

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

In re:

ALAMO DRAFTHOUSE CINEMAS
HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 21-10474 (MFW)

(Jointly Administered)

Ref. Docket Nos. 36, 313, 420, & 436

**CERTIFICATION OF COUNSEL REGARDING SUPPLEMENTAL SALE ORDER
RESOLVING THE CANTERA CONTESTED MATTER**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On March 4, 2021, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities And Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Alamo Drafthouse Cinemas Holdings, LLC (2205); Alamo Drafthouse Cinemas, LLC (5717); Alamo Vineland, LLC (1626); Alamo League Investments GP, LLC (1811); Alamo League Investments, Ltd. (7227); Alamo South Lamar GP, LLC (3632); Alamo South Lamar, LP (4563); Alamo Drafthouse Raleigh, LLC (5979); Alamo DH Anderson Lane, LLC (3642); Alamo Yonkers, LLC (4971); Alamo Mission, LLC (2284); Alamo Ritz, LLC (9465); Alamo Mueller, LLC (1221); Mondo Tees, LLC (6900); Alamo City Foundry, LLC (6092); Alamo Mainstreet, LLC (2052); Alamo City Point, LLC (3691); Alamo Liberty, LLC (5755); Alamo Satown, LLC (6197); Alamo Marketplace, LLC (7041); Alamo Stone Oak, LLC (8398); Alamo Westlakes, LLC (4931); Alamo Park North, LLC (1252); Alamo North SA, LLC (6623); Alamo Avenue B, LLC (8950); Alamo Slaughter Lane GP, LLC (6968); Alamo Slaughter Lane, Ltd. (5341); Alamo Cinema Group I GP, LLC (9537); Alamo Cinema Group I, LP (9656); Alamo Westminster, LLC (8906); Alamo Staten Island, LLC (7781); Alamo Aspen Grove, LLC (7786); Alamo Lakeline, LLC (5294); Alamo Sloans, LLC (9343). The location of the Debtors’ service address is: 3908 Avenue B, Austin, Texas 78751.

Form and Manner of Notice Thereof, (III) Approving the Debtors' Entry Into the Stalking Horse APA and All of Its Terms, Including Bidding Protections, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. 36] (the “**Sale Motion**”).

2. On May 3, 2021, after a hearing (the “**Sale Hearing**”), the Court entered the *Order (A) Authorizing and Approving the Sale of Purchased Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing and Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 436] (the “**Sale Order**”),² establishing, among other things, a briefing schedule for the *Limited Objection to Debtors’ Motion to Approve the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances* [Docket No. 313] (the “**La Cantera Objection**”).

3. On May 18, 2021, the Debtors concurrently filed a response to the La Cantera Objection [Docket No. 472] and the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to Reject the Declaration of Protective Covenants and Common Area Maintenance Agreement* [Docket No. 473] (the “**Rejection Motion**”). The prepetition lenders, the lenders under the DIP credit facility, and ALMO Holdings, LLC (collectively, the “**Purchaser**”), filed their *Joinder to Debtors’ Response to the Cantera’s Limited Sale Objection* [Docket No. 474] (the “**Joinder**”).

² All terms not otherwise defined herein shall be given the meanings ascribed to them in the Sale Order.

4. On June 2, 2021, the Court entered an order [Docket No. 514] (the “**First Scheduling Order**”) modifying the briefing schedule set forth in the Sale Order by agreement of the Parties. On July 13, 2021, the Court entered an order [Docket No. 587] (the “**Second Scheduling Order**”) further modifying the briefing schedule set forth in the First Scheduling Order by agreement of the parties.

5. Counsel for the Debtors, Purchaser, and La Cantera Crossing Retail, LLC and La Cantera Development Company (together, “**Cantera Crossing**”) have engaged in discussions and negotiations to resolve the La Cantera Objection, Rejection Motion, and Joinder (together, the “**Cantera Contested Matter**”). In furtherance of such discussions, the Debtors hereby submit a proposed form of order (the “**Proposed Order**”) resolving the Cantera Contested Matter through the proposed sale of the Property (as defined in the Proposed Order) to La Cantera Crossing Retail LLC, as further set forth in the proposed purchase agreement attached thereto. The parties, the Office of the United States Trustee for the District of Delaware, and counsel for the Official Committee of Unsecured Creditors do not object to entry of the Proposed Order.

6. Accordingly, the Debtors respectfully request that the Proposed Order be entered at the Court’s earliest convenience without further notice or a hearing.

Dated: August 9, 2021
Wilmington, Delaware

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