

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

REDBOX AUTOMATED RETAIL, LLC,

Plaintiff,

v.

WARNER HOME VIDEO, a division of  
WARNER BROS. HOME ENTERTAINMENT,  
INC.,

Defendant.

C.A. No. 09-613 (RBK)

**DEFENDANT WARNER HOME VIDEO'S MOTION TO DISMISS  
THE AMENDED COMPLAINT PURSUANT TO  
FEDERAL RULE OF CIVIL PROCEDURE 12(b)(6)**

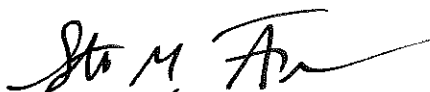
Defendant Warner Home Video hereby moves the Court to dismiss the Amended Complaint of Redbox Automated Retail, LLC, under Federal Rule of Civil Procedure 12(b)(6), for failure to state a claim upon which relief can be granted and to enter an order substantially similar to the proposed Order attached hereto dismissing plaintiff's claims with prejudice.

The bases for this motion are set forth in Defendant Warner Home Video's Opening Brief In Support of Its Motion to Dismiss the Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(6), and the Declaration of Katherine B. Forrest In Support of Defendant Warner Home Video's Motion to Dismiss the Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(6) with accompanying exhibits, which are being filed contemporaneously herewith.

Of Counsel:

Katherine B. Forrest  
CRAVATH, SWAINE & MOORE LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000  
kforrest@cravath.com

Dated: December 21, 2009



---

Frederick L. Cottrell, III (#2555)  
Anne Shea Gaza (#4093)  
Stephen M. Ferguson (#5167)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651 7700  
cottrell@rlf.com  
gaza@rlf.com  
ferguson@rlf.com

*Attorneys for Defendant  
Warner Home Video*

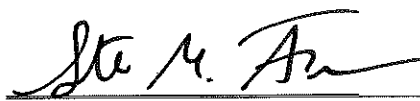
**CERTIFICATE OF SERVICE**

I hereby certify that on December 21, 2009, I caused to be served by **hand delivery and e-mail** the foregoing document and electronically filed the same with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

James S. Green  
Seitz, Van Ogtrop & Green, P.A.  
222 Delaware Avenue, Suite 1500  
P. O. Box 68  
Wilmington, DE 19899  
jgreen@svglaw.com

I hereby certify that on December 21, 2009, I caused the foregoing document to be sent via **e-mail** to the following non-registered participants:

Charles S. Bergen  
George R. Dougherty  
Michael S. Gulland  
Grippo & Elden LLC  
111 South Wacker Drive  
Chicago, IL 60606  
cbergen@grippoelden.com  
gdougherty@grippoelden.com  
mgulland@grippelden.com



---

Stephen M. Ferguson (#5167)  
ferguson@rlf.com