

**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)

**DECLARATION OF JOHN BURLACU ON BEHALF OF DONLIN, RECANO &
COMPANY, INC. REGARDING VOTING AND TABULATION OF BALLOTS
ACCEPTING AND REJECTING THE JOINT CHAPTER 11 PLAN OF LIQUIDATION
PROPOSED BY DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED
CREDITORS**

I, John Burlacu, declare, under penalty of perjury to the best of my knowledge, information, and belief:²

1. I am a Senior Director at Donlin, Recano & Company, Inc. ("DRC"), located at 6201 15th Avenue, Brooklyn, New York 11219. I am over the age of 18 years and competent to testify.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* attached as Exhibit A to the Disclosure Statement (as may be amended, supplemented or otherwise modified, the "Plan"), and the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee*

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 shall have the meanings ascribed to them in the Plan and Disclosure Statement (each as defined below), as applicable.

of *Unsecured Creditors* [Docket No. 821] (as may be amended, supplemented or otherwise modified, the “Disclosure Statement”). Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge, information supplied to me by the Debtors or their advisors, including DRC, and my review of relevant documents. If I were called to testify, I could and would testify competently as to the facts set forth herein on that basis.

3. In accordance with the *Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc., as Administrative Agent to the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 112], DRC was authorized to assist the Debtors in connection with, *inter alia*, soliciting, receiving, and tabulating Ballots accepting or rejecting the Plan.

I. Service and Transmittal of Solicitation Packages and Related Information.

4. Pursuant to the Plan and Disclosure Statement, holders of Claims in Classes 3 and 4 as of the Voting Record Date were entitled to vote to accept or reject the Plan (the “Voting Classes”).

| Class | Type of Claim |
|---------|---------------------------|
| Class 3 | Prepetition Lender Claims |
| Class 4 | General Unsecured Claims |

5. The procedures for the solicitation and tabulation of votes on the Plan and Disclosure Statement are set forth in the *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* [Docket No. 819] (the

“Disclosure Statement Order”). DRC was instructed to solicit, review, determine the validity of, and tabulate Ballots submitted to vote for the acceptance or rejection of the Plan and Disclosure Statement by the holders of Claims in the Voting Classes in accordance with the Disclosure Statement Order.

6. On or around August 26, 2019, DRC posted links on the Debtors’ restructuring website maintained by DRC at <https://www.donlinrecano.com/Clients/orf/Index> to provide parties with access to, among other documents, copies of the Disclosure Statement, the Plan, the Disclosure Statement Order, and the Confirmation Hearing Notice (as defined in the Disclosure Statement Order).

7. In accordance with the Disclosure Statement Order, on August 26, 2019, DRC caused Solicitation Packages to be distributed to holders of Claims in the Voting Classes as of the Voting Record Date. DRC filed the *Affidavit of Donlin, Recano and Company, Inc. Regarding Service of Solicitation Package with Respect to Disclosure Statement for Joint Chapter 11 Plan of Liquidation Proposed by Debtors and Official Committee of Unsecured Creditors* dated August 28, 2019 [Docket No. 829].

II. General Tabulation Process.

8. As specified in the Disclosure Statement Order, August 21, 2019 (the “Voting Record Date”) was established as the record date for determining the holders of Claims in the Voting Classes who would be entitled to vote to accept or reject the Plan.

9. Pursuant to the Disclosure Statement Order, DRC relied on the following information to identify and solicit holders of Claims in the Voting Classes: (a) the *Schedules of Assets and Liabilities* filed with the Court by the Debtors on October 22, 2018 and October 23, 2018 [Docket Nos. 203 through 213]; (b) the official claims register maintained by DRC as of

August 21, 2019; and (c) claims information pertaining to the Debtors' chapter 11 cases as reflected in DRC's internal database to which this information was loaded. Using this information, and with guidance from the Debtors and their advisors, DRC created a voting database reflecting the name, address, voting amount, and classification of Claims in the Voting Classes. Using this voting database, DRC generated Ballots for holders of Claims entitled to vote to accept or reject the Plan.

10. Ballots returned by mail, hand delivery or overnight delivery were received by personnel of DRC at its office in Brooklyn, New York. Ballots received by DRC were processed in accordance with the Disclosure Statement Order. Upon receiving Ballots, DRC took the following actions:

- a. The envelopes containing the Ballots were opened, and the contents were removed and stamped with the date and time received. Each Ballot was then scanned into DRC's system and sequentially numbered (the "Sequence Number").
- b. DRC then entered into a computer database all pertinent information from each of the Ballots, including among other things, the date and time the Ballot was received, the Sequence Number, the voting dollar amount, whether the creditor submitting the Ballot voted to accept or reject the Plan, and whether the creditor (for Class 4) elected to opt-out of the Plan's releases.

11. In order for a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the Disclosure Statement Order and executed by the relevant holder, or such holder's authorized representative, and must have been actually received by DRC by 5:00 p.m. (prevailing Eastern Time) on September 23, 2019 (the "Voting Deadline"). All Ballots were to be delivered to DRC as follows: (a) if by hand delivery, or overnight courier, to Donlin, Recano & Company, Inc., Re: Open Road Films Ballot Processing., Attn: Voting Department, 6201 15th Avenue, Brooklyn, New York 11219; (b) if by First Class mail, to Open

Road Films Ballot Processing c/o Donlin, Recano & Company, Inc, Attn: Voting Department
P.O. Box 199043 Blythebourne Station, Brooklyn, NY 11219.

12. All validly executed Ballots cast by holders of Claims in the Voting Classes received by DRC on or before the Voting Deadline were tabulated as outlined in the Disclosure Statement Order.

13. DRC is in possession of the Ballots received by it, and copies of the same are available for review during DRC's normal business hours at 6201 15th Avenue, Brooklyn, New York 11219.

III. The Voting Results

14. Pursuant to the Disclosure Statement Order, DRC tabulated Ballots on both a Debtor-by-Debtor basis and a consolidated basis. The results of the aforesaid tabulation of properly executed Ballots received on or before the Voting Deadline on a Debtor-by-Debtor basis are set forth in the report annexed hereto as **Exhibit A** (the "Final Tabulation Debtor-by-Debtor Results"), and the results of the tabulation of Ballots on a consolidated basis are set forth in the report annexed hereto as **Exhibit B** (the "Final Tabulation Consolidated Results"). The tables below summarize the aforementioned tabulation results.

Final Tabulation Debtor-by-Debtor Results

| CLASS | TOTAL BALLOTS RECEIVED | | | |
|---|----------------------------------|-------------------------------------|----------------------------------|----------------------------------|
| | Accept | | Reject | |
| | AMOUNT (% of Amount Voted) | NUMBER (% of Number voted) | AMOUNT (% of Amount Voted) | NUMBER (% of Number Voted) |
| Class 3A –Prepetition Lender Claim against Open Road Films, LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |

| CLASS | TOTAL BALLOTS RECEIVED | | | |
|--|----------------------------------|-------------------------------------|----------------------------------|----------------------------------|
| | Accept | | Reject | |
| | AMOUNT (% of Amount Voted) | NUMBER (% of Number voted) | AMOUNT (% of Amount Voted) | NUMBER (% of Number Voted) |
| Class 3B –Prepetition Lender Claim against Open Road Releasing, LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 3C –Prepetition Lender Claim against OR Productions LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 3D –Prepetition Lender Claim against Briarcliff LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 3E –Prepetition Lender Claim against Open Road International LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 3F –Prepetition Lender Claim against Empire Productions LLC | \$90,750,000 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 4A – General Unsecured Claims against Open Road Films, LLC | \$14,275,784.87 (99.79%) | 26 (96.30%) | \$29,440.00 (00.21%) | 1 (3.70%) |
| Class 4B – General Unsecured Claims against Open Road Releasing, LLC | \$759,181.78 (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |

Final Tabulation Consolidated Results

| CLASS | TOTAL BALLOTS RECEIVED | | | |
|---------------------------------------|--|----------------------------------|----------------------------------|----------------------------------|
| | Accept | | Reject | |
| | AMOUNT (% of Amount Voted) | NUMBER (% of Number voted) | AMOUNT (% of Amount Voted) | NUMBER (% of Number Voted) |
| Class 3 –Prepetition Lender Claims | \$544,500,000.00 ³ (100.00%) | 1 (100.00%) | \$0 (00.00%) | 0 (00.00%) |
| Class 4 – General Unsecured Claims | \$15,034,966.65 (99.80%) | 27 (96.43%) | \$29,440.00 (00.20%) | 1 (3.57%) |

15. In accordance with the Disclosure Statement Order, any unsigned Ballot or Ballot without an original signature was excluded from the Final Tabulation Results and was assigned a defect code “A.”

16. A complete list of all defective Ballots with explanatory defective codes is set forth on **Exhibit C**.

17. A report of any parties in Class 4 that checked the opt-out box on their ballots is attached hereto as **Exhibit D**. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt-out elections received and reported on **Exhibit D** attached hereto, but rather this Declaration is providing such information for reporting and informational purposes only.

³ This number reflects the aggregate amount of the Class 3 Claim (\$90,750,000) at each Debtor.

I declare under penalty of perjury that the foregoing is true and correct and to the best of my knowledge, information and belief.

Dated: September 26, 2019
Brooklyn, New York

 /s/ John Burlacu
John Burlacu
Donlin, Recano & Company, Inc.

EXHIBIT A

| OPEN ROAD FILMS, LLC Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
|---|-----------|----------|--------------------|----------------------|----------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3A | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| Totals for Class 3A (OPEN ROAD FILMS, LLC) | | | | | | | | | | | | | | |
| Aggregate Class 3A Claim Amount Voted to Accept: | | | | 90,750,000.00 | 100.00% | | | | | | | | | |
| Aggregate Class 3A Claim Amount Voted to Reject: | | | | 0.00 | 0.00% | | | | | | | | | |
| Aggregate Class 3A Claim Amount Voted: | | | | 90,750,000.00 | | | | | | | | | | |
| Aggregate Class 3A Claim Quantity Voted to Accept: | | | | 1 | 100.00% | | | | | | | | | |
| Aggregate Class 3A Claim Quantity Voted to Reject: | | | | 0 | 0.00% | | | | | | | | | |
| Aggregate Class 3A Claim Quantity Voted: | | | | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|---|---------------------|---------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3B | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| | | | Totals for Class 3B (OPEN ROAD RELEASING, LLC) | | | | | | | | | | | |
| | | | Aggregate Class 3B Claim Amount Voted to Accept: | 90,750,000.00 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3B Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3B Claim Amount Voted: | 90,750,000.00 | | | | | | | | | | |
| | | | Aggregate Class 3B Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3B Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3B Claim Quantity Voted: | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|---|-----------|----------|--------------------|----------------------|----------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3C | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| Totals for Class 3C (OR PRODUCTIONS LLC) | | | | | | | | | | | | | | |
| Aggregate Class 3C Claim Amount Voted to Accept: | | | | 90,750,000.00 | 100.00% | | | | | | | | | |
| Aggregate Class 3C Claim Amount Voted to Reject: | | | | 0.00 | 0.00% | | | | | | | | | |
| Aggregate Class 3C Claim Amount Voted: | | | | 90,750,000.00 | | | | | | | | | | |
| Aggregate Class 3C Claim Quantity Voted to Accept: | | | | 1 | 100.00% | | | | | | | | | |
| Aggregate Class 3C Claim Quantity Voted to Reject: | | | | 0 | 0.00% | | | | | | | | | |
| Aggregate Class 3C Claim Quantity Voted: | | | | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|--|---------------------|---------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3D | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| | | | Totals for Class 3D (BRIARCLIFF LLC) | | | | | | | | | | | |
| | | | Aggregate Class 3D Claim Amount Voted to Accept: | 90,750,000.00 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3D Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3D Claim Amount Voted: | 90,750,000.00 | | | | | | | | | | |
| | | | Aggregate Class 3D Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3D Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3D Claim Quantity Voted: | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|--|---|----------------------|----------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3E | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| | | Totals for Class 3E (OPEN ROAD INTERNATIONAL LLC) | | | | | | | | | | | | |
| | | | Aggregate Class 3E Claim Amount Voted to Accept: | 90,750,000.00 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3E Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3E Claim Amount Voted: | 90,750,000.00 | | | | | | | | | | |
| | | | Aggregate Class 3E Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3E Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3E Claim Quantity Voted: | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|---|---------------------|---------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3F | 000218 | 3907 | BANK OF AMERICA NA | 90,750,000.00 | | | ACCEPT | 1 | 0 | 90,750,000.00 | 0.00 | 9/23/19 | | |
| | | | Totals for Class 3F (EMPIRE PRODUCTIONS LLC) | | | | | | | | | | | |
| | | | Aggregate Class 3F Claim Amount Voted to Accept: | 90,750,000.00 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3F Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3F Claim Amount Voted: | 90,750,000.00 | | | | | | | | | | |
| | | | Aggregate Class 3F Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3F Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3F Claim Quantity Voted: | 1 | | | | | | | | | | |
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| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|---|-----------|----------|-----------------------------------|----------------------|---------------|----------|---------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 4A | 000233 | 4045 | AMBER RASBERRY | 13,076.94 | | | ACCEPT | 1 | 0 | 13,076.94 | 0.00 | 9/23/19 | | Opt Out |
| 4A | 000028 | 3266 | AMC NETWORK ENTERTAINMENT LLC | 989,750.25 | | | ACCEPT | 1 | 0 | 989,750.25 | 0.00 | 9/17/19 | | |
| 4A | 000055 | 4125 | BANK LEUMI USA | 2,500,000.00 | | | ACCEPT | 1 | 0 | 2,500,000.00 | 0.00 | 9/13/19 | | Opt Out |
| 4A | 000115 | 955 | CELEBRITY FOOTAGE | 3,950.00 | | | ACCEPT | 1 | 0 | 3,950.00 | 0.00 | 9/9/19 | | |
| 4A | 000043 | 4102 | CITY EVENTIONS USA LLC | 29,440.00 | | | REJECT | 0 | 1 | 0.00 | 29,440.00 | 9/17/19 | | |
| 4A | 000161 | 2214 | DAN KLUSMAN DBA SHOWTIME | 200.00 | | | ACCEPT | 1 | 0 | 200.00 | 0.00 | 9/9/19 | | |
| 4A | 000121 | 1088 | DHS ASSOCIATES | 700.60 | | | ACCEPT | 1 | 0 | 700.60 | 0.00 | 9/19/19 | | |
| 4A | 000123 | 1096 | DIGITAL VIDEOSTREAM LLC | 6,500.00 | | | ACCEPT | 1 | 0 | 6,500.00 | 0.00 | 9/9/19 | | |
| 4A | 000128 | 1213 | FILM SOLUTIONS LLC | 3,998.37 | | | ACCEPT | 1 | 0 | 3,998.37 | 0.00 | 9/9/19 | | |
| 4A | 000244 | 4087 | FOX CABLE NETWORKS SVCS | 1,016,416.50 | | | ACCEPT | 1 | 0 | 1,016,416.50 | 0.00 | 9/13/19 | | |
| 4A | 000119 | 1059 | DAVID FRIEDMAN | 23,150.00 | | | ACCEPT | 1 | 0 | 23,150.00 | 0.00 | 9/17/19 | | |
| 4A | 000012 | 654 | GIARONOMO PRODUCTIONS INC | 450,337.50 | | | ACCEPT | 1 | 0 | 450,337.50 | 0.00 | 9/9/19 | | |
| 4A | 000052 | 3177 | GOOGLE LLC FKA GOOGLE INC | 2,884,925.34 | | | ABSTAIN | 0 | 0 | 0.00 | 0.00 | 9/17/19 | | Opt Out |
| 4A | 000199 | 3255 | JACK PAN | 337,150.00 | | | ACCEPT | 1 | 0 | 337,150.00 | 0.00 | 9/20/19 | | Opt Out |
| 4A | 000141 | 1412 | JIM EVANS STUDIO LLC | 30,000.00 | | | ACCEPT | 1 | 0 | 30,000.00 | 0.00 | 9/9/19 | | |
| 4A | 000227 | 4032 | JOSHUA DEUTSCH ESQ | 1,250,000.00 | | | ACCEPT | 1 | 0 | 1,250,000.00 | 0.00 | 9/23/19 | | |
| 4A | 000228 | 4033 | JUN OH | 725,000.00 | | | ACCEPT | 1 | 0 | 725,000.00 | 0.00 | 9/17/19 | | |
| 4A | 000253 | 4122 | LA LIVE PROPERTIES LLC | 35,000.00 | | | ACCEPT | 1 | 0 | 35,000.00 | 0.00 | 9/23/19 | | |
| 4A | 000144 | 1505 | LE STUDIO PHOTOGRAPHY | 11,850.00 | | | ACCEPT | 1 | 0 | 11,850.00 | 0.00 | 9/9/19 | | |
| 4A | 000235 | 4066 | NAZY MEKNAT | 10,000.00 | | | ACCEPT | 1 | 0 | 10,000.00 | 0.00 | 9/23/19 | | Opt Out |
| 4A | 000065 | 2207 | MJR DIGITAL CINEMAS | 1,650.00 | | | ACCEPT | 1 | 0 | 1,650.00 | 0.00 | 9/23/19 | | |
| 4A | 000258 | 4133 | NOT ORDINARY MEDIA LLC | 225,000.00 | | | ACCEPT | 1 | 0 | 225,000.00 | 0.00 | 9/23/19 | | |
| 4A | 000234 | 4046 | PIXELOGIC MEDIA PARTNERS LLC | 49,736.30 | | | ACCEPT | 1 | 0 | 49,736.30 | 0.00 | 9/20/19 | | Opt Out |
| 4A | 000110 | 835 | REFINERY AV LLC | 24,478.58 | | | ACCEPT | 1 | 0 | 24,478.58 | 0.00 | 9/9/19 | | |
| 4A | 000060 | 4076 | RENTRAK CORP | 142,361.09 | | | ACCEPT | 1 | 0 | 142,361.09 | 0.00 | 9/17/19 | | |
| 4A | 000091 | 4117 | THE WALT DISNEY CO AND AFFILIATED | 5,553,246.14 | | | ACCEPT | 1 | 0 | 5,553,246.14 | 0.00 | 9/23/19 | | Opt Out |
| 4A | 000242 | 4084 | TWENTIETH TELEVISION INC | 234,732.60 | | | ACCEPT | 1 | 0 | 234,732.60 | 0.00 | 9/17/19 | | |
| 4A | 000085 | 3179 | UNIVISION COMMUNICATIONS INC | 637,500.00 | | | ACCEPT | 1 | 0 | 637,500.00 | 0.00 | 9/17/19 | | |
| Totals for Class 4A (OPEN ROAD FILMS, LLC) | | | | | | | | | | | | | | |
| Aggregate Class 4A Claim Amount Voted to Accept: | | | | 14,275,784.87 | 99.79% | | | | | | | | | |
| Aggregate Class 4A Claim Amount Voted to Reject: | | | | 29,440.00 | 0.21% | | | | | | | | | |
| Aggregate Class 4A Claim Amount Voted: | | | | 14,305,224.87 | | | | | | | | | | |
| Aggregate Class 4A Claim Quantity Voted to Accept: | | | | 26 | 96.30% | | | | | | | | | |
| Aggregate Class 4A Claim Quantity Voted to Reject: | | | | 1 | 3.70% | | | | | | | | | |
| Aggregate Class 4A Claim Quantity Voted: | | | | 27 | | | | | | | | | | |

| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|---|---------------------|----------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 4B | 000099 | 4039 | AMERICAN MULTI CINEMA INC | 759,181.78 | | | ACCEPT | 1 | 0 | 759,181.78 | 0.00 | 9/13/19 | | Opt Out |
| | | | Totals for Class 4B (OPEN ROAD RELEASING, LLC) | | | | | | | | | | | |
| | | | Aggregate Class 4B Claim Amount Voted to Accept: | 759,181.78 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 4B Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 4B Claim Amount Voted: | 759,181.78 | | | | | | | | | | |
| | | | Aggregate Class 4B Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 4B Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 4B Claim Quantity Voted: | 1 | | | | | | | | | | |

EXHIBIT B

| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|--|-----------------------|----------------|----------|--------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt-Out |
| 3 | 000218 | 3907 | BANK OF AMERICA NA | 544,500,000.00 | | | ACCEPT | 1 | 0 | 544,500,000.00 | 0.00 | 9/23/19 | | |
| | | | Totals for Class 3 | | | | | | | | | | | |
| | | | Aggregate Class 3 Claim Amount Voted to Accept: | 544,500,000.00 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3 Claim Amount Voted to Reject: | 0.00 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3 Claim Amount Voted: | 544,500,000.00 | | | | | | | | | | |
| | | | Aggregate Class 3 Claim Quantity Voted to Accept: | 1 | 100.00% | | | | | | | | | |
| | | | Aggregate Class 3 Claim Quantity Voted to Reject: | 0 | 0.00% | | | | | | | | | |
| | | | Aggregate Class 3 Claim Quantity Voted: | 1 | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

| OPEN ROAD FILMS, LLC | | | | | | | | | | | | | | |
|-----------------------------------|-----------|----------|--|----------------------|---------------|----------|---------|-----|-----|----------------------|----------------------|-----------|--------------|---------|
| Tabulation Report as of 9/23/2019 | | | | | | | | | | | | | | |
| Class | Ballot ID | Acct No. | Creditor Name | Authorized Vote Amt | Indicated Amt | Variance | Vote | ACC | RJC | Tabulated Accept Amt | Tabulated Reject Amt | Vote Date | Defect Codes | Opt Out |
| 4 | 000233 | 4045 | AMBER RASBERRY | 13,076.94 | | | ACCEPT | 1 | 0 | 13,076.94 | 0.00 | 9/23/19 | | Opt Out |
| 4 | 000028 | 3266 | AMC NETWORK ENTERTAINMENT LLC | 989,750.25 | | | ACCEPT | 1 | 0 | 989,750.25 | 0.00 | 9/17/19 | | |
| 4 | 000099 | 4039 | AMERICAN MULTI CINEMA INC | 759,181.78 | | | ACCEPT | 1 | 0 | 759,181.78 | 0.00 | 9/13/19 | | Opt Out |
| 4 | 000055 | 4125 | BANK LEUMI USA | 2,500,000.00 | | | ACCEPT | 1 | 0 | 2,500,000.00 | 0.00 | 9/13/19 | | Opt Out |
| 4 | 000115 | 955 | CELEBRITY FOOTAGE | 3,950.00 | | | ACCEPT | 1 | 0 | 3,950.00 | 0.00 | 9/9/19 | | |
| 4 | 000043 | 4102 | CITY EVENTIONS USA LLC | 29,440.00 | | | REJECT | 0 | 1 | 0.00 | 29,440.00 | 9/17/19 | | |
| 4 | 000161 | 2214 | DAN KLUSMAN DBA SHOWTIME | 200.00 | | | ACCEPT | 1 | 0 | 200.00 | 0.00 | 9/9/19 | | |
| 4 | 000121 | 1088 | DHS ASSOCIATES | 700.60 | | | ACCEPT | 1 | 0 | 700.60 | 0.00 | 9/19/19 | | |
| 4 | 000123 | 1096 | DIGITAL VIDEOSTREAM LLC | 6,500.00 | | | ACCEPT | 1 | 0 | 6,500.00 | 0.00 | 9/9/19 | | |
| 4 | 000128 | 1213 | FILM SOLUTIONS LLC | 3,998.37 | | | ACCEPT | 1 | 0 | 3,998.37 | 0.00 | 9/9/19 | | |
| 4 | 000244 | 4087 | FOX CABLE NETWORKS SVCS | 1,016,416.50 | | | ACCEPT | 1 | 0 | 1,016,416.50 | 0.00 | 9/13/19 | | |
| 4 | 000119 | 1059 | DAVID FRIEDMAN | 23,150.00 | | | ACCEPT | 1 | 0 | 23,150.00 | 0.00 | 9/17/19 | | |
| 4 | 000012 | 654 | GIARONOMO PRODUCTIONS INC | 450,337.50 | | | ACCEPT | 1 | 0 | 450,337.50 | 0.00 | 9/9/19 | | |
| 4 | 000052 | 3177 | GOOGLE LLC FKA GOOGLE INC | 2,884,925.34 | | | ABSTAIN | 0 | 0 | 0.00 | 0.00 | 9/17/19 | | Opt Out |
| 4 | 000199 | 3255 | JACK PAN | 337,150.00 | | | ACCEPT | 1 | 0 | 337,150.00 | 0.00 | 9/20/19 | | Opt Out |
| 4 | 000141 | 1412 | JIM EVANS STUDIO LLC | 30,000.00 | | | ACCEPT | 1 | 0 | 30,000.00 | 0.00 | 9/9/19 | | |
| 4 | 000227 | 4032 | JOSHUA DEUTSCH ESQ | 1,250,000.00 | | | ACCEPT | 1 | 0 | 1,250,000.00 | 0.00 | 9/23/19 | | |
| 4 | 000228 | 4033 | JUN OH | 725,000.00 | | | ACCEPT | 1 | 0 | 725,000.00 | 0.00 | 9/17/19 | | |
| 4 | 000253 | 4122 | LA LIVE PROPERTIES LLC | 35,000.00 | | | ACCEPT | 1 | 0 | 35,000.00 | 0.00 | 9/23/19 | | |
| 4 | 000144 | 1505 | LE STUDIO PHOTOGRAPHY | 11,850.00 | | | ACCEPT | 1 | 0 | 11,850.00 | 0.00 | 9/9/19 | | |
| 4 | 000235 | 4066 | NAZY MEKNAT | 10,000.00 | | | ACCEPT | 1 | 0 | 10,000.00 | 0.00 | 9/23/19 | | Opt Out |
| 4 | 000065 | 2207 | MJR DIGITAL CINEMAS | 1,650.00 | | | ACCEPT | 1 | 0 | 1,650.00 | 0.00 | 9/23/19 | | |
| 4 | 000258 | 4133 | NOT ORDINARY MEDIA LLC | 225,000.00 | | | ACCEPT | 1 | 0 | 225,000.00 | 0.00 | 9/23/19 | | |
| 4 | 000234 | 4046 | PIXELOGIC MEDIA PARTNERS LLC | 49,736.30 | | | ACCEPT | 1 | 0 | 49,736.30 | 0.00 | 9/20/19 | | Opt Out |
| 4 | 000110 | 835 | REFINERY AV LLC | 24,478.58 | | | ACCEPT | 1 | 0 | 24,478.58 | 0.00 | 9/9/19 | | |
| 4 | 000060 | 4076 | RENTRAK CORP | 142,361.09 | | | ACCEPT | 1 | 0 | 142,361.09 | 0.00 | 9/17/19 | | |
| 4 | 000091 | 4117 | THE WALT DISNEY CO AND AFFILIATED | 5,553,246.14 | | | ACCEPT | 1 | 0 | 5,553,246.14 | 0.00 | 9/23/19 | | Opt Out |
| 4 | 000242 | 4084 | TWENTIETH TELEVISION INC | 234,732.60 | | | ACCEPT | 1 | 0 | 234,732.60 | 0.00 | 9/17/19 | | |
| 4 | 000085 | 3179 | UNIVISION COMMUNICATIONS INC | 637,500.00 | | | ACCEPT | 1 | 0 | 637,500.00 | 0.00 | 9/17/19 | | |
| | | | Totals for Class 4 | | | | | | | | | | | |
| | | | Aggregate Class 4 Claim Amount Voted to Accept: | 15,034,966.65 | 99.80% | | | | | | | | | |
| | | | Aggregate Class 4 Claim Amount Voted to Reject: | 29,440.00 | 0.20% | | | | | | | | | |
| | | | Aggregate Class 4 Claim Amount Voted: | 15,064,406.65 | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | Aggregate Class 4 Claim Quantity Voted to Accept: | 27 | 96.43% | | | | | | | | | |
| | | | Aggregate Class 4 Claim Quantity Voted to Reject: | 1 | 3.57% | | | | | | | | | |
| | | | Aggregate Class 4 Claim Quantity Voted: | 28 | | | | | | | | | | |

EXHIBIT C

OPEN ROAD FILMS, LLC
Defective Ballots as of 9/23/2019

Key to Defect Codes:

- A- No signature indicated on ballot
- B- Non-original signature indicated on ballot
- C- Ballot received via facsimile, email, or other electronic transmission
- D- Ballot has been superseded by a subsequently filed Ballot
- E- Ballot/voting data is illegible
- F- Voting entity does not hold a claim in Plan Class set forth on Ballot
- G- Ballot received after the Voting Deadline
- H- Ballot revoked by written request
- I- Ballot revoked by Court order
- J- Ballot indicates neither acceptance nor rejection, or both acceptance and rejection
- K- Only signature page returned
- L- Multiple Intra-class ballots
- N- Ballot submitted on behalf of claims in a non-voting class
- O- Ballot submitted on behalf of claims under objection
- P- Ballot submitted on behalf of director, officer or other insider
- Z- Other Defect

| Class | Ballot ID | No. | Creditor Name | Amt | Indicated Amt | Variance | Vote | ACC | RJC | Accept Amt | Reject Amt | Date | Codes | Opt-Out |
|-------|-----------|------|----------------|----------|---------------|----------|--------|-----|-----|------------|------------|--------|-------|---------|
| 4 | 000126 | 1151 | ELLIOT SLUTZKY | 8,151.00 | | | ACCEPT | 0 | 0 | 0.00 | 0.00 | 9/9/19 | A | |

EXHIBIT D

OPEN ROAD FILMS, LLC
Opt-Out Election Report as of 9/23/2019

| Class | Acct No. | Creditor Name | Vote Date | Opt-Out Election |
|--------------|-----------------|--|------------------|-------------------------|
| 4 | 4045 | AMBER RASBERRY | 9/23/19 | Opt Out |
| 4 | 4039 | AMERICAN MULTI CINEMA INC | 9/13/19 | Opt Out |
| 4 | 4125 | BANK LEUMI USA | 9/13/19 | Opt Out |
| 4 | 3177 | GOOGLE LLC FKA GOOGLE INC | 9/17/19 | Opt Out |
| 4 | 3255 | JACK PAN | 9/20/19 | Opt Out |
| 4 | 4066 | NAZY MEKNAT | 9/23/19 | Opt Out |
| 4 | 4046 | PIXELOGIC MEDIA PARTNERS LLC | 9/20/19 | Opt Out |
| 4 | 4117 | THE WALT DISNEY CO AND AFFILIATED ENTITIES | 9/23/19 | Opt Out |