

**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.*,<sup>1</sup>

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”)<sup>2</sup> submitted by the Debtors and described in and attached as Exhibit A to 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 and annexed as Exhibit 4 to an order [Docket No. \_\_\_\_] 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](http://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](http://www.deb.uscourts.gov) (a PACER account is required) or (ii) upon request to the Debtors’ Voting Agent by email to [orinfo@donlinrecano.com](mailto: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.**

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors’ address is 1800 Century Park East, Suite 600, Los Angeles, CA 90067.

<sup>2</sup> 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 199043, 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 15<sup>th</sup> 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:

<b><u>If by First-Class Mail:</u></b> <b>Open Road Films Ballot Processing</b> <b>c/o Donlin, Recano &amp; Company, Inc.</b> <b>Attn: Voting Department</b> <b>P.O. Box 199043, Blythebourne Station</b> <b>Brooklyn, NY 11219</b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b> <b>Open Road Films Ballot Processing</b> <b>c/o Donlin, Recano &amp; Company, Inc.</b> <b>Attn: Voting Department</b> <b>6201 15<sup>th</sup> Avenue</b> <b>Brooklyn, NY 11219</b>
---	--
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 pursuant to Bankruptcy Rule 3018(a), 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 a motion seeking temporary allowance of your Claim for purposes of voting and a notice of hearing on such motion. 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.*,<sup>1</sup>

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).**

**IF YOU VOTE IN ITEM 2 BELOW TO ACCEPT THE PLAN, YOU WILL RELEASE 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 IN ITEM 4 BELOW TO “OPT-OUT” OF SUCH RELEASE**

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”)<sup>2</sup> submitted by the Debtors and described in and attached as Exhibit A to 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 and annexed as Exhibit 4 to an order [Docket No. \_\_\_\_] 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](http://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](http://www.deb.uscourts.gov) (a PACER account is required) or (ii) upon request to the Debtors’ Voting Agent by email to [orinfo@donlinrecano.com](mailto:orinfo@donlinrecano.com) or by telephone at (212) 771-1128.

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Open Road Films, LLC (4435-Del.); Open Road Releasing, LLC (4736-Del.); OR Productions LLC (5873-Del.); Briarcliff LLC (7304-Del.); Open Road International LLC (4109-Del.); and Empire Productions LLC (9375-Del.). The Debtors’ address is 1800 Century Park East, Suite 600, Los Angeles, CA 90067.

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

**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.

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 199043, 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 15<sup>th</sup> 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.*

The definitions of certain defined terms in the releases in Section 9.4 are defined in the Plan as follows:

**Releasing Creditor: Each Holder of a Claim that votes to accept, or is deemed to accept, the Plan, other than any Holder of a Class 4 Claim that affirmatively elects on its Ballot to opt out of being a Releasing Creditor.**

***Released Debtor/Committee Parties:*** Collectively, (i) the Debtors, (ii) the Estates, (iii) the Debtors' directors, officers (including, but not limited to, the CRO), and employees who served in such capacities during the Chapter 11 Cases or a portion thereof, (iv) the Debtor Retained Professionals, (v) the Committee and its members (solely in their respective capacity as members of the Committee), (vi) the Committee Retained Professionals, (vii) the Prepetition Lenders and their professionals and representatives, and (viii) the respective successors or assigns of the foregoing parties.

***Effective Date:*** The first Business Day immediately following the first day upon which all of the conditions to the occurrence of the Effective Date have been satisfied or waived in accordance with the Plan.

**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 199043, 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 15<sup>th</sup> 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 pursuant to Bankruptcy Rule 3018(a), 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 a motion seeking temporary allowance of your Claim for purposes of voting and a notice of hearing on such motion. 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.