

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/16**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Empire Productions LLC, a Delaware limited liability company

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 3 2 - 0 4 5 9 3 7 5

4. **Debtor's address**

Principal place of business

Mailing address, if different from principal place of business

2049 Century Park East

Number Street

4th Floor

Los Angeles CA 90067
City State ZIP Code

Los Angeles

County

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. **Debtor's website (URL)** www.globalroadentertainment.com

6. **Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Empire Productions LLC, a Delaware limited liability company Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

5 1 2 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See Attachment 1 Relationship _____
 District _____ When _____
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Empire Productions LLC, a Delaware limited liability company Case number (if known) _____
 Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Empire Productions LLC, a Delaware limited liability company
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2018
MM / DD / YYYY**X**

Signature of authorized representative of debtor

Amir Agam

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X/s/ Michael R. Nestor

Signature of attorney for debtor

Date 09/06/2018

MM / DD / YYYY

Michael R. Nestor, Esq.

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

Rodney Square, 1000 North King Street

Number Street

Wilmington

City

DE 19801
State ZIP Code(302) 571-6600

Contact phone

mnestor@ycst.com
Email address3526

Bar number

DE
State

ATTACHMENT 1 TO VOLUNTARY PETITION

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Debtor	Federal Employer Identification Number
Open Road Films, LLC, a Delaware limited liability company	27-4724435
Open Road Releasing, LLC, a Delaware limited liability company	27-4344736
OR Productions LLC, a Delaware limited liability company	61-1755873
Briarcliff LLC, a Delaware limited liability company	35-2527304
Open Road International LLC, a Delaware limited liability company	36-4804109
Empire Productions LLC, a Delaware limited liability company	32-0459375

**ACTION BY WRITTEN CONSENT
OF THE
SOLE MEMBER OF
EMPIRE PRODUCTIONS LLC**

September 5, 2018

The undersigned, being the sole member (the “**Member**”) of Empire Productions LLC, a Delaware limited liability company (the “**Company**”), hereby consents, in accordance with the Company’s limited liability company agreement, dated as of February 3, 2015, and the Delaware Limited Liability Company Act, to the adoption of the following resolutions:

Chapter 11 Filings

NOW THEREFORE, BE IT RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that petitions be filed by the Company and certain of its affiliates in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**” and, the cases commenced thereby, the “**Chapter 11 Cases**”), and the filing of such a petition by the Company is authorized hereby.

RESOLVED FURTHER, that the Company’s Chief Restructuring Officer, Chief Executive Officer, Chief Financial Officer, Secretary or General Counsel, and such officers, employees or agents as the Chief Restructuring Officer, Chief Executive Officer, Chief Financial Officer, Secretary or General Counsel shall from time to time designate (each being an “**Authorized Person**” and all being the “**Authorized Persons**”) are hereby, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver and verify any and all petitions and other documents in connection with the Chapter 11 Cases and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED FURTHER, that (a) the law firms of (i) Klee, Tuchin, Bogdanoff & Stern LLP and (ii) Young Conaway Stargatt & Taylor, LLP are hereby engaged as the attorneys for the Company under general retainer in the Chapter 11 Cases, (b) the firm of FTI Consulting, Inc. is hereby engaged to provide Amir Agam as Chief Restructuring Officer and certain additional personnel in the Chapter 11 Cases and (c) the firm of Donlin, Recano & Company, Inc. is hereby engaged as the claims and noticing agent for the Company in the Chapter 11 Cases, in each case, subject to any requisite Bankruptcy Court approval.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Chapter 11 Cases.

RESOLVED FURTHER, that the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver, certify, record and/or file and perform all petitions, documents, affidavits, schedules, motions, lists, applications, pleadings and other papers, in such form and with such additions and changes to any or all as such Authorized Person deems necessary, proper or desirable, and to take and perform any and all further acts and deeds as such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Cases, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

RESOLVED FURTHER, that the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage, employ and retain all assistance by legal counsel, special counsel, auctioneers, accountants, financial advisors or other professionals that such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Cases, subject to any requisite Bankruptcy Court approval, with a view to the successful prosecution of such cases or to effect the purposes and intent of the foregoing resolutions.

Cash Collateral Stipulation

RESOLVED FURTHER, that in connection with the commencement of the Chapter 11 Cases, the Member hereby (i) approves a cash collateral stipulation in the form of that certain *Interim Order Pursuant to Sections 105(a), 361, 362, 363(c), 503(b), and 507(b) of the Bankruptcy Code, (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Setting Final Hearing, and (IV) Granting Related Relief*, in substantially the version furnished to the Member, and (ii) authorizes, empowers and directs the Authorized Persons to take such acts as such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Cases, subject to any requisite Bankruptcy Court approval, to obtain the approval of such stipulation.

Bid and Sale Procedures Order

RESOLVED FURTHER, that in connection with the commencement of the Chapter 11 Cases, the Member hereby (i) approves a bid and sale procedures order in the form of that certain *Order: (1) Approving Bid and Sale Procedures, (2) Approving Assumption, Assignment and Cure Procedures and Related Notices, (3) Establishing Date for Auction and Approving Related Procedures, (4) Scheduling the Sale Hearing and Related Deadlines, and (5) Granting Related Relief*, in substantially the version furnished to the Member, and (ii) authorizes, empowers and directs the Authorized Persons to take such acts as such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Cases, subject to any requisite Bankruptcy Court approval, to obtain the approval of entry of such order.

Appointment of Chief Restructuring Officer

RESOLVED FURTHER, effective as of the date hereof, Amir Agam shall be and is appointed as the Company's Chief Restructuring Officer (the "CRO"). The CRO shall serve as an officer of the Company with such powers and duties as generally are incident to the position of Chief Restructuring Officer or as may be assigned to the CRO by the Member, including, but not limited to, such powers and duties set forth in that certain Engagement Letter, dated as of August 3, 2018, by and between FTI Consulting, Inc. and Open Road Films, LLC.

General

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed to, in the name and on behalf of the Company, to amend, extend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, in all respects, authorized, empowered and directed, for and on behalf of the Company and in its name, to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file, or to cause to be signed, executed, acknowledged, certified, delivered, accepted, recorded and filed, any and all further documents, certificates, instruments and notices, and any amendments thereto, in such form and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable to carry out the intent or accomplish the purpose of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

RESOLVED FURTHER, that any and all actions previously or hereafter taken and any and all documents, certificates or instruments (however characterized or described) previously or hereafter executed and delivered or filed and recorded on behalf of the Company, by the Authorized Persons, and others acting on authority granted to them by the Member or by the Authorized Persons, in order to carry into effect the purposes and intent of the foregoing resolutions are hereby ratified, confirmed, adopted and approved in all respects.

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Authorized Person to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 Cases, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, these resolutions have been adopted as of the date first written above.

OR PRODUCTIONS LLC

By: 

Name: Donald Tene

Title: Authorized Signatory

Fill in this information to identify the case:**Debtor name:** EMPIRE PRODUCTIONS LLC**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 18-_____☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis****12/15**

A list of creditors holding the 40 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Bank Leumi c/o Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa St 10th Floor Los Angeles CA 90017	Gary Gans garygans@quinnemanuel.com Tel: 213-443-3000 Fax: 213-443-3100	Litigation Party	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$10,809,609.00
2	Viacom, Inc. 1575 N. Gower Street Hollywood CA 90028	Steven Montana, VP Partner Solutions steven.montana@viacom.com Tel: 212-846-5889 Fax: 212-258-6219	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$7,068,378.65
3	The Walt Disney Company 1180 Celebration Blvd. Suite 201 Celebration FL 34747	Scott Jenkins, Americas Collection Director scott.j.jenkins@disney.com Tel: 860-766-3798 Fax: 215-553-5402	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$5,114,793.40
4	NBCUniversal 30 Rockefeller Center, 1221 Sixth Avenue 27th Floor, Room 27B59 New York NY 10112	Mary McKenna, VP Customer Financial Services mary.mckenna@nbcuni.com Tel: 212-664-4713 Fax: 212-664-4085	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$4,442,006.32
5	Turner Broadcasting System 1 Columbus Circle New York NY 10019	Shelly Mullis, Senior Manager Collections shelly.mullis@turner.com Tel: 404-885-4074 Fax: 404-827-2437	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$3,508,959.09
6	Kasima, LLC One International Blvd. 4th Floor Mahwah NJ 07495	Travis Reid Tel: 201-252-4154	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$2,441,199.00
7	Google, LLC 1600 Amphitheatre Parkway Mountain View CA 94043	Erick Menil, Collections emenil@google.com Tel: 650-253-0000 Fax: 650-253-0001	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$2,011,540.74

Debtor **EMPIRE PRODUCTIONS LLC**Case number (if known) **18-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	Discovery, Inc. 9721 Sherrill Blvd. Knoxville TN 37932	Edward Mockus, Credit and Collections edward_mockus@discovery.com Tel: 865-694-2700	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,851,400.30
9	Promise Acquisitions LLC 9378 Wilshire Blvd. Suite 210 Beverly Hills CA 90212	Marc Schaberg Fax: 424-653-1977	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,705,864.00
10	BBG Home Again LLC c/o Black Bicycle Entertainment 9255 Sunset Blvd Suite 310 Los Angeles CA 90069	Erika Olde ejo@blackbicycleentertainment.com Tel: 310-786-9235	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,625,429.00
11	IPG Mediabrands 40 Broad St. Boston MA 02109	Will Waddington, CFO will.waddington@mullenlowegroup.com	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,371,014.31
12	21st Century Fox 1211 Avenue of the Americas 28th Floor New York NY 10036	Scott Thomson, Director of Credits & Collections Scott.Thomson@fox.com Tel: 212-822-8675	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,320,251.10
13	Facebook, Inc. 12777 W. Jefferson Blvd. Los Angeles CA 90066	Ross Coelet, Client Solutions Manager rosscoelet@fb.com Tel: 213-507-9846 Fax: 650-543-4801	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,120,065.96
14	AMC Networks Inc. 2425 Olympic Blvd. Santa Monica CA 90404	Tony Song, VP Tony.song@amcnetworks.com Tel: 646-273-7101	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,039,747.47
15	Snap Inc. 63 Market Street Venice CA 90291	Javier Bustamante, Senior Manager A/R javier.bustamante@snap.com Tel: 310-399-3339	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$876,682.45
16	Universal Pictures 100 Universal City Plaza Universal City CA 91608	Donald Sohn, Executive Director - Financial Contract Reporting don.sohn@nbcuni.com. Tel: 818-777-1000	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$836,125.00
17	Loft International NV c/o Manatt, Phelps & Phillips, LLP 11355 W. Olympic Blvd. Los Angeles CA 90064	Lindsay Conner, Esq. lconner@manatt.com Tel: 310-312-4229	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$824,718.00
18	Allied Integrated Marketing 6908 Hollywood Blvd. Hollywood CA 90028	partners@mediatemple.net Tel: 323-954-7644 Fax: 310-564-2007	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$708,189.64
19	Univision 5999 Center Drive Los Angeles CA 90045	Brynne Sarsfield, VP Ad Sales bsarsfield@univision.net Tel: 212-455-5419	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$637,500.00

Debtor **EMPIRE PRODUCTIONS LLC**Case number (if known) **18-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Twitter, Inc. 1355 Market Street #900 San Francisco CA 94103	Molika Rin, Finance mrin@twitter.com Tel: 415-426-4298	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$625,799.53
21	International Alliance of Theatrical Stage Employees 10045 Riverside Drive Toluca Lake CA 91602	Michael Barnes, VP Tel: 818-980-3499 Fax: 818- 980-3496	Guild	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$561,926.09
22	Amazon.com, Inc. 1620 26th Street North Building Santa Monica CA 90404	Ashley Musselman musashle@amazon.com Tel: 310-458-6360	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$549,000.00
23	Dolphin Max Steel Holdings, LLC 2151 S. LeJeune Rd Suite 150 Coral Gables FL 33134	William O'Dowd	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$543,566.00
24	AMC Theatres 11500 Ash Street Leawood KS 66211	John Merriwether, VP InvestorRelations@amctheatres.com Tel: 913-213-2000	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$469,457.42
25	The CW Television Network 1325 Avenue of the Americas 32nd Floor New York NY 10019	David Ryan, Account Executive david.ryan@cwtn.com Tel: 212-636-5355	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$459,409.16
26	Latham & Watkins LLP 355 South Grand Suite 100 Los Angeles CA 90071	Jeffrey B. Greenberg, Esq. jeffrey.greenberg@lw.com Tel: 213-485-1234 Fax: 213-891-8763	Professional	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$456,388.39
27	Cinedigm Digital Cinema Corp. 15301 Ventura Boulevard Bldg. B, Suite 420 Sherman Oaks CA 91403	Christopher J. McGurk, CEO Tel: 212-206-8600 Fax: 212-598-4898	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$388,842.50
28	Swisher Productions LLC 1438 N. Gower Street Box 3 Hollywood CA 90028	Maggie Swisher, Officer Tel: 213-292-9230	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$371,468.94
29	Giaronomo Productions Inc 1501 Broadway Suite #705 New York NY 10036	Phillip Daccord, VP pdaccord@giaronomo.com Tel: 212-995-5200 Fax: 212-995-5900	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$358,712.50
30	Roku, Inc. 2450 Colorado Ave. Suite 260E Los Angeles CA 90404	Melissa Love, Account Executive Tel: 818-414-2171 Fax: 408-364-1260	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$350,000.00
31	Spotify Technology 9200 W. Sunset Blvd. West Hollywood CA 90069	Michael W McCurdy, Account Director michaelmccurdy@spotify.com Tel: 917-565-3894	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$349,673.43

Debtor **EMPIRE PRODUCTIONS LLC**Case number (if known) **18-_____**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
32	A&E Networks 2049 Century Park East #1000 Los Angeles CA 90067	Lauren Baum Stone Lauren.Baum@aenetworks.com Tel: 662-554-2300	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$340,000.00
33	Sony Electronics, Inc. 16530 Via Esprillo San Diego CA 92127	Carly Kinberg, Account Executive carly_kinberg@spe.sony.com Tel: 212-833-8435	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$323,070.00
34	Pandora Media Inc 3000 Ocean Park Blvd. Santa Monica CA 90405	Mariana Estephanian, Sales Executive mestephanian@pandora.com Tel: 424-252-4618	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$313,869.37
35	National Research Group, Inc. 5780 W Jefferson Blvd Los Angeles CA 90016	Jon Penn, CEO jon.penn@nrgmr.com Tel: 323-406-6073	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$313,450.00
36	Rhino Entertainment Company 3400 W Olive Avenue Burbank CA 91505	Patti Coleman, SVP Tel: 818-238-6100 Fax: 818-562-9242	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$300,000.00
37	Loren Schwartz c/o Procopio Cory Hargreaves & Savitch LLP 525 B Street Ste 2200 San Diego CA 92101	Phillip Kossy phillip.kossy@procopio.com Tel: 619-525-3870 Fax: 619-398-0171	Litigation Party	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$300,000.00
38	Joshua Deutsch c/o Bent Caryl & Kroll, LLP 6300 Wilshire Blvd Ste 1415 Los Angeles CA 90048	Steven Kroll skroll@bcklegal.com Tel: 323-315-0510 Fax: 323-774-6021	Litigation Party	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$300,000.00
39	Erwin Penland LLC 110 E. Court Street #400 Greenville SC 29601	Allen Bosworth, COO Tel: 864-271-0500 Fax: 864-235-5941	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$280,640.94
40	Hulu 2500 Broadway Santa Monica CA 90404	Brian Anderson, Account Executive brian.anderson@hulu.com Tel: 310-571-4700 Fax: 310-571-4701	Trade Vendor	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$267,856.91

Fill in this information to identify the case and this filing:**Debtor name:** EMPIRE PRODUCTIONS LLC**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 18-_____Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.


I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2018
MM/DD/YYYY

x


Signature of individual signing on behalf of debtor

Amir Agam

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

EMPIRE PRODUCTIONS LLC, a Delaware
limited liability company,¹

Debtor.

Chapter 11

Case No.: 18-____ (___)

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

I, Amir Agam, declare under penalty of perjury under the laws of the United States of America, to the best of my knowledge, information, and belief, as follows:

I am the Chief Restructuring Officer of Empire Productions LLC, a Delaware limited liability company (the “Debtor”).

The following entity directly owns more than 10% of the equity interests of the Debtor:

OR Productions LLC, a Delaware limited liability company (100%)
2049 Century Park East, 4th Floor
Los Angeles, CA 90067

¹ The Debtor’s address and last four digits of its federal taxpayer identification number are: 2049 Century Park East, 4th Floor, Los Angeles, CA 90067 (9375-Del.).

Fill in this information to identify the case and this filing:

Debtor Name EMPIRE PRODUCTIONS LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement Pursuant to F.R.B.P. 1007 and 7007.1

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2018
MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Amir Agam

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

EMPIRE PRODUCTIONS LLC, a Delaware
limited liability company,¹

Debtor.

Chapter 11

Case No.: 18-____ (____)

(Joint Administration Requested)

**VERIFIED LIST OF EQUITY SECURITY HOLDERS OF
EMPIRE PRODUCTIONS LLC, A DELAWARE LIMITED LIABILITY COMPANY,
SUBMITTED IN ACCORDANCE WITH FEDERAL RULE OF
BANKRUPTCY PROCEDURE 1007(a)(3)**

I, Amir Agam, am the Chief Restructuring Officer of Empire Productions LLC, a Delaware limited liability company (the “Debtor”). I hereby certify under penalty of perjury under the laws of the United States that, to the best of my knowledge, information, and belief, the following constitutes a complete and correct list of the equity security holders of the Debtor:

OR Productions LLC, a Delaware limited liability company (100%)
2049 Century Park East, 4th Floor
Los Angeles, CA 90067

¹ The Debtor’s address and last four digits of its federal taxpayer identification number are: 2049 Century Park East, 4th Floor, Los Angeles, CA 90067 (9375-Del.).

Fill in this information to identify the case and this filing:

Debtor Name EMPIRE PRODUCTIONS LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

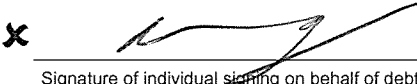
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Verified List of Equity Security Holders Submitted in Accordance with F.R.B.P. 1007(a)(3)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2018
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Amir Agam

Printed name

Chief Restructuring Officer

Position or relationship to debtor