

**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)

Re: D.I. 148

**CERTIFICATE OF NO OBJECTION REGARDING WARNER BROS.’
MOTION TO FILE UNDER SEAL (1) THE OBJECTION TO 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 FINAL HEARING, AND (VI) GRANTING RELATED
RELIEF, (2) THE OBJECTION TO 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, AND (3) THE DECLARATION OF WAYNE M. SMITH IN
SUPPORT THEREOF; AND FOR RELATED RELIEF**

The undersigned counsel to Warner Bros. Entertainment Inc. and its Affiliates
hereby certifies that, as of the date hereof, O’Melveny & Myers LLP and Morris, Nichols, Arsht

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>.



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& Tunnell LLP have received no answer, objection, or other responsive pleading to *Warner Bros’ Motion to File Under Seal (1) The Objection to 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 (2) The Objection to 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) Granted Related Relief, and (3) the Declaration of Wayne M. Smith in Support Thereof; and for Related Relief (the “Motion”) [D.I. 148], filed on April 7, 2025.*

The undersigned further certify that no answer, objection, or other responsive pleading to the Motion appears on the Court’s docket in these cases or raised at the hearing held on April 22, 2025 (the “Hearing”). Pursuant to the Local Rules of the United States Bankruptcy Court for the District of Delaware 9018-1(d)(iv), the deadline to raise objections, if any, was at the Hearing.

WHEREFORE, the undersigned respectfully requests that the Order attached hereto as **Exhibit A** be entered at the earliest convenience of the Court.

Dated: April 24, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Avery Jue Meng
Curtis S. Miller (No. 4583)
Matthew B. Harvey (No. 5186)
Avery Jue Meng (No. 7238)
1201 North Market Street, 16th Floor
Wilmington, DE 19801
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: cmiller@morrisnichols.com
mharvey@morrisnichols.com
ameng@morrisnichols.com

-and-

O'MELVENY & MYERS LLP

Steve Warren (admitted *pro hac vice*)
400 South Hope Street, Suite 1900
Los Angeles, CA 90071
Telephone: (213) 430-6000
Email: swarren@omm.com

Matt Kline (admitted *pro hac vice*)
1999 Avenue of the Stars, 8th Floor
Los Angeles, CA 90067
Telephone: (310) 553-6700
Email: mkline@omm.com

Scott Drake (admitted *pro hac vice*)
Emma Jones (admitted *pro hac vice*)
2801 North Hardwood Street, Suite 1600
Dallas, Texas 75201
Telephone: (972) 360-1900
Email: sdrake@omm.com
eljones@omm.com

*Counsel to Warner Bros. Entertainment Inc.
and its Affiliates*

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.*,¹

Debtors.

Chapter 11

Case No. 25-10475 (TMH)

(Jointly Administered)

Re: D.I. 148

ORDER GRANTING WARNER BROS.' MOTION TO FILE UNDER SEAL (1) THE OBJECTION TO DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS 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 FINAL HEARING, AND (VI) GRANTING RELATED RELIEF, (2) THE OBJECTION TO 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, AND (3) THE DECLARATION OF WAYNE M. SMITH IN SUPPORT THEREOF; AND FOR RELATED 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>.

Upon the motion (the “Motion”)² of Warner Bros. Entertainment and its affiliates (collectively, “Warner Bros.”), for entry of an order pursuant to section 107(b)(1) of Bankruptcy Code, Rule 9018 of the Bankruptcy Rules and Local Rule 9018-1, authorizing Warner Bros. to file its DIP Objection, Bid Procedures Objection and Smith Declaration under seal, and the Court having found that it has jurisdiction over this matter pursuant to 11 U.S.C. §§ 157 and 1334 and *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); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the parties; and the Court having reviewed the motion; and responses, if any; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, Warner Bros. is hereby authorized to file its DIP Objection, Bid Procedures Objection and Smith Declaration and corresponding exhibits under seal.
3. Warner Bros. is authorized to file on this Court’s docket and to serve on parties in interest copies of redacted DIP Objection, Bid Procedures Objection and Smith Declaration.
4. The Confidential Information is confidential and shall remain under seal, and shall not be made available to anyone, except that copies of the DIP Objection, Bid Procedures

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

Objection and Smith Declaration shall be provided to: (a) the Court, (b) the Clerk of the Court, (c) the Office of the United States Trustee for the District of Delaware, (d) counsel to the ABS Trustee, (e) counsel to the DIP Lenders, (e) counsel to any committee appointed in the chapter 11 cases, and (f) by agreement with Warner Bros. or as may be further directed by order of this Court, which parties shall keep the DIP Objection, Bid Procedures Objection and Smith Declaration and the Confidential Information therein strictly confidential.

5. Any party who receives the unredacted DIP Objection, Bid Procedures Objection and Smith Declaration in accordance with this Order shall not disclose or otherwise disseminate such unredacted DIP Objection, Bid Procedures Objection and Smith Declaration (including corresponding exhibits), or the information contained therein, to any other person or entity.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. Warner Bros. is authorized to take all actions necessary to effectuate the relief granted herein.

8. The Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.