

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)

(Jointly Administered)

Re: D.I. 518, 519

**WARNER BROS. ENTERTAINMENT INC.'S MOTION TO FILE UNDER  
SEAL (A) WARNER BROS. ENTERTAINMENT INC.'S OMNIBUS OBJECTION  
TO (I) THE DEBTORS' MOTION FOR AN ORDER APPROVING THE SALE  
OF THE DEBTORS' ASSETS, (II) THE DEBTORS' SALE SUPPLEMENT  
WITH RESPECT THERETO, AND (III) THE DEBTORS' ASSUMPTION  
AND ASSIGNMENT OF CERTAIN WARNER BROS. AGREEMENTS; AND  
(B) THE DECLARATION OF WAYNE M. SMITH IN SUPPORT THEREOF**

Warner Bros. Entertainment Inc., and its affiliates (collectively, "Warner Bros.")  
respectfully moves (this "Motion") as follows:

**I. RELIEF REQUESTED**

1. Warner Bros. seeks entry of an order, substantially in the form attached  
hereto as **Exhibit A** (the "Proposed Order"), authorizing the filing under seal of portions of  
(A) *Warner Bros. Entertainment Inc.'s Omnibus Objection to (I) the Debtors' Motion for an Order  
Approving the Sale of the Debtors' Assets, (II) the Debtors' Sale Supplement with Respect Thereto  
and (III) the Debtors' Assumption and Assignment of Certain Warner Bros. Agreements*; (the "Sale  
Objection"); and (B) *Declaration of Wayne M. Smith in Support of Warner Bros. Entertainment*

<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>.



*Inc.’s ’s Omnibus Objection to (I) the Debtors’ Motion for an Order Approving the Sale of the Debtors’ Assets, (II) the Debtors’ Sale Supplement with Respect Thereto and (III) the Debtors’ Assumption and Assignment of Certain Warner Bros. Agreements (the “Smith Declaration”).*

## **II. JURISDICTION AND VENUE**

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. 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”), Warner Bros. confirms its consent to the Court entering a final order 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. In doing so, however, Warner Bros. reserves all rights to seek arbitration of its claims, as also set forth in the Sale Objection.

4. The bases for the relief requested herein are sections 105(a) and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), as supplemented by rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 9018-1.

## **III. RELEVANT BACKGROUND**

5. On March 17, 2025 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under the title 11 of the Bankruptcy Code.

6. On March 17, 2025, the Debtors filed 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* (the “Sale Motion”) [D.I. 11].

7. On April 16, 2025, the Debtors filed the *Debtors' Supplemental Motion for Entry of an Order (A) Approving (I) the Debtors' Designation of the New Stalking Horse Bidder for the Library Assets as Set Forth in the Stalking Horse Agreement, (II) the Debtors' Entry Into the Stalking Horse Agreement, and (III) the Bid Protections and (B) Granting Related Relief* (the “Stalking Horse Supplement”) [D.I. 197].

8. On April 24, 2025, the Court entered the *Amended Order (I) Approving Bid Procedures for the Sale of the Debtors' Assets, (II) Authorizing the Debtors' Entry Into the Stalking Horse APA and Approving Bid Protections Thereunder, (III) Scheduling an Auction for, and Hearing to Approving, Sale of the Debtors' Assets, (IV) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (V) Approving Assumption and Assignment Procedures, and (VI) Granting Related Relief* (the “Bid Proc. Order”)<sup>2</sup> [D.I. 276].

---

<sup>2</sup> Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Sale Motion, or the Bid Proc. Order, as applicable.

9. On May 22, 2025, the Debtors filed the *Notice of Successful Bidder for Library Assets* [D.I. 396], designating Alcon Media Group, LLC (“Alcon”), the Stalking Horse Bidder, as the Successful Bidder for the Library Assets.

10. On May 28, 2025, the Debtors held the Auction, after which, on May 29, 2025, the Debtors selected (i) Alcon as the Successful Bidder for (a) the Derivative Rights, and (b) Studio Business, and (ii) Warner Bros. as the Back-Up Bidder for the Derivative Rights. *See* D.I. 446.

11. On June 13, 2025, Warner Bros. timely filed its Sale Objection [D.I. 518].

12. Warner Bros. and the Debtors have been engaged in arbitration proceedings over the motion pictures *Wonka* and *Matrix IV* since 2022 (the latter of which is herein referred to as the “Matrix Arbitration”). Given the sensitive nature of the arbitrations, Warners Bros. and the Debtors are bound by confidentiality provisions barring the disclosure of certain information related to the ongoing Matrix Arbitration. The Sale Objection and Smith Declaration contain information that has been designated as confidential in the Matrix Arbitration.

13. Warner Bros. has also contracted with other third parties regarding certain film and distribution rights with other third-parties (including Alcon) aside from Village. The Sale Objection and Smith Declaration also (a) contain information that is (or Warner Bros. reasonably believes to be) designated as confidential under those agreements, or (b) otherwise contain commercially sensitive information.

14. Further, certain exhibits to the Smith Declaration affix copies of agreements between Warner Bros. and certain of the Debtors and other third parties. Those agreements contain confidential and sensitive commercial information, and many of the agreements are expressly confidential by their terms.

15. Warner Bros. files this Motion to maintain the confidentiality of its commercially sensitive information and to comply with its confidentiality obligations in the Matrix Arbitration and under the parties' agreements. In particular, Warner Bros. seeks to seal (i) information designated as confidential in the Matrix Arbitration that is otherwise not public, (ii) information that is or Warner Bros. reasonably believes to be confidential and/or commercially sensitive under Warner Bros.' agreements with other third-parties, and (iii) executed versions of its various agreements with Village that are attached as exhibits to the Smith Declaration and contain nonpublic and otherwise commercially sensitive information (collectively, the "Confidential Information").

#### **IV. BASIS FOR RELIEF**

16. The Court may authorize Warner Bros. to file under seal the relevant portions of the Sale Objection and related exhibits under section 107(b) of the Bankruptcy Code. Section 107(b)(1) provides that "[o]n request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . ." 11 U.S.C. § 107(b). Local Rule 9018-1(d) additionally provides, in relevant part, that "[a]ny party seeking to file a document [...] under seal must file a motion requesting such relief . . . ." Del. Bankr. L.R. 9018-1(d)(i). In addition, section 105(a) of the Bankruptcy Code codifies the Court's inherent equitable powers and empowers it to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

17. Section 107(b) of the Bankruptcy Code represents a departure from the common law rule regarding sealing; in contrast to that rule, section 107(b) does not require the entity seeking protection to demonstrate "good cause." See *Video Software Dealers Ass'n v. Orion*

*Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 28 (2d Cir. 1994). Rather, if the material sought to be protected satisfies one of the categories identified in section 107(b) of the Bankruptcy Code, a court is required to protect the requesting party and does not have discretion to deny the request. *Id.* at 27 (holding that, once the court determines that a party is seeking protection of information that falls within the ambit of section 107(b) of the Bankruptcy Code, “the court is required to protect a requesting interested party and has no discretion to deny the application”).

18. Thus, under section 107(b) of the Bankruptcy Code, a party need only show, for instance, that the information it wishes to protect is “‘confidential’ and ‘commercial’ in nature.” *Id.* In granting motions to seal with respect to “commercial information,” courts have defined this term as information that would, “if subject to disclosure, [would] ‘unfairly benefit’ that entity’s competitors.” *In re Altegrity, Inc.*, 2015 WL 10963572, at \*3 (Bankr. D. Del. July 6, 2015). Courts have held that disclosure of information that provides insight into an entity’s “strategic decision making” could unfairly benefit its competitors and should be sealed. *See In re Dreier LLP*, 485 B.R. 821, 823 (Bankr. S.D.N.Y. 2013) (sealing excerpt of deposition transcript of hedge fund manager wherein he described how investments were made, finding that disclosure of this “strategic decision making” would provide an unfair advantage to competitors); *In re Am. Bus. Fin. Servs., Inc.*, 2008 WL 3906894, at \*4 (Bankr. D. Del. Aug. 20, 2008) (sealing credit committee’s analysis of credit applications because disclosure of such information could enable competitors to capitalize on the committee’s knowledge and experience).

19. Further, the Court has defined “commercial information” as “information which would result in ‘an unfair advantage to competitors by providing them with information as to the commercial operations of the debtor.’” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (quoting *Orion Pictures*, 21 F.3d at 27–28). Commercial information does

not need to rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *Orion Pictures*, 21 F.3d at 28. It need only be confidential and commercial in nature. *See id.* (noting that an interested party must show only that the information to be sealed is “confidential and commercial” in nature).

20. The Confidential Information that Warner Bros. seeks to seal qualifies as confidential, commercial information. The Confidential Information includes information from the parties’ confidential Matrix Arbitration, which Warner Bros. seeks to keep under seal to abide by the terms of the Matrix Arbitration’s confidentiality provisions as well as to prevent an unfair advantage to Warner Bros.’ competitors and other parties in interest who may use the information to their advantage or Warner Bros.’ detriment. Warner Bros. also seeks to seal information that Warner Bros. knows or reasonably believes to be designated as confidential under Warner Bros.’ agreements with other third parties, including Alcon. Warner Bros. similarly seeks to seal its confidential, commercial contracts with the Debtors to prevent an unfair advantage to Warner Bros.’ competitors and other parties in interest, who may use the information to their advantage or Warner Bros.’ detriment. Accordingly, due to the sensitive, confidential, and commercial nature of the Confidential Information contained in the Sale Objection and Smith Declaration, Warner Bros. submits that cause exists for the Court to grant Warner Bros. leave to file under seal and redact those portions of the Sale Objection and Smith Declaration (and supporting exhibits) containing the Confidential Information.

21. Warner Bros. will provide an unredacted version of the Sale Objection, Smith Declaration, and supporting exhibits to the Court pursuant to Local Rule 9018-1 and will provide an unredacted version of the Sale Objection, Smith Declaration, and supporting exhibits, on a confidential, professionals’ eyes only basis, to (a) the U.S. Trustee, (b) counsel to the Debtors,

(c) counsel to the ABS Trustee, (d) counsel to the DIP Lenders, (e) counsel to the Official Committee of Unsecured Creditors, and (f) any other party that makes a request in accordance with the Proposed Order. In addition, consistent with Local Rule 9018-(d), a redacted version of the Sale Objection and Smith Declaration will be separately filed on the Court's docket.

**V. COMPLIANCE WITH LOCAL RULE 9018-1(d)(ii)**

22. To the best of the knowledge, information and belief of the undersigned counsel to Warner Bros., the Sale Objection and Smith Declaration contain information that is subject to the confidentiality provisions of the Matrix Arbitration and Warner Bros.' agreements with certain of the Debtors and other third parties. Counsel for Warner Bros. has not conferred with the Debtors nor any other third party regarding the relief sought in this Motion. However, since Warner Bros.' proposed redactions are consistent with those made by Warner Bros. in other pleadings in this case, Warner Bros. submits that its need to confer with the Debtors or any other party regarding the scope of, and need for, redaction is obviated. Counsel for Warner Bros. otherwise submits that the proposed redactions with respect to the Confidential Information are sufficiently narrow and have been made in accordance with the Matrix Arbitration confidentiality provisions and the confidentiality provisions otherwise set forth in the parties' agreements. Warner Bros. reserves all rights as to the relief requested in this Motion.

**VI. NOTICE**

23. Notice of this Motion is being provided through the Court's CM/ECF electronic noticing system to all parties that have requested notice in these cases, including any party that requested service pursuant to Fed. R. Bankr. P. 2002. Warner Bros. will also provide notice of this Motion by emailing a courtesy copy of the Motion to counsel for the Debtors, the Official Committee of Unsecured Creditors, the DIP Lenders, the ABS Trustee, and the U.S. Trustee.



**VII. CONCLUSION**

WHEREFORE, Warner Bros. respectfully requests that this Court enter an order substantially in the form attached hereto as **Exhibit A**, (i) granting the relief requested in this Motion and, (ii) granting such further relief as the Court may deem necessary or proper.

*[Remainder of the page intentionally left blank]*

Dated: June 13, 2025  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Curtis S. Miller  
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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10475 (TMH)

(Jointly Administered)

**Re: D.I. \_\_\_\_**

**ORDER GRANTING WARNER BROS. ENTERTAINMENT INC.'S MOTION TO FILE  
UNDER SEAL (A) WARNER BROS. ENTERTAINMENT INC.'S OMNIBUS  
OBJECTION TO (I) THE DEBTORS' MOTION FOR AN ORDER APPROVING THE  
SALE OF THE DEBTORS' ASSETS, (II) THE DEBTORS' SALE SUPPLEMENT  
WITH RESPECT THERETO, AND (III) THE DEBTORS' ASSUMPTION  
AND ASSIGNMENT OF CERTAIN WARNER BROS. AGREEMENTS; AND  
(B) THE DECLARATION OF WAYNE M. SMITH IN SUPPORT THEREOF**

Upon the motion (the "Motion")<sup>2</sup> 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 Sale Objection and the Smith Declaration (and supporting exhibits) 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

---

<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 herein but not otherwise defined shall have the meanings ascribed to them in the Motion.

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 Sale Objection, the 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 Sale Objection and the 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 Sale 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 Debtors, (e) counsel to the ABS Trustee, (f) counsel to the DIP Lenders, (g) counsel to any committee appointed in the chapter 11 cases, and (h) other parties by agreement with Warner Bros. or as may be further directed by order of this Court, which parties shall keep the Sale Objection, the Smith Declaration and the Confidential Information therein strictly confidential.
5. Any party who receives the unredacted Sale Objection and the Smith Declaration in accordance with this Order shall not disclose or otherwise disseminate such unredacted Sale Objection and the 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.