

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

In re:

VILLAGE ROADSHOW ENTERTAINMENT
GROUP USA INC., *et al.*¹

Debtors.

Chapter 11

Case No. 25-10475 (TMH)

(Jointly Administered)

**VERIFIED STATEMENT
PURSUANT TO BANKRUPTCY RULE 2019**

Morrison & Foerster LLP (“MoFo”) and Potter Anderson & Corroon LLP (“Potter Anderson” and, together with MoFo, “Counsel”) hereby make the following verified statement (this “Verified Statement”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in connection with their representation in these cases of lenders (the “DIP Lenders”) under the debtor-in-possession loan facility in the chapter 11 cases of the above captioned debtors and debtors in possession (the “Debtors”).

1. Prior to the commencement of these chapter 11 cases, the DIP Lenders retained Counsel to represent them in connection with the restructuring of the Debtors.

2. As of the date of this Verified Statement, Counsel represents the DIP Lenders and does not represent or purport to represent any entities other than the DIP Lenders in connection with the Debtors’ bankruptcy cases. In addition, neither of the DIP Lenders represents or purports to represent any other entities in connection with these cases.

¹ 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>.



3. Each individual DIP Lender holds disclosable economic interests or acts as investment advisor, sub-advisor, or manager to certain funds and/or accounts that hold disclosable economic interests in relation to the Debtors. In accordance with Bankruptcy Rule 2019 and based upon information provided to Counsel by each DIP Lender, attached hereto as **Exhibit A** is a list setting forth the name, address, and the nature and amount of all disclosable economic interests held by each DIP Lender in relation to the Debtors as of the date of this Verified Statement, as reported to Counsel by each DIP Lender.

4. Nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any rights of either DIP Lender to assert, file, and/or amend any claim or proof of claim filed in accordance with applicable law and any orders entered in these cases.

5. The information contained herein is provided only for the purpose of complying with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

6. Counsel reserves the right to amend this Verified Statement as may be necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

7. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

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Dated: March 24, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ Shannon A. Forshay

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Exhibit A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST AS OF THE DATE HEREOF			
		DEBT			EQUITY ¹
		2028 Notes	2024 Bridge Notes	Tranche 3 Notes	No. Shares
1397225 Ontario Limited ("Ontario Limited")	5650 Yonge Street, 5th floor, Toronto, ON, CA	\$19,357,111.81	\$3,479,286.40	\$2,863,256.25	9,132,271 ²
Falcon Strategic Partners IV, LP	21 Custom House Street, 10 th Floor Boston, MA 02110	\$26,675,083.13	\$4,794,633.42	\$2,863,256.25	7,698,731
	TOTALS	\$46,032,194.94	\$8,273,919.82	\$5,726,512.50	16,831,002

¹ All equity held by the DIP Lender is common equity.

² Ontario Limited is an affiliate of the Ontario Teachers' Pension Plan Board ("OTPPB"). In addition to Ontario Limited's direct debt and equity holdings one or more other OTPPB affiliates are investors in funds managed by Vine Alternative Investments that also hold debt and equity interests of the Debtors. As further discussed in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 9], these Vine Alternative Investment funds hold substantially all of the remaining debt and equity of Debtor VREG-BVI not owned by the DIP Lenders.

CERTIFICATE OF SERVICE

I, Shannon A. Forshay, do hereby certify that on March 24, 2025, I caused a copy of the foregoing **Verified Statement Pursuant to Bankruptcy Rule 2019** to be served on the parties listed on the attached service list in the manners indicated.

/s/ Shannon A. Forshay
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