

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT	)	
GROUP USA INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10475 (TMH)
	)	
	)	(Joint Administration Requested)
	)	
Debtors.	)	Hrg. Date: April 11, 2025, at 1:30 p.m. (ET)
	)	Obj. Deadline: April 3, 2025, at 4:00 p.m. (ET)

DEBTORS' MOTION FOR ENTRY OF AN ORDER  
(I) AUTHORIZING THE REJECTION OF CERTAIN UNEXPIRED LEASES  
EFFECTIVE AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

THIS MOTION SEEKS TO, AMONG OTHER THINGS, REJECT CERTAIN UNEXPIRED LEASES. PARTIES RECEIVING THIS MOTION SHOULD REVIEW THE MOTION TO SEE IF THEIR NAME(S) OR LEASE(S) ARE SET FORTH IN THE MOTION OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE MOTION AFFECTS THEIR LEASE(S).

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows in support of this motion (this "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) authorizing the rejection of certain unexpired leases set forth on **Exhibit 1** to **Exhibit A** attached hereto (each, a "Lease," and collectively, the "Leases"), including a lease for nonresidential real property; (b) authorizing the

<sup>1</sup> 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>.

<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).



abandonment of any personal property remaining at the Premises (as defined below), effective as of the Petition Date; and (c) granting related relief.

### **JURISDICTION AND VENUE**

2. The United States Bankruptcy Court for the District of Delaware (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.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a), 365(a), and 554(a) of title 11 of the United States Code (the “Bankruptcy Code”) and rules 6006 and 6007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **BACKGROUND**

5. On March 17, 2025 (the “Petition Date”), 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.

6. Additional information regarding the Debtors, their business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases are set forth in the *Declaration of Keith Maib in Support of First Day Relief* [Docket No. 2] (the “First Day Declaration”), which is fully incorporated herein by reference.

### **LEASES TO BE REJECTED**

7. In order to maximize value and, as part of their ongoing restructuring efforts, namely, in connection with the Debtors’ marketing and sale process (the “Sale Process”), as set forth in the *Debtors’ Motion for Entry of Orders (I)(A) Approving Bid Procedures for the Sale of the Debtors’ Assets, (B) Authorizing the Debtors’ Entry into the Stalking Horse APA and Approving Bid Protections Thereunder, (C) Scheduling an Auction for, and Hearing to Approve, Sale of the Debtors’ Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures; (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, and (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 11] (the “Bid Procedures and Sale Motion”) filed contemporaneously herewith, the Debtors have begun to examine their executory contracts and unexpired leases to determine which contracts and leases may or may not be useful to their ongoing operations and valuable to the Sale Process. Accordingly, the Debtors have identified the Leases set forth on **Exhibit 1** to the Proposed Order attached hereto as burdensome leases that are not necessary for the Sale Process and do not otherwise benefit the Debtors on a going-concern basis. Thus, the leases should be rejected rather than cause the Debtors’ estates to potentially accrue administrative expenses in the form of payments under the leases. The Debtors therefore seek, in the exercise of their business judgment, to reject the leases effective as of the Petition Date.

8. The Leases consist of a nonresidential real property lease and an equipment lease related to an office location in Los Angeles (the “Premises”) at which the Debtors are no longer conducting business. The Debtors no longer require use of the Premises and have determined, in their business judgment, that it is in the best interests of their estates to reject the Leases. As of the Petition Date, the Debtors have vacated the Premises and, on March 17, 2025, the Debtors delivered, via email and overnight mail, a letter to their landlord (the “Landlord”) indicating their unequivocal intent to surrender possession of the Premises and coordinating the return of the keys thereto.

9. By rejecting the Leases, the Debtors will save their estates significant amounts in rent and other costs every month. Absent rejection, the Debtors would be obligated to pay rent and other costs under the Leases even though they have ceased operations at, and will no longer be in possession of, the Premises. In addition, to the extent any of the Debtors’ personal property remains at the Premises, it is of *de minimis* value and the Debtors request authority to abandon such property as of the Petition Date.

### **BASIS FOR RELIEF**

#### **I. Rejection of the Leases Effective as of the Petition Date Is Appropriate and Provides the Debtors with Significant Cost Savings.**

10. Section 365(a) of the Bankruptcy Code provides that a debtor in possession, “subject to the court’s approval, may . . . reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). The decision to assume or reject an executory contract or unexpired lease is a matter within the “business judgment” of the debtor. *See Nat’l Labor Relations Bd. v. Bildisco & Bildisco (In re Bildisco)*, 682 F.2d 72, 79 (3d Cir. 1982) (“The usual test for rejection of an executory contract is simply whether rejection would benefit the estate, the ‘business judgment’ test.”) (citation omitted); *see also Glenstone Lodge, Inc. v. Buckhead Am. Corp. (In re*

*Buckhead Am. Corp.*), 180 B.R. 83, 88 (Bankr. D. Del. 1995). Application of the business judgment standard requires a court to approve a debtor's business decision unless the decision is the product of bad faith, whim or caprice. *See Lubrizol Enters., Inc. v. Richmond Metal Finishes*, 756 F.2d 1043, 1047 (4th Cir. 1985). Further, "[t]his provision allows a trustee to relieve the bankruptcy estate of burdensome agreements which have not been completely performed." *Stewart Title Guar. Co. v. Old Republic Nat'l Title Ins. Co.*, 83 F.3d 735, 741 (5th Cir. 1996) (citation omitted).

11. Rejection of an unexpired lease is appropriate where such rejection would benefit the estate. *See Sharon Steel Corp. v. Nan Fuel Gas Distrib. Corp. (In re Sharon Steel Corp.)*, 872 F.2d 36, 39–40 (3d Cir. 1989). Upon finding that a debtor has exercised its sound business judgment in determining that rejection of certain contracts or leases is in the best interests of its creditors and all parties in interest, a court should approve the rejection under section 365(a). *See In re Federal Mogul Global, Inc.*, 293 B.R. 124, 126 (D. Del. 2003); *In re Bradlees Stores, Inc.*, 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996), *appeal dismissed*, 210 B.R. 506 (S.D.N.Y. 1997); *In re Summit Land Co.*, 13 B.R. 310, 315 (Bankr. D. Utah 1981) (holding that absent extraordinary circumstances, court approval of a debtors' decision to assume or reject an executory contract "should be granted as a matter of course").

12. The Leases are not a source of potential value for the Debtors' estates, creditors, or other stakeholders. The Debtors' costs and other obligations associated with the Leases outweigh any potential value of the Leases to the Debtors' estates—including any potential value from an assignment or sublease. Accordingly, the Debtors have determined that the Leases constitute unnecessary drains on the Debtors' resources and, therefore, rejection of the Leases reflects the Debtors' exercise of sound business judgment.

**II. The Court Should Deem the Leases Rejected Effective as of the Petition Date and Authorize the Debtors to Abandon any Remaining Property.**

13. Section 365 of the Bankruptcy Code does not restrict a bankruptcy court from applying rejection retroactively. *See In re Jamesway Corp.*, 179 B.R. 33, 37 (S.D.N.Y. 1995) (stating that section 365 does not include “restrictions as to the manner in which the court can approve rejection”); *see also In re CCI Wireless, LLC*, 297 B.R. 133, 138 (D. Colo. 2003) (noting that section 365 “does not prohibit the bankruptcy court from allowing the rejection of [leases] to apply retroactively”). Courts have held that a bankruptcy court may, in its discretion, authorize rejection retroactively to a date prior to entry of an order authorizing such rejection where the balance of equities favors such relief. *See In re Thinking Machs. Corp.*, 67 F.3d 1021, 1028–29 (1st. Cir. 1995) (stating “rejection under section 365(a) does not take effect until judicial approval is secured, but the approving court has the equitable power, in suitable cases, to order a rejection to operate retroactively”); *In re Chi-Chi’s, Inc.*, 305 B.R. 396, 399 (Bankr. D. Del. 2004) (stating “the court’s power to grant retroactive relief is derived from the bankruptcy court’s equitable powers so long as it promotes the purposes of § 365(a)”); *CCI Wireless*, 297 B.R. at 140 (holding that a “court has authority under section 365(d)(3) to set the effective date of rejection at least as early as the filing date of the motion to reject”); *BP Energy Co. v. Bethlehem Steel Corp.*, 2002 WL 31548723, at \*3 (S.D.N.Y. Nov. 15, 2002) (“We cannot conclude . . . that a bankruptcy court’s assignment of a retroactive rejection date falls outside of its authority when the balance of the equities favors this solution.”); *see also In re At Home Corp.*, 392 F.3d 1064, 1065–66 (9th Cir. 2004) (holding “that a bankruptcy court may approve retroactively the rejection of an unexpired nonresidential lease”). In *In re Namco Cybertainment, Inc.*, the Court stated that retroactive rejection of an unexpired lease was permissible, provided: (a) the premises (and the keys thereto) were surrendered with an unequivocal statement of abandonment to the landlord; (b) the motion

was served on the landlord; (c) the official committee consented to the requested relief; and (d) the debtor waived its right to withdraw the motion. No. 98-173 (PJW) (Bankr. D. Del. Feb. 6, 1998); *see also TW, Inc. v. Angelastro (In re TW, Inc.)*, No. 03-10785, 2004 WL 115521, at \*2 (D. Del. Jan. 14, 2004) (upholding bankruptcy court ruling denying rejection of leases *nunc pro tunc* to the petition date when the debtor had not surrendered possession prior to the petition date).

14. Here, the balance of equities favors rejection of the Leases effective as of the Petition Date. Without such relief, the Debtors will potentially incur unnecessary administrative expenses related to the Leases, which provide no benefit to the Debtors' estates. *See* 11 U.S.C. § 365(d)(3). The Debtors vacated and surrendered the possession of the Premises to the Landlord on or prior to the Petition Date with an unequivocal and irrevocable statement of surrender and abandonment of the Premises. Moreover, counterparties to the Leases will not be unduly prejudiced if the rejection is deemed effective as of the Petition Date. Contemporaneously with the filing of this Motion, the Debtors will cause notice of this Motion to be served on Landlord and other counterparties, thereby allowing each party sufficient opportunity to respond accordingly. The Debtors have sought the relief requested at the earliest possible moment in these chapter 11 cases and do not seek to reject the Leases effective as of the Petition Date due to any undue delay on their own part.

15. Further, the abandonment of any personal property remaining at the Premises is appropriate and authorized by the Bankruptcy Code. *See* 11 U.S.C. § 554(a). Section 554(a) provides that "[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." *Id.* Courts generally give a debtor in possession great deference to its decision to abandon property. *See In re Vel Rey Props., Inc.*, 174 B.R. 859, 867 (Bankr. D.D.C. 1994) ("Clearly, the court should give

deference to the trustee's judgment in such matters."'). Unless certain property is harmful to the public, once a debtor has shown that it is burdensome or of inconsequential value to the estate, a court should approve the abandonment. *Id.*

16. Before deciding to abandon any personal property remaining at the Premises, the Debtors determined that the costs of moving and storing such property outweighed any benefit to the Debtors' estates. Further, any efforts by the Debtors to move or market any abandoned property would have unnecessarily delayed the Debtors' rejection of the Leases.

17. Accordingly, the Debtors respectfully submit that the Court should deem the Leases identified on **Exhibit 1** to **Exhibit A** attached hereto rejected, effective as of the Petition Date, and authorize the abandonment of any personal property remaining at the Premises.

### **RESERVATION OF RIGHTS**

18. Nothing contained in this Motion or any order granting the relief requested in this Motion, and no action taken by the Debtors pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this motion or any order granting the relief requested by this motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors



or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

**NOTICE**

19. 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; (j) counterparties to the Leases; and (k) any party that requests service pursuant to Bankruptcy Rule 2002. 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

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*Proposed Co-Counsel for the Debtors and  
Debtors in Possession*

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

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In re:

VILLAGE ROADSHOW ENTERTAINMENT  
GROUP USA INC., *et al.*,<sup>1</sup>

Debtors.

---

)  
) Chapter 11  
)  
) Case No. 25-10475 (TMH)  
)  
) (Joint Administration Requested)  
)  
) Hrg. Date: April 11, 2025, at 1:30 p.m. (ET)  
) Obj. Deadline: April 3, 2025, at 4:00 p.m. (ET)

**NOTICE OF MOTION**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order (I) Authorizing the Rejection of Certain Unexpired Leases Effective as of the Petition Date, and (II) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that that any objections to the Motion must be filed on or before **April 3, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion and other information regarding these chapter 11 cases are available for inspection free of charge on the case website at <https://www.veritaglobal.net/vreg>.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON APRIL 11, 2025, AT 1:30 P.M. (ET) BEFORE THE HONORABLE THOMAS M. HORAN, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

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<sup>1</sup> 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>.

**PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: March 17, 2025  
Wilmington, Delaware

*/s/ Benjamin C. Carver*

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*Proposed Co-Counsel for the Debtors and  
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**EXHIBIT A**

**Proposed Order**

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

In re:

VILLAGE ROADSHOW ENTERTAINMENT  
GROUP USA INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 25-10475 (TMH)  
)  
) (Joint Administration Requested)  
)  
) **Ref. Docket No. [●]**  
)

**ORDER (I) AUTHORIZING THE REJECTION OF CERTAIN UNEXPIRED LEASES  
EFFECTIVE AS OF THE PETITION DATE, 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 the entry of an order (this “Order”): (a) authorizing the rejection of certain unexpired leases set forth on Exhibit 1 to attached hereto (each, a “Lease,” and collectively, the “Leases”), including a lease for nonresidential real property; (b) authorizing the abandonment of any personal property remaining at the Premises, effective as of the Petition Date; and (c) 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

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, Ste. 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>.

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

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 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. Each of the Leases identified on **Exhibit 1** attached hereto is rejected under section 365 of the Bankruptcy Code effective as of the Petition Date.
3. Within 2 business days after entry of this Order, the Debtors will serve this Order on the counterparty to each Lease.
4. Counterparties to Leases that are rejected pursuant to this Order must file a proof of claim relating to the rejection of such Agreement, if any, by the later of: (a) any applicable claims bar date established in these chapter 11 cases; or (b) 30 days after entry of this Order.
5. If the Debtors have deposited monies with a counterparty to a rejected Lease set forth on **Exhibit 1** hereto as a security deposit or other arrangement, such counterparty may not setoff or recoup or otherwise use such deposit without the prior authority of this Court.

6. Nothing in this Order shall impair, prejudice, waive, or otherwise affect any rights of the Debtors or their estates: (a) assert that any of the Leases (i) were terminated prior to the Petition Date, or (ii) are not executory contracts under 365 of the Bankruptcy Code; (b) assert that any claim for damages arising from the rejection of the Leases is limited to the remedies available under any applicable termination provisions of the Leases; (c) assert that any such claim is an obligation of a third party, and not that of the Debtors or their estates; or (d) otherwise contest any claims that may be asserted in connection with the Leases. All rights, claims, defenses and causes of action that the Debtors and their estates may have against the counterparties to the Leases, whether or not such claims arise under, are related to the rejection of, or are independent of the Leases, are reserved, and nothing herein is intended or shall be deemed to impair, prejudice, waive or otherwise such rights, claims, defenses and causes of action.

7. The Debtors reserve their rights to assume, assign, or reject other executory contracts or unexpired leases, and nothing herein shall be deemed to affect such rights.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law.

9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.



10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**EXHIBIT 1**

**Rejected Leases**

<b>Debtor Lease Party</b>	<b>Lease Counterparty</b>	<b>Counterparty Mailing Address</b>	<b>Lease Name</b>
Village Roadshow Entertainment Group USA Inc.	10100 Santa Monica, Inc.	10100 Santa Monica Boulevard Suite 180 Los Angeles, CA 90067 Attn.: Property Manager	Office Lease
Village Roadshow Entertainment Group USA Inc.	Xerox Financial Services LLC	201 Merritt 7 Norwalk, CT 06851	Xerox Lease