

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)
)
) Hearing Date: April 21, 2025, at 1:00 p.m. (ET)
) Obj. Deadline: April 14, 2025, at 4:00 p.m. (ET)
)
)

**DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS
CO-COUNSEL FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state as follows in support of this application (this "Application"):²

RELIEF REQUESTED

1. By this Application, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit C** (the "Proposed Order"), authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP ("Young Conaway" or the "Firm") as co-counsel for the Debtors, effective as of the Petition Date (as defined below). In support of this Application, the Debtors rely upon the declaration of Joseph M. Mulvihill (the "Mulvihill")

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>.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the First Day Declaration (as defined herein).



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Declaration”), which is attached hereto as **Exhibit A**, and submit the declaration of Keith Maib (the “Maib Declaration”), which is attached hereto as **Exhibit B**.

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 Application 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 in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1.

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. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. 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. On March 27, 2025, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured

Creditors (the “Committee”) [Docket No. 103]. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

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.

BASIS FOR RELIEF

I. Young Conaway’s Qualifications

7. The Debtors seek to retain Young Conaway as their co-counsel because of the Firm’s extensive knowledge, expertise, and experience in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code. The Debtors submit that Young Conaway’s knowledge, expertise, and experience practicing before the Court will enable the Firm to work in an efficient and cost-effective manner on behalf of the Debtors’ estates. Additionally, in preparing for these chapter 11 cases, Young Conaway has become familiar with the Debtors’ business and affairs and many of the potential legal issues that may arise in the context of these chapter 11 cases. Accordingly, the Debtors believe that Young Conaway is uniquely qualified to represent them as co-counsel with Sheppard Mullin Richter & Hampton LLP (“Sheppard Mullin”) in these chapter 11 cases.

8. In selecting Young Conaway, the Debtors reviewed the Firm’s rates, including rates for bankruptcy services, and compared them to outside law firms that the Debtors have used in the past to determine that the rates are reasonable. Young Conaway has informed the Debtors that its current hourly rates are the Firm’s standard hourly rates for work of the nature proposed herein. Young Conaway further informed the Debtors that they operate in both national and regional marketplaces for legal services in which rates are driven by multiple factors relating to the

individual lawyer, his or her area of specialty, the Firm's expertise, performance, reputation, the nature of the work involved, as well as other factors.

9. The Debtors supervise all legal fees and expenses to reasonably manage costs. The Debtors have procedures and policies for reviewing fees of outside counsel, and the Debtors intend to review fees in these chapter 11 cases in accordance with such procedures and policies. The rates Young Conaway charged the Debtors as of the Petition Date are the same as the rates Young Conaway will charge the Debtors post-petition. Young Conaway has informed the Debtors (and discloses herein) that the Firm's hourly rates are subject to periodic adjustments to reflect economic and other conditions.

10. The Debtors recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure that the fees and expenses paid by the Debtors' estates remain consistent with the Debtors' expectations and the exigencies of these cases. As they did prepetition, the Debtors will continue to review and monitor professional fees and expense reimbursement requests for reasonableness.

II. Payment of Fees and Expenses

11. Young Conaway will seek Court approval of its compensation and reimbursement of its actual, necessary expenses and other charges incurred by the Firm upon the filing of appropriate applications for interim and final compensation and reimbursement pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court. The principal attorneys and paralegal presently designated to represent the Debtors, and their current standard hourly rates, are:

Timekeeper	Title	Hourly Rate
Joseph M. Mulvihill	Partner	\$860.00
Carol E. Thompson	Associate	\$580.00

Timekeeper	Title	Hourly Rate
Benjamin C. Carver	Associate	\$515.00
Brynna M. Gaffney	Associate	\$500.00
Brenda S. Walters	Paralegal	\$395.00

12. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals from Young Conaway may from time to time also serve the Debtors in connection with the matters described herein.

13. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated February 4, 2025 (the "Engagement Agreement"). On February 7, 2025, Young Conaway received an initial retainer of \$150,000.00 (the "Initial Retainer") in connection with the planning and preparation of initial documents and the Firm's proposed postpetition representation of the

Debtors. Young Conaway received an additional retainer payment of \$78,210.00 on, March 14, 2025 (the “Supplemental Retainer” and together with the Initial Retainer, the “Retainer”). A detailed statement of Young Conaway’s invoicing and payment by the Debtors is included in the Mulvihill Declaration. Young Conaway’s prepetition reconciliation is substantially complete. Young Conaway is currently holding \$51,273.40 as a Retainer, which will constitute a general security retainer for postpetition services and expenses.

15. In this instance, the general security retainer is appropriate for several reasons. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“Factors to be considered, include, but are not necessarily limited to (1) whether terms of an engagement agreement reflect normal business terms in the marketplace; (2) the relationship between the Debtor and the professionals, i.e., whether the parties involved are sophisticated business entities with equal bargaining power who engaged in an arms-length negotiation; [and] (3) whether the retention, as proposed, is in the best interests of the estate”); *see also In re CTC Commc’ns Grp., Inc.*, Case No. 02-12873 (PJW) (Bankr. D. Del. May 22, 2003), Hr’g Tr. 43:14–15 (“I agree and adopt wholeheartedly Judge Carey’s decision in the *Insilco* case.”). First, these types of retainer agreements reflect normal business terms in the marketplace. *See Insilco.*, 291 B.R. at 634 (“[I]t is not disputed that the taking of [security] retainers is a practice now common in the market place.”). Second, both Young Conaway and the Debtors are sophisticated business entities that have negotiated the Retainer at arm’s length. Third, the retention of Young Conaway is in the best interests of the Debtors’ estates because the retention agreement and Retainer allow the Debtors to maintain the prepetition relationship established with Young Conaway. Thus, under the standards articulated in *In re Insilco Technologies, Inc.*, and adopted in *In re CTC Communications*

Group, Inc., the facts and circumstances of these chapter 11 cases support the approval of the security retainer.

16. As set forth in the Mulvihill Declaration, Young Conaway has not shared or agreed to share any of its compensation from the Debtors with any other person, other than as permitted by section 504 of the Bankruptcy Code.

III. Services to be Provided

17. The professional services that Young Conaway will render to the Debtors include, but shall not be limited to, the following:

- a. providing legal advice and services with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their business, management of their property, the Local Rules, practices, and procedures, and providing substantive and strategic advice on how to accomplish the Debtors' goals in connection with the prosecution of these cases;
- b. pursuing the sale of the Debtors' assets and approval of bid procedures related thereto;
- c. reviewing and preparing, on behalf of the Debtors, necessary applications, motions, answers, orders, reports, and other legal papers;
- d. appearing in Court and protecting the interests of the Debtors before the Court; and
- e. performing various services in connection with the administration of the chapter 11 cases, including, without limitation: (i) preparing agenda letters, certificates of no objection, certifications of counsel, notices of fee applications and hearings, and hearing binders of documents and pleadings; (ii) monitoring the docket for filings and coordinating with Sheppard Mullin on pending matters that need responses; (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated with the same; (iv) handling inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the chapter 11 cases; and (v) coordinating with Sheppard Mullin on any necessary responses; and
- f. performing all other services assigned by the Debtors, in consultation with Sheppard Mullin, to Young Conaway as co-counsel to the Debtors; to the extent the Firm determines that such services fall outside of the scope of

services historically or generally performed by Young Conaway as co-counsel in a bankruptcy proceeding, Young Conaway will file a supplemental declaration pursuant to Bankruptcy Rule 2014.

18. By separate applications, the Debtors may seek Court approval for the retentions of other professionals. The Debtors also may file motions or applications to employ additional professionals throughout the duration of the case.

19. These professionals will work under the direction of the Debtors' management. The Debtors' directors and management are committed to minimizing duplication of services to reduce professional costs. To that end, the Debtors understand that Young Conaway is prepared to work closely with each professional to ensure that there is no unnecessary duplication of effort or cost.

IV. Bankruptcy Rule 2014 Disclosure

20. To the best of the Debtors' knowledge, except as disclosed herein and in the Mulvihill Declaration, Young Conaway has not previously represented the Debtors in litigation and advisory matters. In addition, Young Conaway has not represented the Debtors' creditors, or any other parties-in-interest, or their respective attorneys, in any matter relating to the Debtors or their estates. Young Conaway is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. are not and were not, within two (2) years before the Petition Date, directors, officers, or employees of the Debtors; and
- c. do not have an interest materially adverse to the interests of the Debtors' estates or of any class of the Debtors' creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, any of the Debtors, or for any other reason.

21. For the above reasons, the Debtors submit that Young Conaway's employment is necessary and in the best interests of the Debtors and their estates.

NOTICE

22. Notice of this Application has been provided 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. In light of the nature of the relief requested, no other or further notice need be given.

CONCLUSION

WHEREFORE, the Debtors request entry of the Proposed Order, granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 31, 2025

/s/ Keith Maib
Keith Maib
Chief Restructuring Officer

**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> , ¹)	Case No. 25-10475 (TMH)
)	
)	(Jointly Administered)
)	
Debtors.)	Hearing Date: April 21, 2025, at 1:00 p.m. (ET)
)	Obj. Deadline: April 14, 2025, at 4:00 p.m. (ET)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that that any objections to the Application must be filed on or before **April 14, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 3rd 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 Application 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 APPLICATION WILL BE HELD ON APRIL 21, 2025, AT 1:00 P.M. (ET) BEFORE THE HONORABLE THOMAS M. HORAN, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF

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>.

REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: March 31, 2025
Wilmington, Delaware

/s/ Benjamin C. Carver

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Joseph M. Mulvihill (Del. Bar No. 6061)
Carol E. Thompson (Del. Bar No. 6936)
Benjamin C. Carver (Del. Bar No. 7176)
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cthompson@ycst.com
bcarver@ycst.com

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

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Justin R. Bernbrock (admitted *pro hac vice*)
Matthew T. Benz (admitted *pro hac vice*)
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Chicago, IL 60654
Telephone: (312) 499-6300
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Email: jbernbrock@sheppardmullin.com
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-and-

Jennifer L. Nassiri (admitted *pro hac vice*)
1901 Avenue of the Stars, Suite 1600
Los Angeles, CA 90067
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-and-

Alyssa Paddock (admitted *pro hac vice*)
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*Proposed Co-Counsel for the Debtors and
Debtors in Possession*

EXHIBIT A

Mulvihill Declaration

**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)
)
)

**DECLARATION OF JOSEPH M. MULVIHILL IN SUPPORT OF THE DEBTORS’
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS
CO-COUNSEL FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

I, Joseph M. Mulvihill, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”), with offices at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and have been duly admitted to practice in the State of Delaware, the State of New York, the Commonwealth of Pennsylvania, the United States Bankruptcy Court for the District of Delaware, and the Third Circuit Court of Appeals. I submit this declaration in support of the *Debtors’ Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* (the “Application”).²

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>.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

2. Young Conaway has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtors, their lenders, equity holders, and various other parties-in-interest in these cases (collectively, the "Interested Parties").³

3. Based on the conflicts and connections search conducted and described herein, to the best of my knowledge, neither I, Young Conaway, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors or any other parties-in-interest herein, except as stated below:

- a. In recent months, Young Conaway and certain of its partners and associates have rendered legal services to the Debtors relating to their plans to seek relief under chapter 11 of the Bankruptcy Code and the preparation of the petitions and other papers initiating and prosecuting these cases.
- b. The Debtors have sought or will seek to retain, among others, (i) Sheppard, Mullin, Richter & Hampton LLP as bankruptcy counsel; and (ii) Kurtzman Carson Consultants, LLC dba Verita Global as claims, noticing, and administrative agent in these chapter 11 cases. Young Conaway has in the past and/or currently does work with and/or against such professionals in connection with matters wholly unrelated to these chapter 11 proceedings.
- c. Young Conaway may have previously represented the Interested Parties listed below, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and these chapter 11 cases:
 - i. Arthur J. Gallagher Risk Management Services LLC
 - ii. AT&T MOBILITY
 - iii. EuropaCorp
 - iv. Firemans Fund Indemnity Corporation
 - v. Goldman Sachs
 - vi. Iron Mountain
 - vii. Latham & Watkins LLP
 - viii. Lloyds
 - ix. Lloyds Syndicate (Rising Edge Ltd)
 - x. National Fire & Marine Insurance Company
 - xi. Sony Pictures Entertainment Inc.
 - xii. Sony Pictures Television Inc. (SPT)
 - xiii. Underwriters at Lloyds, London
 - xiv. Walt Disney Studios

³ A list of the Interested Parties is attached hereto as Schedule 1.

- xv. Xerox Financial Services LLC
- xvi. XL Specialty Insurance Company

d. Young Conaway currently represents (and may in the past have represented) the Interested Parties listed below, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and these chapter 11 cases:

- i. Berkshire Hathaway Specialty Insurance
- ii. Chubb Group of Insurance Companies
- iii. Chubb International Advantage
- iv. Cortland Capital Market Services LLC
- v. Delaware Division of Revenue
- vi. Federal Insurance Company
- vii. GoDaddy Operating Company, LLC
- viii. JPMorgan Chase Bank, N.A.
- ix. Netflix, Inc.
- x. Paramount Pictures Corporation
- xi. U.S. Bank National Association
- xii. Wilmington Savings Fund Society, FSB

4. In addition, to the best of my knowledge, information, and belief and in accordance with Bankruptcy Rule 5002, neither I, nor any attorney at Young Conaway is a relative of the United States Bankruptcy Judge assigned to these chapter 11 cases, and Young Conaway does not have a connection with the United States Bankruptcy Judge that would render the Firm's retention in these chapter 11 cases improper. Further, in accordance with Bankruptcy Rule 2014, Young Conaway does not have any connection with the U.S. Trustee, or any persons employed by the U.S. Trustee.

5. Young Conaway is continuing to review the Debtors' complete list of creditors. Based upon the Firm's review as of this date, Young Conaway has determined that it does not represent any party in these proceedings with a material adverse interest with respect to the Debtors. Young Conaway will supplement this declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

6. Except as disclosed herein, Young Conaway has not represented the Debtors, their creditors, or any other parties-in-interest, or their respective attorneys, in any matter relating to the Debtors or their estates.

7. Young Conaway is a “disinterested person” as the term is defined in section 101(14) of the Bankruptcy Code in that Young Conaway, its partners, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. are not and were not, within two (2) years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

8. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated February 4, 2025 (the “Engagement Agreement”). On February 7, 2025, Young Conaway received an initial retainer of \$150,000.00 (the “Initial Retainer”) in connection with the planning and preparation of initial documents and the Firm’s proposed postpetition representation of the Debtors. Young Conaway received an additional retainer payment of \$78,210.00 on March 14, 2025 (the “Supplemental Retainer” and together with the Initial Retainer, the “Retainer”). In total, Young Conaway received payments from the Debtors for services rendered prior to the Petition Dates as follows:

Invoice Date	Billing Period	Payment Date	Payment Amount	Form of Payment	Retainer Balance
NA	NA	02/07/2025	\$150,000	Retainer	\$150,000
NA	NA	03/14/2025	\$78,210.00	Retainer	\$228,210
03/16/2025	02/07/2025 – 03/16/2025	03/16/2025	\$176,936.60	Retainer Application	\$51,273.40

Young Conaway believes that its prepetition reconciliation is substantially complete. Young Conaway is currently holding \$51,273.40 as a Retainer, which will constitute a general security retainer for postpetition services and expenses.

9. Compensation agreed to be paid by the Debtors to Young Conaway is to be for legal services rendered in connection with these chapter 11 cases. The Debtors have agreed to pay Young Conaway at the firm's standard hourly rates for the legal services rendered or to be rendered on the Debtors' behalf in connection with these cases by Young Conaway's various attorneys and paralegals. The Debtors have also agreed to reimburse Young Conaway for its actual and necessary expenses incurred in connection with these cases.

10. Young Conaway intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative order entered by the Court, on an hourly basis, plus reimbursement of actual, necessary expenses, and other charges incurred by Young Conaway.

11. The Firm operates in a national and regional marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialty, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. The principal attorneys and paralegal designated to represent the Debtors and their current standard hourly rates are:

Timekeeper	Title	Hourly Rate
Joseph M. Mulvihill	Partner	\$860.00
Carol E. Thompson	Associate	\$580.00
Benjamin C. Carver	Associate	\$515.00

Timekeeper	Title	Hourly Rate
Brynna M. Gaffney	Associate	\$500.00
Brenda S. Walters	Paralegal	\$395.00

12. The hourly rates set forth in the above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

13. The hourly rates set forth above are Young Conaway's standard hourly rates for work of this nature and these rates are set at a level designed to fairly compensate Young Conaway for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. No promises have been received by Young Conaway, nor by any partner, counsel, or associate thereof, as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. Young Conaway has no agreement with

any other entity to share with such entity any compensation received by either Young Conaway or any other entity in connection with these chapter 11 cases.

15. Consistent with the U.S. Trustee's *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "U.S. Trustee Guidelines"), which became effective on November 1, 2013,⁴ I state as follows:

- a. Young Conaway has not agreed to a variation of its standard or customary billing arrangements for this engagement;
- b. None of the Firm's professionals included in this engagement have varied their rate based on the geographic location of these chapter 11 cases;
- c. Young Conaway was retained by the Debtors for restructuring work pursuant to an engagement agreement dated February 4, 2025. The billing rates and material terms of the prepetition engagement are the same as the rates and terms described in this Application; and
- d. The Debtors have approved or will be approving a prospective budget and staffing plan for Young Conaway's engagement for the postpetition period as appropriate. In accordance with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

16. The professional services that Young Conaway will render to the Debtors include, but shall not be limited to, the following:

- a. providing legal advice and services with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their business, management of their property, the Local Rules, practices, and procedures, and providing substantive and strategic advice on how to accomplish the Debtors' goals in connection with the prosecution of these cases;

⁴ The U.S. Trustee Guidelines themselves acknowledge that "the Guidelines do not supersede local rules, court orders, or other controlling authority." While the Debtors and Young Conaway intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the U.S. Trustee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Young Conaway that the Firm is required to comply with the U.S. Trustee Guidelines. Young Conaway reserves any and all rights with respect to the application of the U.S. Trustee Guidelines in respect of any application for employment or compensation filed in these cases.

- b. pursuing the sale of the Debtors' assets and approval of bid procedures related thereto;
- c. reviewing and preparing, on behalf of the Debtors, necessary applications, motions, answers, orders, reports, and other legal papers;
- d. appearing in Court and protecting the interests of the Debtors before the Court; and
- e. performing various services in connection with the administration of the chapter 11 cases, including, without limitation: (i) preparing agenda letters, certificates of no objection, certifications of counsel, notices of fee applications and hearings, and hearing binders of documents and pleadings; (ii) monitoring the docket for filings and coordinating with Sheppard Mullin on pending matters that need responses; (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated with the same; (iv) handling inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the chapter 11 cases; and (v) coordinating with Sheppard Mullin on any necessary responses; and performing all other services assigned by the Debtors, in consultation with Sheppard Mullin, to Young Conaway as co-counsel to the Debtors; to the extent the Firm determines that such services fall outside of the scope of services historically or generally performed by Young Conaway as co-counsel in a bankruptcy proceeding, Young Conaway will file a supplemental declaration pursuant to Bankruptcy Rule 2014.

17. The facts set forth in the Application are true and correct to the best of my knowledge, information, and belief.

Dated: March 31, 2025
Wilmington, Delaware

/s/ Joseph M. Mulvihill
Joseph M. Mulvihill

Schedule 1

Interested Parties

Village Roadshow Entertainment Group USA Inc.

Potential Parties in Interest

Banks

Australia and New Zealand Banking Group
Limited
City National Bank

Consultants

Amelia Belle
Brian Gilbert
Debra Manwiller
Frank N. Magid Associates, Inc.
Oliver Brack
Todd Berger

Contract Counterparties

78 Home, Inc. f/s/o John Stuart Newman
Aaron Priest Literary Agency
Aftershock Comics, LLC
Agberg Ltd.
An MLR Original, Inc. f/s/o Marja-Lewis
Ryan
Barrett Brothers Entertainment LLC f/s/o
Jack Barrett and Max Barrett
Barstool Sports, Inc.
Bento Rights, LLC
Blackbird Films f/s/o Adam Small
BPM Associates, LLC f/s/o Michael Scott
McAda
Bruce Schoenfeld
Bruce Schoenfeld, Individually
Chris Cullari
CHRIS CULLARI and JENNIFER RAITE
Circle of Confusion
CJ ENM Co., Ltd.
Clark & Palattella, LLC
Clark Palattella, PLLC
Columbus Rose Ltd f/s/o David Baldacci
Darkling Entertainment Inc. f/s/o Matthew
Arnold and Travis Rooks
David Grossman
David Hollander
December Films Inc.
Derek Sanderson

Elaine Murphy
Elkins Law, P.C.
EuropaCorp
Everheart Productions, Inc.
Fourward, Inc. f/s/o Jonathan Levin
Gochman Law Group, PC
Grand Central Publishing
Hansen, Jacobson, Teller, Hoberman,
Newman, Warren, Richman, Rush, Kaller,
Gellman, Meigs & Fox, LLC
Harold Sipe
Hart Properties, Inc.
Hector Casanova
HG Literary
Hub Australia Pty Ltd
Iliza Shlesinger
Ink Fish Ltd.
J.T. Petty
Jacob V. Hart
James V. Hart
Jane Gilmartin
Janklow & Nesbit Associates
Jason Kaleko
Jennifer Raite
Jerome Loving
Joel Golby
Jonathan Levin
Jose Nateras
Julie B. Dixon f/k/a Julie Strasser or J.B.
Strasser
Kalista Sy
Katzner Pictures, Inc. f/s/o Oren Moverman
Kendall Milton
Kevin Kelly
Kleinberg Lange Cuddy & Carlo LLP
Kubier Entertainment, Inc.
Lana Harper
Lauren Billings Luhrs and Christina Venstra
p/k/a Christina Hobbs
Light Work Content, Inc. f/s/o Eric Amadio
Lily Drew Detweiler
Lindsay Harbert

LSE International IV, LLC
 Macrosoft Media Ltd.
 Magid
 Majordomo Media f/s/o Dave Chang, Chris Ying, and Chris Chen
 Mark Neveldine and Royal Street Holdings, Inc. f/s/o Jamil Stefan
 Mati Diop
 McKuin Frankel Whitehead LLP
 Mediabrat Productions, Inc. f/s/o Will Pascoe
 Mike Freeman
 Minor Demons, Inc. f/s/o Michael Dougherty
 Missing Linc Corporation
 Mr. Jason Kaleko
 Mukoma Wa Ngugi
 Murray Weiss and Bill Hoffmann
 Myman Greenspan
 Nicholas Adams
 Nick Foster
 Patrick Cunnane
 Paul Hastings LLP
 PCG
 Pedialaw LLC f/s/o JT Hunster
 Penguin Random House LLC
 Peter Sample
 Peter Seymour
 Pius Ailemen
 Pocono Pictures, a California Corporation f/s/o Robert Nelson Jacobs, Charlie Jacobs, and Alexander Jacobs
 Principle Communications Group LLC
 Raj Balu
 Renato Baccaro and Daniel Baccaro
 Richard Edlund Films, Inc.
 Richard Edlund Films, Inc. f/s/o Richard Edlund
 Rob Hart
 Robert Silverberg
 Rolling Stone LLC
 Rolling Stone LLC f/s/o Any Employees Acting on Behalf of Owner
 Roman Lupi
 Sadamantium, Inc. f/s/o Mike Lawrence
 Sammy Mo, Inc. f/s/o Sam Morril

SawSee Films, Inc. f/s/o Fax Bahr
 Say When Productions f/s/o Allie Romano
 Sean Cook
 Serendipity Point Films Inc.
 Seven Seas Films Limited
 Signpost Up Ahead, Inc. f/s/o Jill Blotevogel
 Skylight Films, LLC f/s/o Cassandra Clementi and Jacqueline Toboni
 Sloss Eckhouse Dasti Haynes LawCo LLP
 Sony Pictures Television Inc. (SPT)
 Stately Plump Buck Mulligan, LLC f/s/o Neil Strauss
 Stefanie Williams
 Story Paradox Corporation f/s/o Rob Hart
 Texas Monthly LLC
 The Law Office of Renee Farrell
 The Wicker Room
 The Wicker Room, Inc. f/s/o Chris McCoy
 Three River Entertainment, Inc.
 Travis Klune (aka T.J. Klune)
 United Talent Agency
 Upper Press, LLC
 Vine Entertainment International Corp.
 Vine Entertainment LP
 Vine Eton Library Company LP
 Vine Gaylord Company LP
 Vine LSE International IV, LLC
 Vine LSE IV, LP
 Vine Manchester Library Company LP
 Vine Rysher Company LP
 VMAC Productions, Inc. f/s/o Vanessa McCarthy
 Westside Stories LLC d/b/a Rebelle Media
 Xerox Financial Services LLC
 Yo Productions, LLC

Debtors

Crescent Film Holdings Limited
 Village Roadshow Distribution (BVI) Limited
 Village Roadshow Distribution Pty Ltd
 Village Roadshow Distribution UK Limited
 Village Roadshow Distribution USA Inc.
 Village Roadshow Entertainment Group (BVI) Limited

Village Roadshow Entertainment Group
 Asia Limited
 Village Roadshow Entertainment Group
 USA Inc.
 Village Roadshow Film Administration
 Management Pty Ltd
 Village Roadshow Films (BVI) Limited
 Village Roadshow Films Global Inc.
 Village Roadshow Films North America Inc.
 Village Roadshow Holdings USA Inc.
 Village Roadshow Pictures Entertainment
 Inc.
 Village Roadshow Pictures North America
 Inc.
 Village Roadshow Productions (BVI) Ltd
 Village Roadshow Productions Inc.
 Village Roadshow VS Films LLC
 VR DTE Distribution USA Inc.
 VR DTE Productions Limited
 VR Films Holdings (BVI) Limited
 VR Funding LLC
 VR Zoo Distribution USA Inc.
 VR Zoo Productions Ltd
 VREG Films Ltd
 VREG Funding LLC
 VREG IP Global LLC
 VREG J2 Global LLC
 VREG MM2 IP Global LLC
 VREG OP Global LLC
 VREG Production Services Inc.
 VREG Television Inc.
 VREG Wonka IP Global LLC
 VREG WW IP Global LLC

Directors and Officers

Adam Rhodes
 Carlos Andres Abadi
 Christina Norman
 Edward Truitt
 Harvey Tepner
 James Patrick Moore
 Kevin Berg
 Lee Sienna
 Louis Santor
 Matthew White
 Nicholas Messum

Peter Nankivell
 Ruth Bradley
 Ted Francis

Employees (Current)

Joy Taylor, Manager, Treasury & Cash Management
 Kevin Berg, General Counsel
 Louis Santor, COO
 Rosemarie Spadavecchia, Executive Assistant
 Teronna Taylor, Senior Vice President, Human Resources
 Dilani Chandrahasan
 Veronica Gruba
 Marsha Setiono
 Lauren Shaw
 Jesse Spike
 Glenn Taylor

Employees (Former)

Alix Jaffe
 Cory Lanier
 Shannon Hawes Perry
 Alice Shoshana Highman
 Ameer Wafer
 Amelia Amy Belle Silbert-Geiger
 Anne H MacKay
 Ara Joseph Rice
 Arianna G. Johnson
 Asha Norman-Hunt
 Brianna Hennessey
 Bryan R Greenwood
 Caitlyn McHugh
 Charlene M Feliciano
 Chase Evans
 Chloe Rose Sesar
 Christina C. Steele
 Christine L Ricardo
 Dante Bailey
 Daron D Jackson
 Dylan Kane
 Eamon Frank Anthony Schiro
 Elizabeth Gale Cuzzupoli
 Ethan Obergfoll
 Gabrielle A Scurlark
 Gavin J Citron
 Isabella Salma Samman
 Jackson G Gibbon
 Jacob Bradley

Jake L Robbins
 Jake Jashni
 Jason K Buckley
 Jeffrey M Pendo
 Jesse J Paul
 Jillian A Apfelbaum
 Jordan Leigh Sharkey
 Kelso Meeks
 Keyon E Tehrani
 Laura Elizabeth Lynch Marchione
 Macy Muxlow
 Marley L Abbott
 Michael J Lechner
 Michael J Linowes
 Murphy Stack
 Nicolas J Gordon
 Peter H Schlessel
 Robert Corzo
 Roland Feliciano
 Shan Howerton
 Stephen M Mosko
 Tristen A Tuckfield
 Zola Anisceta Franchi

Equity Holders

Village Roadshow Limited
 Village Roadshow Pictures International Pty Ltd
 Falcon Strategic Partners IV LP
 Vine Media Opportunities - Fund III, LP
 Vine Media Opportunities - Fund III-A, LP
 Vine Media Opportunities - Fund III-B, LP
 Vine Westcon SPV, LP
 1397225 Ontario Limited

Guilds

Directors Guild of America
 SAG-AFTA
 Writers Guild of America
 Writers Guild of America, West, Inc.
 Writers Guild of America, East, Inc.
 Motion Picture Association, Inc.

Insurance Carriers

Accredited Insurance (Europe) Limited
 ACE American Insurance Company

Alliant Insurance Services, Inc.
 Arch Specialty Insurance Company
 Arthur J. Gallagher Risk Management Services LLC
 Ascot Specialty Insurance Company
 Atlantic Specialty Insurance Company
 AXA XL - Professional Insurance
 Berkshire Hathaway Specialty Insurance
 Chubb Group of Insurance Companies
 Chubb International Advantage
 Coalition Insurance Solutions, Inc. (CRC Insurance Services, Inc.)
 Coalition, Inc.
 Convex North American Insurance Services, Inc.
 Federal Insurance Company
 Firemans Fund Indemnity Corporation
 Fortegra Specialty Insurance Company
 Howden
 Intact Insurance Entertainment
 Intact Insurance Group USA LLC
 Intact Specialty Entertainment
 Lloyds
 Lloyds Syndicate (Rising Edge Ltd)
 National Fire & Marine Insurance Company
 OBI National Insurance Company
 QBE Insurance Corporation
 Rising Edge Ltd
 Risk Placement Services, Ins.
 Underwriters at Lloyds, London
 Victor Insurance Exchange
 XL Professional Insurance
 XL Specialty Insurance Company

Lessors

10100 Santa Monica, Inc.
 Xerox Financial Services LLC
 Allen Matkins Leck Gamble Mallory & Natsis LLP

Lienholders

Columbia Pictures Industries, Inc.
 Cooperatieve Rabobank U.A.
 Cortland Capital Market Services LLC
 JPMorgan Chase Bank, N.A.
 Loompala Pictures, LLC

Magnum Films SPC
U.S. Bank National Association
Wilmington Savings Fund Society, FSB

Litigation Counterparties

Warner Bros. Entertainment Inc.
Warner Bros. Production Limited
WAV Distribution LLC

Miscellaneous

Abso Lutely Productions, Inc. f/s/o Tim
Heidecker, Eric Wareheim, Dave Kneebone
Alternate Side Productions, LLC f/s/o Jerry
Angelo Brooks (a.k.a. JB Smoove)
Chris Case DBA Dixon Cox Productions Inc
Content Cartel, LLC f/s/o Kevin Garnett,
Murithi "Mike" Marangu, and Any Other
Employees of ProdCo
Content Cartel, LLC f/s/o Kevin Garnett,
Murithi "Mike" Marangu, and Any Other
Employees of ProdCo
Dixon Cox Production f/s/o Christopher
Case
EP Abso LLC f/s/o Time Heidecker, Eric
Wareheim, Dave Kneebone
Happy Madison TV, Inc. f/s/o Adam
Sandler, Matthew Mosko, and Any Other
Employees of ProdCo
McGuffin Entertainment Media Inc. f/s/o
Paul Bernard, James Scura, and Any Other
Employees
Moonshot Entertainment, Inc. f/s/o Bryan
Cranston, James Degus and Any Other
Employees, or Independent Contractors
Acting on Behalf of ProdCo
Three River Entertainment, Inc. f/s/o David
Hollander
Roger Pliakas, Esq.
Gursey Schneider LLP
A. N. Pane

Non-Debtor Affiliates

Humanoids Holding
Zoo Film Partners L.P.
DTE Film Partners LP
Zoo Films LLC

DTE Films LLC

Potential Purchasers

CP Ventura LLC
Content Partners, LLC
Easttree Media Limited
Alcon Entertainment

Professionals

Accordion Partners, LLC
Barnes & Thornburg LLP
Kirkland & Ellis LLP
Kurtzman Carson Consultants, LLC dba
Verita Global
Goldman Sachs
Latham & Watkins LLP
Maples & Calder LLP
Milbank LLP
Morrison & Foerster LLP
O'Melveny & Myers LLP
Paul Hastings LLP
Seward & Kissell LLP
Sheppard, Mullin, Richter & Hampton LLP
Solic Capital Advisors, LLC
Thomson Geer
Virtu Global Advisors, LLC
Young Conaway Stargatt & Taylor, LLP

Studios

Amazon MGM Studios
Netflix, Inc.
Universal Pictures
Walt Disney Studios
New Regency Entertainment
Paramount Pictures Corporation
Sony Pictures Entertainment Inc.
Warner Bros. Entertainment Inc.

Taxing Authorities

Australian Taxation Office
British Virgin Islands Financial Services
Commission
British Virgin Islands Inland Revenue
Department
California Franchise Tax Board

California Department of Tax and Fee
Administration
California State Board of Equalization
Delaware Division of Revenue
HM Revenue and Customs
Internal Revenue Service
Los Angeles County Tax Collector
Los Angeles Office of Finance

United States Trustee and Court Contacts

Attix, Lauren
Barksdale, Nickita
Bates, Malcolm M.
Batts, Cacia
Bello, Rachel
Brady, Claire
Capp, Laurie
Casey, Linda
Cudia, Joseph
Dice, Holly
Dorsey, John T.
Dortch, Shakima L
Fox, Timothy J., Jr
Gadson, Danielle
Giordano, Diane
Girello, Michael
Goldblatt, Craig T
Green, Christine
Hackman, Benjamin
Haney, Laura
Horan, Thomas M.
Hrycak, Amanda
Hurt, Xavier
Johnson, Lora
Jones, Nyanquoi
Konde, Hawa
Leamy, Jane
Lipshie, Jonathan
Lopez, Marquietta
Lugano, Al
McCollum, Hannah M.
McMahon, Joseph
Nyaku, Jonathan
O'Boyle, Una
O'Malley, James R.
Owens, Karen B.

Richenderfer, Linda
Schepacarter, Richard
Selber Silberstein, Laurie
Serrano, Edith A.
Shannon, Brendan L.
Sierra-Fox, Rosa
Stickles, J. Kate
Subda, Paula
Thomas, Elizabeth
Walker, Jill
Walrath, Mary F.
Washington, Nikki
Wynn, Dion
Yeager, Demitra

Utility Providers

AT&T MOBILITY
Cogent Communications, Inc.
Cogent Communications, LLC
DivergeIT
Mitel
Mitel Cloud Services, Inc.
Mitel Deutschland GmbH
Mitel France SAS
Mitel Networks Limited
RingCentral Inc.

Vendors

Active Wellness
American Express
Christopher W. Taylor
Eisner LLP
Excel
Federal Express
LoopUp
Magnolia Pictures LLC
Marlin Lease Corporation
Mickey Hargitay Plants
PWGA Pension Fund
Sparkletts
WGA Health Fund Contribution
Green Hasson & Janks LLP (GHJ)
Ansarada
CT Corporation
Dropbox Inc.
GoDaddy Operating Company, LLC

Harneys Corporate Services Limited
Iron Mountain
Motion Picture Association, Inc.
Studio System
Vistra (BVI) Limited

EXHIBIT B

Maib Declaration

**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)
)
)

**DECLARATION OF KEITH MAIB IN SUPPORT OF THE DEBTORS' APPLICATION
FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS
CO-COUNSEL FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

I, Keith Maib, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am the Chief Restructuring Officer and an authorized signatory of the above-captioned affiliated debtors and debtors in possession (collectively, the "Debtors"). In my capacity as Chief Restructuring Officer of the Debtors, I have a detailed knowledge of and experience with the Debtors' business and financial affairs and am responsible for implementing the Debtors' business plans and strategies and generally overseeing the Debtors' business operations.

2. I submit this declaration in support of the *Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* (the "Application").² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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>.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

THE DEBTORS' SELECTION OF YOUNG CONAWAY AS COUNSEL

3. As noted in the Application, the Debtors seek to retain Young Conaway as co-counsel to the Debtors. The Debtors engaged Young Conaway as co-counsel because of Young Conaway's extensive knowledge, expertise, and experience in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Young Conaway's knowledge, expertise, and experience practicing before the Court will enable the Firm to work in an efficient and cost-effective manner on behalf of the Debtors' estates. Additionally, in preparing for these chapter 11 cases, Young Conaway has become familiar with the Debtors' business and affairs and many of the potential legal issues that may arise in the context of these chapter 11 cases. Accordingly, the Debtors believe that Young Conaway is uniquely qualified to represent them as counsel in these chapter 11 cases.

COST SUPERVISION

4. Young Conaway has informed the Debtors that Young Conaway intends to charge the Debtors for services rendered in these chapter 11 cases at Young Conaway's normal hourly rates in effect at the time the services are rendered. The Debtors monitor the invoices submitted by outside counsel.

5. Young Conaway and the Debtors are in the process of developing a prospective budget and staffing plan. The Debtors recognize that in chapter 11 cases, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Young Conaway. The Debtors also recognize that it is their responsibility to closely monitor the billing practices of Young Conaway and their other professionals to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations taking into account the exigencies of these chapter 11 cases. To that end, the Debtors will continue to review and monitor the regular

invoices submitted by Young Conaway, and, together with Young Conaway, periodically amend the budget and staffing plans to reflect developments in the case as applicable.

6. The Debtors will monitor the fees and expense reimbursement process during these chapter 11 cases and ensure the Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with Young Conaway, will utilize the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 31, 2025
Wilmington, Delaware

/s/ Keith Maib
Keith Maib
Chief Restructuring Officer

EXHIBIT C

Proposed Order

**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)
)
) Ref. Docket No. ____

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-COUNSEL
FOR THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”) as counsel to the Debtors, effective as of the Petition Date; and upon consideration of the Mulvihill Declaration and the Maib 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;

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>.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed such terms in the Application.

and this Court having found that venue of this proceeding and the Application 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 Application 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 Application and opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and upon all of the proceedings had before this Court; and this Court finding that Young Conaway is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code because (a) Young Conaway has no connection with the Debtors, any creditors, or other parties in interest, their respective attorneys and accountants, or the U.S. Trustee or any of its employees, except as set forth in the Mulvihill Declaration, (b) Young Conaway is not a creditor, equity security holder, or insider of the Debtors, (c) none of Young Conaway's members or employees are or were, within two (2) years of the Petition Date, a director, officer, or employee of the Debtors, and (d) Young Conaway does not hold and has neither represented nor represents an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ the firm of Young Conaway as their counsel on the terms set forth in the Application and the Mulvihill Declaration, effective as of the Petition Date.
3. Young Conaway shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to sections 330

and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these chapter 11 cases. Young Conaway intends to, and shall, make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines (both in connection with this Application and the interim and final fee applications to be filed by Young Conaway in the chapter 11 cases).

4. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.