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# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT GROUP USA INC., et al., 1	)	Case No. 25-10475
Debtors.	)	(Joint Administration Requested)

### DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") respectfully state as follows in support of this motion ("Motion"):<sup>2</sup>

### **RELIEF REQUESTED**

1. By this Motion, the Debtors respectfully request the entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"): (a) directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only; and (b) granting related relief. The Debtors request that one file and one docket be maintained for all of the above-captioned cases under the case of Village Roadshow Entertainment Group USA Inc., and that the cases be jointly administered under a consolidated caption, as follows:

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the First Day Declaration (as defined herein).



Given the voluminous number of affiliated debtors, a full list of the affiliated case captions is attached as <a href="Exhibit 1">Exhibit 1</a> to the Proposed Order. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069.

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT GROUP USA INC., et al., 1	) Case No. 25-10475
Debtors.	) (Jointly Administered) )

- 2. The Debtors further request that the United States Bankruptcy Court for the District of Delaware (the "Court") order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the "Bankruptcy Code").
- 3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Village Roadshow Entertainment Group USA Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the
Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the
Local Rules of Bankruptcy Practice and Procedure of the United
States Bankruptcy Court for the District of Delaware, directing joint
administration for procedural purposes only of the chapter 11 cases
of: Village Roadshow Entertainment Group USA Inc., Case No. 25-
10475 (); Crescent Film Holdings Limited, Case No. [•] ();
Village Roadshow Distribution (BVI) Limited, Case No. [●] ();
Village Roadshow Distribution Pty Ltd, Case No. [•] (); Village
Roadshow Distribution UK Limited, Case No. [•] (); Village
Roadshow Distribution USA Inc., Case No. [•] (); Village
Roadshow Entertainment Group (BVI) Limited, Case No. [•] ();
Village Roadshow Entertainment Group Asia Limited, Case No. [•]
(); Village Roadshow Film Administration Management Pty
Ltd, Case No. [•] (); Village Roadshow Films (BVI) Limited,
Case No. [•] (); Village Roadshow Films Global Inc., Case No.

The last four digits of Village Roadshow Entertainment Group USA Inc.'s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at https://www.veritaglobal.net/vreg.

[•] (); Village Roadshow Films North America Inc., Case No. [•]
(); Village Roadshow Holdings USA Inc., Case No. [•] ();
Village Roadshow Pictures Entertainment Inc., Case No. [●] ();
Village Roadshow Pictures North America Inc., Case No. [●] ();
Village Roadshow Productions (BVI) Ltd, Case No. [●] ();
Village Roadshow Productions Inc., Case No. [●] (); Village
Roadshow VS Films LLC, Case No. [•] (); VR DTE Distribution
USA Inc., Case No. [●] (); VR DTE Productions Limited, Case
No. [•] (); VR Films Holdings (BVI) Limited, Case No. [•]
(); VR Funding LLC, Case No. [•] (); VR Zoo Distribution
USA Inc., Case No. [•] (); VR Zoo Productions Ltd, Case No.
[•] (); VREG Films Ltd, Case No. [•] (); VREG Funding
LLC, Case No. [•] (); VREG IP Global LLC, Case No. [•] ();
VREG J2 Global LLC, Case No. [•] (); VREG MM2 IP Global
LLC, Case No. [•] (); VREG OP Global LLC, Case No. [•]
(); VREG Production Services Inc., Case No. [•] (); VREG
Television Inc., Case No. [•] (); VREG Wonka IP Global LLC,
Case No. [•] (); and VREG WW IP Global LLC, Case No. [•]
(). The docket in Case No. 25-10475 () should be consulted
for all matters affecting these cases.

### **JURISDICTION AND VENUE**

- 4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.
  - 5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 105(a) and 342(c)(1) of the Bankruptcy Code, Rules 1015(b) and 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rules 1015-1 and 9013-1(m).

#### **BACKGROUND**

- 7. On March 17, 2025 (the "<u>Petition Date</u>"), each of the debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are managing their properties and operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.
- 8. Additional information regarding the Debtors, their business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Keith Maib in Support of First Day Relief* [Docket No. [•]] (the "First Day Declaration"), which is fully incorporated herein by reference.

#### **BASIS FOR RELIEF**

- 9. Bankruptcy Rule 1015(b) provides, in pertinent part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015. The 34 Debtor entities that commenced the above-captioned chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.
- 10. Furthermore, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration, or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Rule is for procedural purposes only and shall not cause a "substantive" consolidation of the respective debtors' estates.

#### Del. Bankr. L.R. 1015-1

- 11. Joint administration is generally uncontroversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See*, *e.g.*, *In re Sientra*, *Inc.*, No. 24-10245 (JTD) (Bankr. D. Del. Feb. 14, 2024) (directing joint administration of chapter 11 cases); *In re MVK Farmco LLC*, No. 23-11721 (LSS) (Bankr. D. Del. Oct. 17, 2023) (same); *In re Yellow Corp.*, No. 23-11069 (CTG) (Bankr. D. Del. Aug. 9, 2023) (same); *In re PGX Holdings*, *Inc.*, No. 23-10718 (CTG) (Bankr. D. Del. June 6, 2023) (same); *In re Lannett Co.*, *Inc.*, No. 23-10559 (JKS) (Bankr. D. Del. May 4, 2023) (same); *In re SiO2 Med. Prod.*, *Inc.*, No. 23-10366 (JTD) (Bankr. D. Del. Mar. 30, 2023) (same).
- 12. As set forth further in the First Day Declaration, given the integrated nature of the Debtors' businesses and operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also

Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

allow the Office of the United States Trustee for the District of Delaware (the "<u>U.S. Trustee</u>") and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

13. Moreover, joint administration will not adversely affect the Debtors' respective stakeholders because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors' joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

#### **NOTICE**

14. Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (b) the holders of the 20 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the ABS Trustee; (d) counsel to the DIP Lenders; (e) counsel to Vine Alternative Investments Group, LLC; (f) the United States Attorney's Office for the District of Delaware; (g) the state attorneys general for all states in which the Debtors conduct business; (h) the Internal Revenue Service; (i) the United States Department of Justice; and (j) any party that requests service pursuant to Bankruptcy Rule 2002. As this Motion is seeking "first day" relief, within two business days of the hearing on this Motion, the Debtors will serve copies of this Motion and any order entered with respect to this Motion as required by Local Rule 9013-1(m). In light of the nature of the relief requested, no other or further notice need be given.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**: (a) granting the relief requested herein; and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: March 17, 2025 Wilmington, Delaware

### /s/ Joseph M. Mulvihill

# YOUNG CONAWAY STARGATT & TAYLOR, LLP

Joseph M. Mulvihill (Del. Bar No. 6061) Benjamin C. Carver (Del. Bar No. 7176) Rodney Square 1000 North King Street

Wilmington, DE 19801 Telephone: (302) 57

Telephone: (302) 571-6600 Facsimile: (302) 571-1253 Email: jmulvihill@ycst.com bcarver@ycst.com

Proposed Co-Counsel for the Debtors and Debtors in Possession

# SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Justin R. Bernbrock (*pro hac vice* pending) Matthew T. Benz (*pro hac vice* pending) 321 North Clark Street, 32nd Floor

Chicago, Illinois 60654 Telephone: (312) 499-6

Telephone: (312) 499-6300 Facsimile: (312) 499-6301

Email: jbernbrock@sheppardmullin.com

mbenz@sheppardmullin.com

-and-

Jennifer L. Nassiri (*pro hac vice* pending) 1901 Avenue of the Stars, Suite 1600

Los Angeles, CA 90067

Telephone: (310) 228-3700 Facsimile: (310) 228-3701

Email: jnassiri@sheppardmullin.com

-and-

Alyssa Paddock (*pro hac vice* pending) 30 Rockefeller Plaza, 39th Floor

New York, NY 10112

Telephone: (212) 653-8700 Facsimile: (212) 653-8701

Email: apaddock@sheppardmullin.com

Proposed Co-Counsel for the Debtors and Debtors in Possession

### EXHIBIT A

**Proposed Order** 

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT GROUP USA INC., et al., 1	) Case No. 25-10475
Debtors.	) (Jointly Administered)
	) Ref. Docket No

# ORDER (I) DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"): (a) directing procedural consolidation and joint administration of the Debtors' chapter 11 cases; and (b) granting related relief, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were

A complete list of the Debtors in these chapter 11 cases is attached hereto as <u>Exhibit 1</u>. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069.

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor;

#### IT IS HEREBY ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 25-10475.
  - 3. The caption of the jointly administered cases shall read as follows:

### IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT GROUP USA INC., et al., 1	) Case No. 25-10475 )
Debtors.	(Jointly Administered)

4. The foregoing caption satisfies the requirements set forth in the first sentence of section 342(c)(1) of the Bankruptcy Code.

The last four digits of Village Roadshow Entertainment Group USA Inc.'s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at https://www.veritaglobal.net/vreg.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Village Roadshow Entertainment Group USA Inc. to reflect the joint administration of these chapter 11 cases:

6. The Debtors shall maintain, and the Clerk of this Court shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

- 7. Nothing contained in the Motion or in this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.
- 8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and such notice satisfies the requirements of the Bankruptcy Rules and Local Rules.
- 9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.
- 10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
- 11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

### EXHIBIT 1

**Case Captions** 

<i>'</i>	
In re:	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT ) GROUP USA INC.,	Case No. 25-10475
Debtor.	
Tax I.D. No. 56-2560343	
In re:	Chapter 11
CRESCENT FILM HOLDINGS LIMITED,	Case No. [●]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
VILLAGE ROADSHOW DISTRIBUTION (BVI) LIMITED,	Case No. [●]
Debtor.	) 
Tax I.D. No. N/A	) 
In re:	Chapter 11
VILLAGE ROADSHOW DISTRIBUTION ) PTY LTD,	Case No. [●]
Debtor.	
Tax I.D. No. N/A	) 
In re:	Chapter 11
VILLAGE ROADSHOW DISTRIBUTION UK ) LIMITED,	Case No. [●]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
<i> . . . . . . . . .</i>	Chapter 11

VILLAGE ROADSHOW DISTRIBUTION USA INC.,	Case No. [•]
Debtor.	) )
Tax I.D. No. 51-0385829	)
In re:	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT () GROUP (BVI) LIMITED,	Case No. [•]
Debtor.	
Tax I.D. No. 98-0626653	
In re:	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT () GROUP ASIA LIMITED, ()	Case No. [•]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
VILLAGE ROADSHOW FILM ADMINISTRATION MANAGEMENT PTY LTD,	Case No. [•]
Debtor.	)
Tax I.D. No. N/A	) 
In re:	Chapter 11
VILLAGE ROADSHOW FILMS (BVI) LIMITED,	Case No. [•]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11

VILLAGE ROADSHOW FILMS GLOBAL INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 47-2125832	) 
In re:	Chapter 11
VILLAGE ROADSHOW FILMS NORTH AMERICA INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 47-1507408	) 
In re:	Chapter 11
VILLAGE ROADSHOW HOLDINGS USA INC.,	Case No. [●]
Debtor.	) )
Tax I.D. No. 51-0385828	) 
In re:	Chapter 11
VILLAGE ROADSHOW PICTURES ENTERTAINMENT INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 95-4745488	) )
In re:	Chapter 11
VILLAGE ROADSHOW PICTURES NORTH AMERICA INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 47-1516702	) 
In re:	Chapter 11

VILLAGE ROADSHOW PRODUCTIONS (BVI) LTD,	Case No. [●]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
VILLAGE ROADSHOW PRODUCTIONS INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 95-4745485	
In re:	Chapter 11
VILLAGE ROADSHOW VS FILMS LLC,	Case No. [●]
Debtor.	
Tax I.D. No. 85-2761685	
In re:	Chapter 11
VR DTE DISTRIBUTION USA INC.,	Case No. [●]
Debtor.	
Tax I.D. No. 95-4846026	
In re:	Chapter 11
VR DTE PRODUCTIONS LIMITED,	Case No. [●]
Debtor.	
Tax I.D. No. N/A	
In re:	Chapter 11
VR FILMS HOLDINGS (BVI) LIMITED,	Case No. [●]
Debtor. )	

Tax I.D. No. N/A	)
In re:	) Chapter 11
VR FUNDING LLC,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 85-2576988	) )
In re:	) Chapter 11
VR ZOO DISTRIBUTION USA INC.,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 95-4846030	) )
In re:	) Chapter 11
VR ZOO PRODUCTIONS LTD,	) Case No. [•]
Debtor.	) )
Tax I.D. No. N/A	) )
In re:	) Chapter 11
VREG FILMS LTD,	) Case No. [•]
Debtor.	) )
Tax I.D. No. N/A	) )
In re:	) Chapter 11
VREG FUNDING LLC,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 92-3903040	) )
In re:	) Chapter 11
VREG IP GLOBAL LLC,	) Case No. [●]
	)

Debtor.	)
Tax I.D. No. 93-4524018	) )
In re:	) Chapter 11
VREG J2 GLOBAL LLC,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 93-4588440	) )
In re:	) Chapter 11
VREG MM2 IP GLOBAL LLC,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 93-4557022	) )
In re:	) Chapter 11
VREG OP GLOBAL LLC,	) Case No. [●]
Debtor.	) )
Tax I.D. No. 93-4618018	) )
In re:	) Chapter 11
VREG PRODUCTION SERVICES INC.,	) Case No. [●]
Debtor.	) )
Tax I.D. No. 84-2501047	) )
In re:	) Chapter 11
VREG TELEVISION INC.,	) Case No. [●]
Debtor.	) )
Tax I.D. No. 84-2414318	) )
In re:	) Chapter 11 )

VREG WW IP GLOBAL LLC,	Case No. [●]
Debtor.	) )
Tax I.D. No. 93-4537927	) )
In re:	) Chapter 11
VREG WONKA IP GLOBAL LLC,	) Case No. [•]
Debtor.	) )
Tax I.D. No. 93-4630402	) )