

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: December 10, 2025, at 1:00 p.m. (ET)
) Obj. Deadline: At the hearing
)
)
)

DEBTORS' MOTION FOR AN ORDER
AUTHORIZING THE FILING UNDER SEAL OF: (I) THE
DEBTORS' OBJECTION TO WARNER'S MOTION FOR AN ORDER GRANTING
STANDING AND AUTHORIZING THE PROSECUTION OF CHALLENGE CLAIMS;
AND (II) THE DECLARATION OF KEVIN BERG IN SUPPORT OF THE DEBTORS'
OBJECTION TO WARNER'S MOTION FOR AN ORDER GRANTING STANDING
AND AUTHORIZING THE PROSECUTION OF CHALLENGE CLAIMS

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") respectfully state the following 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"): (i) authorizing the Debtors to redact and file under seal certain confidential information contained in: (a) the *Debtors' Objection to Warner's Motion for an Order Granting Standing and Authorizing the Prosecution of Challenge Claims* [Docket No. 1058 (sealed); Docket No. 160 (redacted)] (the "Objection"); and (b) the *Declaration*

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>.



of Kevin Berg In Support of the Debtors’ Objection to Warner’s Motion for an Order Granting Standing and Authorizing the Prosecution of Challenge Claims [Docket No 1059 (sealed); Docket No. 1061 (redacted)] (the “Declaration” and, together with the Objection, the “Pleadings”),² filed on November 19, 2025; and (ii) granting related relief.

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 as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent 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 the 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 bases and legal predicates for the relief requested herein are in sections 105(a) and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 9018-1(d).

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

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 October 31, 2025, Warner Bros. Entertainment Inc. and its affiliates (collectively, “Warner”) filed *Warner Bros.’ Motion for an Order Granting Standing and Authorizing the Prosecution of Challenge Claims Against the Prepetition Senior Secured Notes Parties, and Certain Notes Debtors: The Derivative Rights Transferees* [Docket No 1018 (sealed); Docket No. 1020 (redacted)] (the “Standing Motion”). In connection with the Standing Motion, Warner also filed a motion to seal [Docket No. 1019] certain information related to the confidential Arbitration (as defined below).

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.

BASIS FOR RELIEF

8. 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). Moreover, pursuant to section 107(b)(1) of the Bankruptcy Code, the Court may authorize the Debtors to file under seal certain

confidential information contained in the Pleadings (the “Confidential Information”) by permitting the issuance of an order that protects entities from potential harm that may result from the disclosure of such information. *See* 11 U.S.C. § 107(b). Specifically, section 107(b) provides in relevant part, that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court’s own motion, the bankruptcy court may —

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information

11 U.S.C. § 107(b).

9. Bankruptcy Rule 9018 sets forth the procedures by which a party may obtain a protective order authorizing the filing of a document under seal. Bankruptcy Rule 9018 provides, in relevant part, that “[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information.” Fed. R. Bankr. P. 9018.

10. Further, Rule 9018-1(d) of the Local Rules provides, in relevant part, that “Any filer who seeks to file a document . . . under seal must file a motion requesting such relief.” Del. Bankr. L.R. 9018-1(d).

11. Unlike its counterpart in Rule 26(c) of the Federal Rules of Civil Procedure, section 107(b) of the Bankruptcy Code does not require an entity seeking such protection to demonstrate “good cause.” *See, e.g., Video Software Dealers Ass’n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 28 (2d Cir. 1994) (holding that a license agreement authorizing a licensee “to reproduce, manufacture, distribute, and sell videocassettes” of three films contained confidential commercial information). Rather, if the material sought to be protected satisfies one of the categories identified in section 107(b), “the court is required to protect a requesting party

and has no discretion to deny the application.” *Id.* at 27. Moreover, the resulting order should be broad (*i.e.*, “any order which justice requires”). *In re Glob. Crossing Ltd.*, 295 B.R. 720, 724 (Bankr. S.D.N.Y. 2003); Fed. R. Bankr. P. 9018. Courts are required to provide such protections “generally where open inspection may be used as a vehicle for improper purposes.” *Orion Pictures*, 21 F.3d at 27. Indeed, the “authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice.” *Glob. Crossing*, 295 B.R. 724.

12. Confidential commercial information is information that, if disclosed, would result in “unfair advantage to competitors by providing them information as to the commercial operations of the debtor.” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (citing *Orion Pictures*, 21 F.3d at 27). Commercial information, however, need not 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.

13. The Debtors and Warner have been engaged in ongoing arbitration proceedings over certain motion pictures since 2022 (the “Arbitration”). Given the highly sensitive subject matter of the Arbitration, the Debtors and Warner are bound by confidentiality provisions barring the disclosure of certain information related to the ongoing Arbitration.

14. As with the Standing Motion, the Pleadings contain information which has been designated as confidential in the Arbitration. In particular, the Pleadings reference certain agreements between the Debtors and Warner, some of which are confidential by their own terms, and all of which contain the sensitive commercial information of the Debtors. The Debtors seek to keep this Confidential Information under seal in order to abide by the terms of the Arbitration’s confidentiality provisions and to prevent an unfair advantage to the Debtors’ competitors and other

parties in interest, who may use this information to the detriment of the Debtors and their estates. Accordingly, due to the sensitive, confidential, and commercial nature of the Confidential Information discussed in the Pleadings, the Debtors submit that cause exists for the Court to grant them leave to file under seal and to redact those portions of the Pleadings containing the Confidential Information.

15. The Debtors have provided an unredacted version of the Pleadings to the Court pursuant to Local Rule 9018-1 and will provide an unredacted version of the Pleadings, on a confidential, professionals' eyes only basis, to (a) the U.S. Trustee, (b) counsel to the ABS Trustee, (c) counsel to the DIP Lenders, (d) counsel to any committee appointed in the chapter 11 cases, and (e) 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 Pleadings were separately filed on the Court's docket.

COMPLIANCE WITH LOCAL RULE 9018-1(d)(ii)

16. To the best of the knowledge, information and belief of the undersigned counsel to the Debtors, the Pleadings contain information that is subject to the confidentiality provisions of the Arbitration and the Debtors' agreements with Warner and other third parties. The Debtors have not conferred with Warner regarding the relief sought in this Motion, but since the proposed redactions are substantially identical to those made to the Standing Motion, the Debtors submit that the need to confer with Warner regarding the scope of and need for redaction is obviated.

NOTICE

17. Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (b) proposed counsel to the Committee; (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.

[Remainder of Page Intentionally Left Blank]

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

Dated: November 24, 2025
Wilmington, Delaware

/s/ Brynna M. Gaffney

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)
Benjamin C. Carver (Del. Bar No. 7176)
Brynna M. Gaffney (Del. Bar No. 7402)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: jmulvihill@ycst.com
bcarver@ycst.com
bgaffney@ycst.com

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

**SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP**

Justin R. Bernbrock (*pro hac vice* pending)
Matthew T. Benz (*pro hac vice* pending)
321 North Clark Street, 32nd Floor
Chicago, Illinois 60654
Telephone: (312) 499-6300
Facsimile: (312) 499-6301
Email: jbernbrock@sheppardmullin.com
mbenz@sheppardmullin.com

-and-

Jennifer L. Nassiri (*pro hac vice* pending)
1901 Avenue of the Stars, Suite 1600
Los Angeles, CA 90067
Telephone: (310) 228-3700
Facsimile: (310) 228-3701
Email: jnassiri@sheppardmullin.com

-and-

Alyssa Paddock (*pro hac vice* pending)
30 Rockefeller Plaza, 39th Floor
New York, NY 10112
Telephone: (212) 653-8700
Facsimile: (212) 653-8701
Email: apaddock@sheppardmullin.com

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

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)	
)	(Joint Administration Requested)
Debtors.)	
)	Ref. Docket No. ____

**ORDER AUTHORIZING THE FILING UNDER SEAL OF (I)
THE DEBTORS' OBJECTION TO WARNER'S MOTION FOR AN ORDER
GRANTING STANDING AND AUTHORIZING THE PROSECUTION OF
CHALLENGE CLAIMS; AND (II) THE DECLARATION OF KEVIN BERG IN
SUPPORT OF THE DEBTORS' OBJECTION TO WARNER'S MOTION FOR AN
ORDER GRANTING STANDING AND AUTHORIZING THE
PROSECUTION OF CHALLENGE CLAIMS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (the “Order”) pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(b), authorizing the Debtors to file the under seal certain confidential information contained in the Pleadings (the “Confidential Information”), all as more fully set forth in the Motion; 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 as of 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 venue of this proceeding and the Motion in this

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 defined herein shall have the meaning ascribed to them in the Motion.

district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to file the Confidential Information under seal and to redact such Confidential Information in the Objection and the Pleadings pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(b).
3. The Confidential Information is confidential and shall remain under seal, and shall not be made available to anyone, except that copies of the Pleadings 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 the Debtors or as may be further directed by order of this Court, which parties shall keep the Pleadings and the Confidential Information therein strictly confidential.
4. Any party who receives the unredacted Pleadings in accordance with this Order shall not disclose or otherwise disseminate such unredacted Pleadings, or the information contained therein, to any other person or entity.

5. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary and appropriate to carry out the relief granted in this Order.

7. Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.