in Sections 9.3 and 9.4 of the Plan provide for the following:

As of and subject to the occurrence of the Effective Date, for good and valuable consideration, the Debtors, for themselves and the Estates, hereby irrevocably, unconditionally and generally release the Released Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases; provided, however, that the foregoing provisions of this subsection shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted willful misconduct or actual fraud. For the avoidance of doubt, the scope of the release provided under this Section 9.3 does not include any of the current or former members of the Debtors or any of the former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

As of and subject to the occurrence of the Effective Date and except for the treatment provided in the Plan, for good and valuable consideration each Releasing Creditor, for itself and its respective present or former officers, directors, managers, shareholders, trustees, partners and partnerships, members, agents, employees, representatives, attorneys, accountants, professionals, and successors or assigns, in each case solely in their capacity as such, shall be deemed to have completely, conclusively, unconditionally and irrevocably released the Released Debtor/Committee Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Releasing Creditor, the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Debtor/Committee Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases, provided, however, that the foregoing release does not affect or impair any obligations under any intercreditor agreements or any other agreements or arrangements between and among non-Debtor parties. For the avoidance of doubt, the Released Debtor/Committee Parties do not include any of the current or former non-Debtor members of the Debtors or any former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

6. **Copies of the Plan and Related Documents.** Copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and related documents are available for review at www.donlinrecano.com/Clients/orf/Index, or upon request to the Debtors' Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128.

7. **Deadline for Filing Motions to Have Claim Temporarily Allowed for Voting Purposes.** Any alleged Creditor seeking to have a Claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a), whether because such alleged Creditor is not entitled to vote such Claim under the tabulation rules set forth herein, or because the alleged Creditor wishes to have their Claim allowed for purpose of voting in a manner that is inconsistent with the Ballot they received, or because the Debtors have filed an objection to such Claim, or for any other reason, such alleged Creditor must file, and serve on the Debtors' undersigned attorneys, a motion for relief and notice of hearing on such a motion for such relief no later than **September 18, 2019 at 4:00 p.m.** (prevailing Eastern Time). Any such motion shall be heard at the Confirmation Hearing.

Dated: _____, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000

Counsel for the Debtors and Debtors in Possession

Exhibit 1A

Publication Notice

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)

Re Docket No.

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF
VOTING RECORD DATE, (III) HEARING ON CONFIRMATION OF PLAN AND
PROCEDURES AND DEADLINE FOR OBJECTING TO CONFIRMATION OF PLAN, AND
(IV) PROCEDURES AND DEADLINE FOR VOTING ON PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of Disclosure Statement.** By order dated [____], 2019 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over the chapter 11 cases of Open Road Films, LLC and its affiliated debtors and debtors in possession (the “Debtors”), approved the *Disclosure Statement for the Joint Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “Bankruptcy Code”), and authorized the Debtors to solicit votes to accept or reject the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented or modified from time to time pursuant to the terms thereof, the “Plan”),⁴ annexed as Exhibit A to the Disclosure Statement.

2. **Deadline for Voting on the Plan.** By the Disclosure Statement Order, the Court established **September 23, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”) as the deadline by which Ballots accepting or rejecting the Plan must be received. Only holders of Claims in Classes 3 and 4 under the Plan are entitled to vote on the Plan and will receive ballots for casting such votes. To be counted, original Ballots must **actually be received** on or before the Voting Deadline by Donlin, Recano & Company, Inc. (the “Voting Agent”) at Open Road Films Ballot Processing, c/o Donlin, Recano & Company, Inc., Attn: Voting Department, P.O. Box 192016 Blythebourne Station, Brooklyn, NY 11219. Ballots cast by e-mail, facsimile, or any other electronic format will not be counted. Holders of unimpaired Claims under the Plan and Classes that are deemed to reject the Plan are not entitled to vote on the Plan and, therefore, will receive a Notice of Non-Voting Status rather than a Ballot.

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, CA 90067.

⁴ All capitalized terms used but not otherwise defined herein shall have the meaning provided to them in the Plan.

3. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, on **October 2, 2019 at 1:30 p.m. (prevailing Eastern Time)**, in Courtroom 6 of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, to consider confirmation of the Plan, and for such other and further relief as may be just or proper. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or on the applicable hearing agenda. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan, and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing. If the Court enters an order confirming the Plan, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all parties to the fullest extent permitted by the Bankruptcy Code.

4. **Deadline for Objections to Confirmation of Plan.** Objections, if any, to confirmation of the Plan, must (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis and nature of any objection or response; and (iv) be filed with the Court and served on the following parties so as to be actually received **before September 25, 2019 at 4:00 p.m. (prevailing Eastern Time)**: (i) counsel for the Debtors, (a) Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, Thirty-Ninth Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin, Esq. and Jonathan M. Weiss, Esq., and (b) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and Robert F. Poppiti, Jr., Esq.; (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899, Attn: Robert J. Feinstein, Esq. and Maxim B. Litvak, Esq.; (iii) counsel to the Prepetition Lenders, (a) Paul Hastings LLP (x) 1999 Avenue of the Stars, 27th Floor, Los Angeles, California 90067, Attn: Susan Williams, Esq. and (y) 200 Park Avenue, New York, New York 10166, Attn: Andrew V. Tenzer, Esq., and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attn: Bill Bowden, Esq.; and (iv) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer, Esq.

5. **Release, Injunction, and Exculpation Provisions Contained in Plan.** Article IX of the Plan contains certain release, injunction, and exculpation provisions. You should carefully review the Plan, including these provisions, as your rights may be affected.

6. **Copies of the Plan and Related Documents.** Copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and related documents are available for review at www.donlinrecano.com/Clients/orf/Index, or upon request to the Debtors’ Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128.

Dated: _____, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000

Counsel for the Debtors and Debtors in Possession

Exhibit 2

Form of Voting Class 3 Ballot

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)

Re Docket No.

**BALLOT FOR CLASS 3 CLAIMS FOR
ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN OF LIQUIDATION
PROPOSED BY DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY DONLIN, RECANO
COMPANY, INC. BY SEPTEMBER 23, 2019 at 5:00 P.M. (PREVAILING EASTERN TIME).**

This ballot (the “Ballot”) is being submitted to you by the above-captioned debtors and debtors in possession (the “Debtors”) to solicit your vote to accept or reject the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”)² submitted by the Debtors and described in the related *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”), that was approved by an order of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. Court approval of the Disclosure Statement does not indicate Court approval of the Plan. If you do not have a Disclosure Statement or Plan you may obtain a copy free of charge on the webpage of Donlin, Recano, Company, Inc. (the “Voting Agent”) at www.donlinrecano.com/Clients/orf/Index. Copies of the Disclosure Statement and Plan are also available: (i) for a fee, on the Court’s website, www.deb.uscourts.gov (a PACER account is required) or (ii) upon request to the Debtors’ Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 3 under the Plan. If you hold Claims in more than one Class under the Plan, you will receive a ballot for each Class in which you are entitled to vote.

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, CA 90067.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

If your Ballot is not actually received by the Voting Agent on or before September 23, 2019 at 5:00 p.m. (prevailing Eastern Time) (the “Voting Deadline”), and such deadline is not extended in the sole discretion of the Debtors, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

You may return your Ballot in the return envelope provided in your package or send it to:

If by First-Class Mail:

**Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
P.O. Box 192016 Blythebourne Station
Brooklyn, NY 11219**

If by Hand Delivery or Overnight Mail:

**Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
6201 15th Avenue
Brooklyn, NY 11219**

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount. For purposes of voting to accept or reject the Plan, as of August 21, 2019 (the “Voting Record Date”), the undersigned (the “Claimant”) was a holder of a Class 3 Claim against Debtor [] in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan. CHECK ONE BOX ONLY:

- ACCEPTS (votes FOR) the Plan.**
- REJECTS (votes AGAINST) the Plan.**

Item 3. Tax Information. Under penalty of perjury, Claimant certifies that:

A. Claimant’s correct taxpayer identification number is:

(Social Security Number) ____-____-____,

(or Employer Identification Number) ____-____; and

B. Claimant is not subject to backup withholding because (please check appropriate box):

- Claimant is exempt from backup withholding;
- Claimant has not been notified by the Internal Revenue Service (“**IRS**”) that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4. Releases.

If the Bankruptcy Court confirms the Plan, as of and subject to the occurrence of the Effective Date, certain release, injunction, and exculpation provisions set forth in Article IX of the Plan will become effective.

Specifically, the releases in Section 9.4 of the Plan provide:

As of and subject to the occurrence of the Effective Date and except for the treatment provided in the Plan, for good and valuable consideration each Releasing Creditor, for itself and its respective present or former officers, directors, managers, shareholders, trustees, partners and partnerships, members, agents, employees, representatives, attorneys, accountants, professionals, and successors or assigns, in each case solely in their capacity as such, shall be deemed to have completely, conclusively, unconditionally and irrevocably released the Released Debtor/Committee Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Releasing Creditor, the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Debtor/Committee Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases, provided, however, that the foregoing release does not affect or impair any obligations under any intercreditor agreements or any other agreements or arrangements between and among non-Debtor parties. For the avoidance of doubt, the Released Debtor/Committee Parties do not include any of the current or former non-Debtor members of the Debtors or any former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

Item 5. Certification. By signing this Ballot, the Claimant certifies that: (i) on the Voting Record Date, it was the holder of the Class 3 Claims to which this Ballot pertains or an authorized signatory for such holder; (ii) it has full power and authority to vote to accept or reject the Plan and execute and return the Ballot; and (iii) it has received a copy of the Disclosure Statement, the Plan, and other solicitation materials. The undersigned understands that an otherwise properly completed, executed, and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. The undersigned also certifies that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title: _____

Address: _____

Dated: _____

Please make sure you have provided all information requested in this Ballot. Please read and follow the instructions set forth in the attached Voting Instructions carefully. Please complete, sign, and date this Ballot and return it, with your original signature, by mail, hand delivery or overnight courier so that it is received by the Voting Agent by September 23 2019 at 5:00 p.m. (prevailing Eastern Time).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 5 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.
3. **To have your vote counted, you must complete, sign, and return this Ballot so that it is actually received by the Voting Agent not later than September 23, 2019 at 5:00 p.m. (prevailing Eastern Time).**
4. Return the completed Ballot to the Voting Agent in the pre-addressed, postage pre-paid return envelope enclosed with this Ballot or return it to:

If by First-Class Mail:
Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
P.O. Box 192016 Blythebourne Station
Brooklyn, NY 11219

If by Hand Delivery or Overnight Mail:
Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
6201 15th Avenue
Brooklyn, NY 11219

5. THE BALLOT YOU SUBMIT MUST BEAR YOUR ORIGINAL SIGNATURE. DO NOT SUBMIT YOUR BALLOT BY FAX, EMAIL, OR ELECTRONIC TRANSMISSION. A Ballot submitted by fax, email, or electronic transmission will not be counted, unless approved by the Debtors in writing or otherwise ordered by the Court.
6. A Ballot that either indicates both an acceptance and rejection of the Plan or fails to indicate either an acceptance or rejection of the Plan, will not be counted.
7. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
8. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received by the Voting Agent will be deemed to reflect your intent and shall supersede and revoke any earlier received Ballot. If you cast multiple Ballots on account of the same Claim, which are received by the Voting Agent on the same day and at the same time, but which are voted inconsistently, such Ballots shall not be counted.

9. Any Ballot that is illegible or that contains insufficient information to permit the identification of the Claimant will not be counted.
10. This Ballot does not constitute, and shall not be deemed to be, a proof of claim against any of the Debtors or an assertion or admission of a Claim by any of the Debtors.
11. **If you wish to have your Claim temporarily allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot you received, or because the Debtors have filed an objection to your Claim, or for any other reason, you must file with the Court and serve on the Debtors' attorneys no later than 4:00 p.m. prevailing Eastern Time on September 18, 2019 notice of hearing on a motion, pursuant to Bankruptcy Rule 3018(a), temporarily allowing your Claim for purposes of voting. All such motions shall to be heard at the Confirmation Hearing on October 2, 2019 at 1:30 p.m. (prevailing Eastern Time).**
12. It is important that you vote. The Plan can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Court nonetheless may, in certain circumstances, confirm the Plan if it finds that the Plan: (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To confirm a plan over the objection of a dissenting Class, the Court also must find that at least one Impaired Class has accepted the plan, with such acceptance being determined without including the acceptance of any "insider" in such Class.
13. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.
14. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THESE VOTING INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT: (212) 771-1128

PLEASE NOTE THAT THE VOTING AGENT'S STAFF IS NOT PERMITTED TO GIVE LEGAL ADVICE. YOU SHOULD CONSULT AN ATTORNEY FOR ANY LEGAL ADVICE RELATING TO THIS BALLOT OR THE OTHER DOCUMENTS REFERENCED HEREIN.

Exhibit 2A

Form of Voting Class 4 Ballot

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)

Re Docket No.

**BALLOT FOR CLASS 4 CLAIMS FOR
ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN OF LIQUIDATION
PROPOSED BY DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY DONLIN, RECANO
COMPANY, INC. BY SEPTEMBER 23, 2019 at 5:00 P.M. (PREVAILING EASTERN TIME).**

This ballot (the “Ballot”) is being submitted to you by the above-captioned debtors and debtors in possession (the “Debtors”) to solicit your vote to accept or reject the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”)² submitted by the Debtors and described in the related *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”), that was approved by an order of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. Court approval of the Disclosure Statement does not indicate Court approval of the Plan. If you do not have a Disclosure Statement or Plan you may obtain a copy free of charge on the webpage of Donlin, Recano, Company, Inc. (the “Voting Agent”) at www.donlinrecano.com/Clients/orf/Index. Copies of the Disclosure Statement and Plan are also available: (i) for a fee, on the Court’s website, www.deb.uscourts.gov (a PACER account is required) or (ii) upon request to the Debtors’ Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 4 under the Plan. If you hold Claims in more than one Class under the Plan, you will receive a ballot for each Class in which you are entitled to vote.

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, CA 90067.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

If your Ballot is not actually received by the Voting Agent on or before September 23, 2019 at 5:00 p.m. (prevailing Eastern Time) (the "Voting Deadline"), and such deadline is not extended in the sole discretion of the Debtors, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Court it will be binding on you whether or not you vote.

You may return your Ballot in the return envelope provided in your package or send it to:

If by First-Class Mail:

Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
P.O. Box 192016 Blythebourne Station
Brooklyn, NY 11219

If by Hand Delivery or Overnight Mail:

Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
6201 15th Avenue
Brooklyn, NY 11219

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount. For purposes of voting to accept or reject the Plan, as of August 21, 2019 (the "Voting Record Date"), the undersigned (the "Claimant") was a holder of a Class 4 Claim against Debtor [] in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan. CHECK ONE BOX ONLY:

- ACCEPTS (votes FOR) the Plan.**
- REJECTS (votes AGAINST) the Plan.**

Item 3. Tax Information. Under penalty of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____-____-____,

(or Employer Identification Number) ____-____; and

B. Claimant is not subject to backup withholding because (please check appropriate box):

- Claimant is exempt from backup withholding;
- Claimant has not been notified by the Internal Revenue Service ("**IRS**") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4. Releases.

IMPORTANT INFORMATION REGARDING THE RELEASES

IF YOU VOTED IN ITEM 2 ABOVE TO ACCEPT THE PLAN, YOU WILL BE DEEMED TO HAVE COMPLETELY, CONCLUSIVELY, UNCONDITIONALLY, AND IRREVOCABLY RELEASED THE RELEASED DEBTOR/COMMITTEE PARTIES FROM ANY AND ALL CLAIMS/CAUSES OF ACTION TO THE EXTENT PROVIDED IN ARTICLE IX OF THE

PLAN, UNLESS YOU CHECK THE BOX BELOW TO “OPT-OUT” OF SUCH RELEASE. IF YOU VOTED IN ITEM 2 ABOVE TO REJECT THE PLAN OR YOU DO NOT SUBMIT A BALLOT WITH RESPECT TO THE PLAN, YOU WILL NOT BE GRANTING A RELEASE OF THE RELEASED DEBTOR/COMMITTEE PARTIES.

- The undersigned Claimant elects not to grant (and therefore OPTS OUT of) the releases set forth in Article IX of the Plan.**

If the Bankruptcy Court confirms the Plan, as of and subject to the occurrence of the Effective Date, certain release, injunction, and exculpation provisions set forth in Article IX of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article IX of the Plan very carefully so that you understand how such provisions will affect you and any Claim(s) you may hold against the Released Debtor/Committee Parties under the Plan.

Specifically, the releases in Section 9.4 of the Plan provide:

As of and subject to the occurrence of the Effective Date and except for the treatment provided in the Plan, for good and valuable consideration each Releasing Creditor, for itself and its respective present or former officers, directors, managers, shareholders, trustees, partners and partnerships, members, agents, employees, representatives, attorneys, accountants, professionals, and successors or assigns, in each case solely in their capacity as such, shall be deemed to have completely, conclusively, unconditionally and irrevocably released the Released Debtor/Committee Parties from any and all claims, obligations, rights, suits, damages, causes of action, and liabilities, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, in law or equity or otherwise, which the Releasing Creditor, the Debtors or their Estates ever had, now have or hereafter can, shall or may have against any of the Released Debtor/Committee Parties from the beginning of time to the Effective Date that in any way relate to the Debtors, their direct or indirect non-Debtor subsidiaries, the Estates, or the Chapter 11 Cases, provided, however, that the foregoing release does not affect or impair any obligations under any intercreditor agreements or any other agreements or arrangements between and among non-Debtor parties. For the avoidance of doubt, the Released Debtor/Committee Parties do not include any of the current or former non-Debtor members of the Debtors or any former officers, managers and representatives of the Debtors who did not serve in such capacities during the Chapter 11 Cases or a portion thereof.

Item 5. Certification. By signing this Ballot, the Claimant certifies that: (i) on the Voting Record Date, it was the holder of the Class 4 Claims to which this Ballot pertains or an authorized signatory for such holder; (ii) it has full power and authority to vote to accept or reject the Plan, make the opt-out election, and execute and return the Ballot; and (iii) it has received a copy of the Disclosure Statement, the Plan, and other solicitation materials. The undersigned understands that an otherwise properly completed, executed, and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. The undersigned also certifies that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title: _____

Address: _____

Dated: _____

Please make sure you have provided all information requested in this Ballot. Please read and follow the instructions set forth in the attached Voting Instructions carefully. Please complete, sign, and date this Ballot and return it, with your original signature, by mail, hand delivery or overnight courier so that it is received by the Voting Agent by September 23, 2019 at 5:00 p.m. (prevailing Eastern Time).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 5 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Claim is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.
3. If you voted to accept the Plan, review the opt-out election disclosure in Item 4 and determine whether to opt out of the Plan's release provisions by checking the box in Item 4.
4. **To have your vote counted, you must complete, sign, and return this Ballot so that it is actually received by the Voting Agent not later than September 23, 2019 at 5:00 p.m. (prevailing Eastern Time).**
5. Return the completed Ballot to the Voting Agent in the pre-addressed, postage pre-paid return envelope enclosed with this Ballot or return it to:

If by First-Class Mail:

**Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
P.O. Box 192016 Blythebourne Station
Brooklyn, NY 11219**

If by Hand Delivery or Overnight Mail:

**Open Road Films Ballot Processing
c/o Donlin, Recano & Company, Inc.
Attn: Voting Department
6201 15th Avenue
Brooklyn, NY 11219**

6. THE BALLOT YOU SUBMIT MUST BEAR YOUR ORIGINAL SIGNATURE. DO NOT SUBMIT YOUR BALLOT BY FAX, EMAIL, OR ELECTRONIC TRANSMISSION. A Ballot submitted by fax, email, or electronic transmission will not be counted, unless approved by the Debtors in writing or otherwise ordered by the Court.
7. A Ballot that either indicates both an acceptance and rejection of the Plan or fails to indicate either an acceptance or rejection of the Plan, will not be counted.
8. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted.
9. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received by the Voting Agent will be deemed to reflect your intent and shall supersede and revoke any earlier received Ballot. If you cast multiple Ballots on account of the same Claim, which are received by the Voting Agent on the same day and at the same time, but which are voted inconsistently, such Ballots shall not be counted.

10. Any Ballot that is illegible or that contains insufficient information to permit the identification of the Claimant will not be counted.
11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim against any of the Debtors or an assertion or admission of a Claim by any of the Debtors.
12. **If you wish to have your Claim temporarily allowed for purposes of voting on the Plan in a manner that is inconsistent with the Ballot you received, or because the Debtors have filed an objection to your Claim, or for any other reason, you must file with the Court and serve on the Debtors' attorneys no later than 4:00 p.m. prevailing Eastern Time on September 18, 2019 notice of hearing on a motion, pursuant to Bankruptcy Rule 3018(a), temporarily allowing your Claim for purposes of voting. All such motions shall to be heard at the Confirmation Hearing on October 2, 2019 at 1:30 p.m. (prevailing Eastern Time).**
13. It is important that you vote. The Plan can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Court nonetheless may, in certain circumstances, confirm the Plan if it finds that the Plan: (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To confirm a plan over the objection of a dissenting Class, the Court also must find that at least one Impaired Class has accepted the plan, with such acceptance being determined without including the acceptance of any "insider" in such Class.
14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.
15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THESE VOTING INSTRUCTIONS, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT: (212) 771-1128

PLEASE NOTE THAT THE VOTING AGENT'S STAFF IS NOT PERMITTED TO GIVE LEGAL ADVICE. YOU SHOULD CONSULT AN ATTORNEY FOR ANY LEGAL ADVICE RELATING TO THIS BALLOT OR THE OTHER DOCUMENTS REFERENCED HEREIN.

Exhibit 3

Notice of Non-Voting Status

**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)

Re Docket No.

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF
CLASS 1, 2, 5, & 6 CLAIMS AND INTERESTS**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (the “Debtors”) submitted the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”),² which is described in the related *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”), that was approved by an order (the “Disclosure Statement Order”) of the United States Bankruptcy Court for the District of Delaware (the “Court”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the Plan, from the holders of Claims in Voting Classes that are (or may be) entitled to receive Distributions under the Plan.

YOU ARE OR MIGHT BE THE HOLDER OF CLAIMS AND/OR INTERESTS IN CLASSES OF UNIMPAIRED CLAIMS DEEMED TO ACCEPT THE PLAN OR IMPAIRED CLAIMS AND INTERESTS DEEMED TO REJECT THE PLAN THAT, IN EITHER CASE, ARE NOT ENTITLED TO VOTE ON THE PLAN. THE FOLLOWING IS A SUMMARY OF THE TREATMENT OF SUCH NON-VOTING CLASSES UNDER THE PLAN.

Class	Description of Class	Treatment
1	Priority Non-Tax Claims	Unimpaired; Presumed to Accept
2	Miscellaneous Secured Claims	Unimpaired; Presumed to Accept
5	Subordinated Claims	Impaired; Deemed to Reject
6	Interests	Impaired; Deemed to Reject

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, CA 90067.

² All capitalized terms used but not otherwise defined herein have the meanings set forth in the Plan.

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS IN CLASSES 1 AND 2 ARE UNIMPAIRED UNDER THE PLAN AND THEREFORE, PURSUANT TO THE PLAN AND BANKRUPTCY CODE SECTION 1126(f), ARE (I) PRESUMED TO HAVE ACCEPTED THE PLAN, (II) NOT ENTITLED TO VOTE ON THE PLAN, AND (III) DEEMED TO HAVE COMPLETELY, CONCLUSIVELY, UNCONDITIONALLY, AND IRREVOCABLY RELEASED THE RELEASED DEBTOR/COMMITTEE PARTIES FROM ANY AND ALL CLAIMS/CAUSES OF ACTION TO THE EXTENT PROVIDED IN ARTICLE IX OF THE PLAN.

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS OR INTERESTS IN CLASSES 5 AND 6 ARE IMPAIRED UNDER THE PLAN AND ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF THEIR CLAIMS OR INTERESTS IN THOSE CLASSES AND THEREFORE, PURSUANT TO BANKRUPTCY CODE SECTION 1126(g), ARE (I) DEEMED TO HAVE REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN.

You are also being served with the *Notice of (I) Approval of Disclosure Statement, (II) Establishment of Voting Record Date, (III) Hearing on Confirmation of Plan and Procedures and Deadline for Objecting to Confirmation of Plan, and (IV) Procedures and Deadline for Voting on Plan*, which notice sets for the date, time and place of the Confirmation Hearing on the Debtors' Plan, the deadline to object to confirmation of the Debtors' Plan, and other important information.

Copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and related documents are available for review at www.donlinrecano.com/Clients/orf/Index, or upon request to the Debtors' Voting Agent by email to orinfo@donlinrecano.com or by telephone at (212) 771-1128. Please be advised that the Voting Agent cannot provide legal advice. Copies of the Plan, Disclosure Statement, Disclosure Statement Order, Solicitation Procedures Order, and other materials are also available for a fee through the Court's "pacer" website, <https://ecf.deb.uscourts.gov> (a pacer password and login are required).

Dated: _____, 2019

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