

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

In re:

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 21-10474 (MFW)

(Jointly Administered)

Ref. Docket Nos. 249 & 513

**CERTIFICATION OF COUNSEL REGARDING AGREED ORDER  
FURTHER AMENDING FINAL CASH COLLATERAL ORDER AND  
EXTENDING THE DEBTORS' AUTHORITY TO USE CASH COLLATERAL**

Alamo Drafthouse Cinemas Holdings, LLC and its above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby certify as follows:

1. On April 1, 2021, the Court entered the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Priming Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 249] (the “**Final Cash Collateral Order**”).<sup>2</sup> The Final Cash Collateral Order authorized and approved, on a final basis, the Debtors’ use of the Prepetition Collateral, including Cash Collateral

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms that are used but not defined herein shall have the meanings ascribed to them in the Final Cash Collateral Order.

of the Prepetition Secured Parties under the Prepetition Documents in accordance with the Approved Budget and the DIP Documents, among other things.

2. On May 3, 2021, this Court held a hearing and entered that certain *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**”), approving the sale (the “**Sale**”) of the Purchased Assets (as defined in the Sale Order) to ALMO Holdings, LLC and its designees (the “**Purchaser**”), in consideration of, among other things, (i) a waiver of all DIP Obligations pursuant to a credit bid of such amount by the DIP Agent on behalf of the DIP Lenders, (ii) the value of any Adequate Protection Superpriority Claims and (iii) payment of the Excluded Cash, to be used by the Debtors to (a) satisfy the allowed Professional Fees and Expenses (subject to certain exceptions set forth in the Asset Purchase Agreement), (b) pay all Administrative Expenses or other postpetition expenses of the Debtors that are accrued and unpaid as of the Closing Date and (c) fund the Wind-Down Amount.

3. On May 28, 2021, the Sale closed.

4. On June 2, 2021, the Court entered the *Order Amending Final Cash Collateral Order and Extending the Debtors’ Authority to Use Cash Collateral* [Docket No. 513] (the “**Amended Order**”), authorizing the Debtors to continue to use Cash Collateral through the date which is the earliest to occur of (a) September 15, 2021; (b) the date on which any of the following occurs unless waived in writing by the Prepetition Agent (acting at the direction of the Required Prepetition Lenders: (i) entry of any order constituting a stay, modification, appeal or reversal of this Order, (ii) the appointment of any examiner with expanded powers, (iii) entry of any order

dismissing the Chapter 11 Cases or converting the Chapter 11 Cases to cases under Chapter 7, or (iv) the Debtors' filing of a motion or other request for relief seeking to modify or alter or vacate this Order or any term thereof; and (c) the expiration of the Remedies Notice Period (collectively, the "**Termination Date**"), in each case unless waived in writing by the Prepetition Agent (acting at the direction of the Required Prepetition Lenders).

5. In light of the upcoming Termination Date and the ongoing obligations of the Debtors and the Purchaser in connection with the Sale, the Debtors requested that the Prepetition Agent and the Prepetition Lenders consent to the Debtors' continued use of Cash Collateral to allow the Debtors to continue to administer their estates and to fund the wind-down of the Debtors.

6. Attached hereto as **Exhibit A** is a proposed order (the "**Proposed Further Amended Order**") that amends the Final Cash Collateral Order to authorize the Debtors' continued usage of Cash Collateral.

7. The Debtors provided a draft of the Proposed Further Amended Order to counsel for the Prepetition Agent, the Prepetition Lenders, the U.S. Trustee, and the Committee. Those parties have confirmed to the Debtors' counsel that they do not object to the approval of the Proposed Further Amended Order.

8. The Debtors respectfully request that the Court enter the Proposed Further Amended Order without further notice or hearing.

Dated: September 14, 2021  
Wilmington, Delaware

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