

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: Docket Nos. 280, 460, 613, 700 & 784

**NOTICE OF FIFTH STIPULATION WITH PREPETITION SENIOR SECURED
NOTEHOLDERS EXTENDING COMMITTEE AND WARNERS BROS.
CHALLENGE RIGHTS PURSUANT TO FINAL DIP FINANCING ORDER**

PLEASE TAKE NOTICE that, on April 24, 2025, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Final Order (I) Authorizing the Debtors to Obtain Post-Petition Secured Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superiority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 280] (the “**Final Order**”). The Final Order, among other things, set a Challenge Period ending June 2, 2025, by which the Committee could assert a Challenge with respect to the Prepetition Lien and Claim Stipulations by the Debtors.

PLEASE TAKE FURTHER NOTICE, that on June 2, 2025, the Ad Hoc Group of Senior Secured Noteholders, the Committee, Warner Bros., the Prepetition Senior Secured Notes Collateral Agent and the Vine Holders entered into the *Stipulation with Prepetition Senior Secured Noteholders Extending Committee and Warners Bros. Challenge Rights Pursuant to Final DIP*

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>.



Financing Order [Docket No. 460] (the “**First Stipulation**”), extending the Challenge Period with respect to the Committee and Warner Bros. to June 30, 2025.

PLEASE TAKE FURTHER NOTICE, that on June 27, 2025, the Ad Hoc Group of Senior Secured Noteholders, the Committee, Warner Bros., the Prepetition Senior Secured Notes Collateral Agent, and the Vine Holders entered into the *Second Stipulation with Prepetition Senior Secured Noteholders Extending Committee and Warners Bros. Challenge Rights Pursuant to Final DIP Financing Order* [Docket No. 613] (the “**Second Stipulation**”), extending the Challenge Period with respect to the Committee and Warner Bros. to July 30, 2025.

PLEASE TAKE FURTHER NOTICE, that on July 29, 2025, the Ad Hoc Group of Senior Secured Noteholders, the Committee, Warner Bros., the Prepetition Senior Secured Notes Collateral Agent, and the Vine Holders entered into the *Third Stipulation with Prepetition Senior Secured Noteholders Extending Committee and Warners Bros. Challenge Rights Pursuant to Final DIP Financing Order* [Docket No. 613] (the “**Third Stipulation**”), extending the Challenge Period with respect to the Committee and Warner Bros. to August 29, 2025.

PLEASE TAKE FURTHER NOTICE, that on August 27, 2025, the Ad Hoc Group of Senior Secured Noteholders, the Committee, Warner Bros., the Prepetition Senior Secured Notes Collateral Agent, and the Vine Holders entered into the *Fourth Stipulation with Prepetition Senior Secured Noteholders Extending Committee and Warners Bros. Challenge Rights Pursuant to Final DIP Financing Order* [Docket No. 784] (the “**Fourth Stipulation**”), extending the Challenge Period with respect to the Committee and Warner Bros. to September 30, 2025.

PLEASE TAKE FURTHER NOTICE, that in accordance with the Final Order, on September 29, 2025, the Ad Hoc Group of Senior Secured Noteholders, the Committee, Warner Bros., the Prepetition Senior Notes Collateral Agent, and the Vine Holders entered into the *Fifth*

Stipulation with Prepetition Senior Secured Noteholders Extending Committee and Warner Bros. Challenge Rights Pursuant to Final DIP Financing Order (the “**Fifth Stipulation**”),² attached hereto as **Exhibit 1**, further extending the Challenge Period with respect to the Committee and Warner Bros.

Dated: September 29, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ Shannon A. Forshay

Christopher M. Samis (No. 4909)

R. Stephen McNeill (No. 5210)

Brett M. Haywood (No. 6166)

Shannon A. Forshay (No. 7293)

POTTER ANDERSON & CORROON LLP

1313 N. Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: csamis@potteranderson.com

rmcneill@potteranderson.com

bhaywood@potteranderson.com

sforshay@potteranderson.com

– and –

James A. Newton (admitted *pro hac vice*)

Miranda K. Russell (admitted *pro hac vice*)

MORRISON & FOERSTER LLP

250 West 55th Street

New York, New York 10019-9601

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Email: jnewton@mofo.com

mrussell@mofo.com

Counsel for 1397225 Ontario Limited and Falcon Strategic Partners IV, LP

² Capitalized terms used, but not defined herein shall have the meanings ascribed to them in the Fifth Stipulation and Final Order.

EXHIBIT 1

**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., *et al.*,¹)
)
) (Jointly Administered)
 Debtors.)
)
) **Re: Docket No. 280**
)

***FIFTH STIPULATION WITH PREPETITION SENIOR SECURED NOTEHOLDERS
EXTENDING COMMITTEE AND WARNER BROS. CHALLENGE RIGHTS
PURSUANT TO FINAL DIP FINANCING ORDER***

This fifth stipulation (this “**Stipulation**”) is entered into by and among: (a) the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), (b) Warner Bros. Entertainment Inc. and its affiliates (collectively, “**Warner Bros.**”), (c) Wilmington Savings Fund Society FSB, as collateral agent (the “**Prepetition Senior Secured Notes Collateral Agent**”), under that certain *Fifth Amended and Restated Note Purchase Agreement*, dated January 21, 2025 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time) (the “**Prepetition Senior Secured Notes Agreement**”), (d) the ad hoc group of certain Prepetition Senior Secured Notes Parties (as defined in the Final Order (as defined below)) under the Prepetition Senior Secured Notes Agreement (the “**Ad Hoc Group of Senior Secured Noteholders**”), and (e) the Vine Holders (as defined in the Prepetition Senior Secured Notes Agreement). The Committee, the Prepetition

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Senior Secured Notes Collateral Agent, the Ad Hoc Group of Senior Secured Noteholders, Warner Bros., and the Vine Holders are collectively referenced herein as the “**Parties**.”

WHEREAS, on March 17, 2025, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code before the United States Bankruptcy Court for the District of Delaware (the “Court”).

WHEREAS, on March 27, 2025, the Office of the United States Trustee appointed the Committee in these cases pursuant to section 1102 of the Bankruptcy Code.

WHEREAS, on April 24, 2025, the Court entered the *Final Order (I) Authorizing the Debtors to Obtain Post-Petition Secured Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 280] (the “**Final Order**”).² The Final Order, among other things, set a Challenge Period ending seventy-five (75) calendar days from the entry of the Interim Order (*i.e.*, June 2, 2025), by which the Committee could assert a Challenge with respect to the Prepetition Lien and Claim Stipulations by the Debtors.

WHEREAS, on June 2, 2025, the Parties entered into a stipulation extending the Challenge Period with respect to the Committee and Warner Bros. through June 30, 2025 [Docket No. 460].

WHEREAS, on June 27, 2025, the Parties entered into a stipulation extending the Challenge Period with respect to the Committee and Warner Bros. through July 30, 2025 [Docket No. 613].

² Each capitalized term that is not defined herein will have the meaning ascribed to such term in the Final Order.

WHEREAS, on July 28, 2025, the Parties entered into a stipulation extending the Challenge Period with respect to the Committee and Warner Bros. through August 29, 2025 [Docket No. 700].

WHEREAS, on August 27, 2025, the Parties entered into a stipulation extending the Challenge Period with respect to the Committee and Warner Bros. through September 30, 2025 [Docket No. 784].

WHEREAS, in order to further extend the Challenge Period with respect to the Committee and Warner Bros., the Parties have agreed to enter into this Stipulation.

NOW, THEREFORE, the Parties, by and through their respective undersigned counsel, hereby stipulate and agree as follows:

1. The Challenge Period as to the Committee and Warner Bros. only, and solely as such Challenge Period relates to the Prepetition Lien and Claim Stipulations by the Debtors in favor of the Prepetition Senior Secured Notes Parties, is extended through and including **October 31, 2025** with respect to: (A) solely with respect to each of the Committee and Warner Bros., any and all rights, claims, defenses, or causes of action, including without limitation, Avoidance Actions, aiding and abetting breach of fiduciary duty, and other commercial tort claims and rights to seek equitable subordination or recharacterization, that may be asserted against any of the Prepetition Senior Secured Notes Parties, and each of their respective directors, officers, employees, subsidiaries, affiliates, attorneys, financial advisors, investment bankers, agents, representatives, successors and assigns, relating to, or arising out of, the transfer of the Derivative Rights from the Library Debtors, the subsequent pledge of such Derivative Rights in favor of the Prepetition Senior Secured Notes Parties, or the breach of any agreements or contracts between the applicable Debtors and Warner Bros. and (B) solely with respect to the Committee, the

perfection or grant of liens securing the Prepetition Senior Secured Notes in the following assets of the applicable Debtors: (i) any owned or leased real estate or any fixtures located thereon; (ii) any commercial tort claims; (iii) any registered copyrights; (iv) any money or currency that does not constitute the identifiable proceeds of other Senior Secured Notes Prepetition Collateral; (v) any deposit accounts at any bank or financial institution that are not subject to a valid and enforceable control agreement in favor of the Prepetition Senior Secured Notes Collateral Agent and do not include funds in deposit accounts that constitute the identifiable proceeds of other Senior Secured Notes Prepetition Collateral; (vi) any insurance policies relating to director & officer or management liability; (vii) any licenses or permits that cannot be pledged under applicable non-bankruptcy law or regulation; and (viii) any Excluded Assets (as defined in the Prepetition Senior Secured Notes Credit Documents).

2. Nothing herein is a waiver of any right Warner Bros. may have (i) to assert its own direct claims against any party, (ii) to share as a creditor of the Debtors' estates in the proceeds of any claims asserted by the Committee, or (iii) to recover against the Debtors or their estates.

3. This Stipulation will be binding and effective upon execution by the Parties hereto. This Stipulation may not be amended or modified without the written consent of the Parties. This Stipulation may be executed in counterparts by facsimile or other electronic transmission, each of which will be deemed an original, and all of which when taken together will constitute one document.

4. The Court will retain jurisdiction over all matters related to this Stipulation and the Final Order.

Dated: September 29, 2025
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Bradford J. Sandler

Bradford J. Sandler, Esq. (DE Bar No. 4142)
Robert J. Feinstein, Esq. (admitted *pro hac vice*)
Maxim B. Litvak, Esq. (admitted *pro hac vice*)
919 N. Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: bsandler@pszjlaw.com
rfeinstein@pszjlaw.com
mlitvak@pszjlaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

Dated: September 29, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Curtis S. Miller

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

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

Dated: September 29, 2025
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ James A. Newton

Christopher M. Samis (No. 4909)
R. Stephen McNeill (No. 5210)
Brett M. Haywood (No. 6166)
Shannon A. Forshay (No. 7293)
1313 N. Market Street, 6th Floor
Wilmington, Delaware 19801
Telephone: (302) 984-6000
Facsimile: (302) 658-1192
Email: csamis@potteranderson.com
rmcneill@potteranderson.com
bhaywood@potteranderson.com
sforshay@potteranderson.com

– and –

MORRISON & FOERSTER LLP

James A. Newton, Esq. (admitted *pro hac vice*)
Miranda K. Russell, Esq. (admitted *pro hac vice*)
250 West 55th Street
New York, New York 10019-9601
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Email: jnewton@mofo.com
mrussell@mofo.com

*Counsel to the Ad Hoc Group of Senior Secured
Noteholders*

Dated: September 29, 2025
Wilmington, Delaware

MORRIS JAMES LLP

/s/ John R. Ashmead

Eric J. Monzo (DE Bar No. 5214)
Jason S. Levin (DE Bar No. 6434)
500 Delaware Avenue, Suite 1500
Wilmington, Delaware 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750
Email: emonzo@morrisjames.com
jlevin@morrisjames.com

– and –

SEWARD & KISSEL LLP

John R. Ashmead, Esq. (admitted *pro hac vice*)
Gregg S. Bateman, Esq. (admitted *pro hac vice*)
Catherine V. LoTempio, Esq. (admitted *pro hac vice*)
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 574-1200
Facsimile: (212) 480-8421
Email: ashmead@sewkis.com
bateman@sewkis.com
lotempio@sewkis.com

*Counsel to the Prepetition Senior Secured Notes
Collateral Agent*

Dated: September 29, 2025
Wilmington, Delaware

STEVENS & LEE P.C.

/s/ Daniel S. Shamah

Joseph H. Huston, Jr. (No. 4305)
919 North Market Street, Suite 1300
Wilmington, Delaware 19801
Telephone: (302) 425-3310
Facsimile: (610) 371-7972
Email: joseph.huston@stevenslee.com

– and –

COOLEY LLP

Daniel S. Shamah (admitted *pro hac vice*)
55 Hudson Yards
New York, New York 10001
Telephone: (212) 479-6254
Email: dshamah@cooley.com

Counsel to the Vine Holders

CERTIFICATE OF SERVICE

I, Shannon A. Forshay, do hereby certify that on September 29, 2025, a copy of the foregoing **Notice of Fifth Stipulation with Prepetition Secured Noteholders Extending Committee and Warner Bros. Challenge Rights Pursuant to Final DIP Financing Order** was served on the parties listed on the attached service list via email.

/s/ Shannon A. Forshay
Shannon A. Forshay (No. 7293)

SERVICE LIST

<u>Counsel to the Debtors</u> Joseph M. Mulvihill, Esq. Benjamin C. Carver, Esq. YOUNG CONAWAY STARGATT & TAYLOR, LLP 1000 N. King Street Wilmington, DE 19801 Email: jmulvihill@ycst.com ; bcarver@ycst.com	<u>Counsel to the Debtors</u> Justin R. Bernbrock, Esq. Matthew T. Benz, Esq. SHEPPARD, MULLIN, RICHTER & HAMPTON LLP 321 N. Clark Street, 32 nd Floor Chicago, IL 60654 Email: jbernbrock@sheppardmullin.com ; mbez@sheppardmullin.com	<u>Counsel to the Debtors</u> Jennifer L. Nassiri, Esq. SHEPPARD, MULLIN, RICHTER & HAMPTON LLP 1901 Avenue of the Stars, Suite 1600 Los Angeles, CA 90067 Email: jnassiri@sheppardmullin.com
<u>Counsel to the Debtors</u> Alyssa Paddock, Esq. SHEPPARD, MULLIN, RICHTER & HAMPTON LLP 30 Rockefeller Plaza, 39 th Floor New York, NY 10112 Email: apaddock@sheppardmullin.com	<u>Counsel for Warner Bros.</u> Scott Drake, Esq. Emma Jones, Esq. O'MELVENY & MYERS LLP 2801 N. Hardwood Street, Suite 1600 Dallas, TX 75201 Email: sdrake@omm.com ; eljones@omm.com	<u>Counsel for Warner Bros.</u> Matt Kline, Esq. O'MELVENY & MYERS LLP 1999 Avenue of the Stars, 8 th Floor Los Angeles, CA 90067 Email: mcline@omm.com
<u>Counsel for Warner Bros.</u> Curtis S. Miller, Esq. Matthew B. Harvey, Esq. MORRIS, NICHOLS, ARSHT & TUNNELL LLP 1201 N. Market Street, 16 th Floor Wilmington, DE 19801 Email: cmiller@morrisnichols.com ; mharvey@morrisnichols.com	<u>Counsel for Warner Bros.</u> Steve Warren, Esq. O'MELVENY & MYERS LLP 400 S. Hope Street, Suite 1900 Los Angeles, CA 90071 Email: swarren@omm.com	<u>Counsel for the Prepetition Senior Secured Notes Collateral Agent</u> Eric J. Monzo, Esq. Jason S. Levin, Esq. MORRIS JAMES LLP 500 Delaware Avenue, Suite 1500 Wilmington, DE 19801 Email: emonzo@morrisjames.com ; jlevin@morrisjames.com
<u>Counsel for the Prepetition Senior Secured Notes Collateral Agent</u> John R. Ashmead, Esq. Gregg S. Bateman, Esq. Catherine V. LoTempio, Esq. SEWARD & KISSEL LLP One Battery Park Plaza New York, NY 10004 Email: ashmead@sewkis.com ; bateman@sewkis.com ; lotempio@sewkis.com	<u>Counsel for the Vine Holders</u> Joseph H. Huston, Jr., Esq. STEVENS & LEE P.C. 919 N. Market Street, Suite 1300 Wilmington, DE 19801 Email: joseph.huston@stevenslee.com	<u>Counsel for the Vine Holders</u> Daniel S. Shamah, Esq. COOLEY LLP 55 Hudson Yards New York, NY 10001 Email: dshamah@cooley.com
<u>United States Trustee for the District of Delaware</u> Rosa Sierra-Fox, Esq. Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801 Email: rosa.sierra-fox@usdoj.gov	<u>Counsel for the Official Committee of Unsecured Creditors</u> Bradford J. Sandler, Esq. Peter J. Keane, Esq. PACHULSKI STANG ZIEHL & JONES LLP 919 N. Market Street, 17 th Floor Wilmington, DE 19801 Email: bsandler@pszjlaw.com ; pkeane@pszjlaw.com	<u>Counsel for the Official Committee of Unsecured Creditors</u> Robert J. Feinstein, Esq. Shirley S. Cho, Esq. PACHULSKI STANG ZIEHL & JONES LLP 780 Third Avenue, 34 th Floor New York, NY 10017-2024 Email: rfeinstein@pszjlaw.com ; scho@pszjlaw.com