

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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| In re: |) | |
| |) | Chapter 11 |
| VILLAGE ROADSHOW ENTERTAINMENT |) | |
| GROUP USA INC., <i>et al.</i> , ¹ |) | Case No. 25-10475 (TMH) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Ref. Docket Nos. 9, 144, & 149 |

**DEBTORS’ MOTION FOR ENTRY OF AN ORDER GRANTING THE DEBTORS AND
DIP LENDERS LEAVE AND PERMISSION TO FILE THEIR RESPECTIVE REPLIES IN
RESPONSE TO THE DIP OBJECTION OF WARNERS BROS. ENTERTAINMENT INC.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), granting the Debtors and the lenders under the Debtors’ postpetition financing facility (the “DIP Lenders”) leave and permission to file their replies (collectively, the “Replies”),² filed concurrently herewith, in support of 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] (the “DIP Motion”).

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 otherwise not defined herein shall have the meanings set forth in the Replies.



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 and legal predicates for the relief requested herein are section 105 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rules 2002(a) and 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 9029-3 and 9006-1(c) and (e).

BACKGROUND

5. On March 17, 2025, 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. 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. On April 7, 2025, Warner Bros. Entertainment Inc. and its affiliates (collectively, “Warner Bros.”) filed sealed and redacted versions of the *Warner Bros. Entertainment Inc.’s Objection to 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 Nos. 144 & 149] (the “Warner Bros. DIP Objection”).

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

LEAVE TO FILE THE REPLIES

8. A hearing to consider approval of the final relief requested in the DIP Motion is scheduled for April 22, 2025, at 2:00 p.m. (prevailing Eastern Time) (the “Hearing”). Pursuant to Local Bankruptcy Rule 9006-1(d), “[r]epley papers . . . may be filed by 4:00 p.m. (prevailing Eastern Time) the day prior to the deadline for filing the agenda.” The Debtors were required to file the agenda for the Hearing on or before April 17, 2025, at 12:00 p.m. (prevailing Eastern Time). Accordingly, the deadline to file a reply was April 16, 2025, at 4:00 p.m. (prevailing Eastern Time) (the “Reply Deadline”).

9. By this Motion, the Debtors respectfully request that the Court enter the Proposed Order granting the Debtors and the DIP Lenders leave and permission to file their Replies beyond the Reply Deadline. As of the filing of this Motion, the Warner Bros. DIP Objection is the only remaining unresolved objection to the final relief requested in the DIP Motion. The Debtors have been working diligently with various parties in interest, including Warner Bros., to consensually resolve all such

parties' comments to the final relief requested in the DIP Motion, including informal comments from the Committee, which have been resolved. Consequently, the Debtors and DIP Lenders required additional time to prepare the Replies. The Debtors submit that the Replies will assist the Court in its consideration of the relief requested in the DIP Motion by further developing the record with respect to the issues that have been raised in in the Warner Bros. DIP Objection, and that permitting the Debtors and the DIP Lenders to file the Replies is reasonable and appropriate under the circumstances

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

Dated: April 21, 2025
Wilmington, Delaware

/s/ Joseph M. Mulvihill

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EXHIBIT A

Proposed Order

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

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

**ORDER GRANTING THE DEBTORS AND DIP LENDERS LEAVE AND
PERMISSION TO FILE THEIR RESPECTIVE REPLIES IN RESPONSE TO THE DIP
OBJECTION OF WARNERS BROS. ENTERTAINMENT INC.**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), granting the Debtors and the DIP Lenders leave and permission to file the Replies; and the United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the “Court”) under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found

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² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Motion.

that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the 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 the Court having found that the Debtors' notice of the Motion was appropriate and no other notice need be provided; and the Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion 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 in this Order.
2. Pursuant to Local Rule 9006-1(d), the Debtors and the DIP Lenders are granted leave and permission to file the Replies, and the Replies are deemed timely filed as a matter of record in these chapter 11 cases.
3. 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.
4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.